

- 
- **COMPLETION OF THE ACQUISITION OF THE BORSA ITALIANA GROUP**
 - **EURONEXT Q1 2021 RESULTS**



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AGENDA

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SPEAKERS



Stéphane Boujnah

CEO and Chairman of
the Managing Board



Giorgio Modica

Chief Financial Officer



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ACQUISITION OF THE BORSA ITALIANA GROUP



EURONEXT

ACQUISITION OF THE BORSA ITALIANA GROUP COMPLETED: EURONEXT TO CREATE THE BACKBONE OF THE CAPITAL MARKET UNION IN EUROPE

€5.1tn

market cap.¹

 EURONEXT +  BORSA ITALIANA
#1 LISTING VENUE AND EQUITY
FINANCING IN EUROPE

€12.2bn

Equities and ETFs
trading ADV²

#1 EUROPEAN EXCHANGE IN
CASH EQUITIES & ETF TRADING

€216bn

fixed income ADV²

LEADING EUROPEAN GOVERNMENT
BONDS TRADING PLATFORM



€18.4tn

Repo cleared²

ONE FULLY-OWNED
CLEARING HOUSE  CC&G
A EURONEXT COMPANY

€5.9tn

assets under custody¹

 EURONEXT CSDs +  MONTETITOLI
A EURONEXT COMPANY
#3 CSD FRANCHISE IN EUROPE

- Creating the **largest liquidity pool** within the European capital markets union aiming to deliver **sustainable superior market quality** and value for local and global clients
 - Strengthens Euronext's **leadership** in European cash equities
 - Significantly **enhances scale and diversifies business mix** through new asset classes and expansion of post-trade operations, with new CSD and a multi-asset clearing house
 - Enhance Euronext's mid-term strategic outlook **opening opportunities** for product innovation, geographical expansion and business diversification

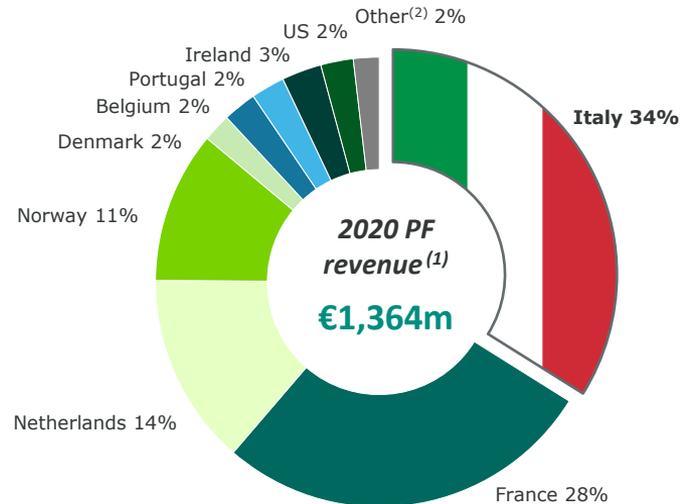
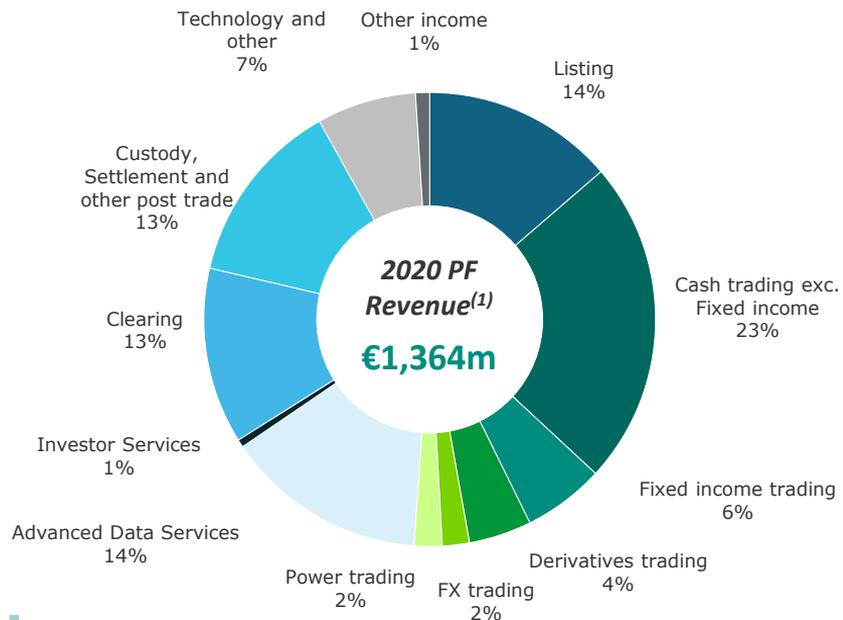
A TRANSFORMATIONAL TRANSACTION WITH SIGNIFICANT DIVERSIFICATION AND INCREASE IN SCALE



€790m
EBITDA 2020PF

€498m
Adj. Net Income
2020PF

49%
Non-volume
related revenue



Based on Unaudited Pro Forma Financial Information derived from Euronext audited Consolidated Financial Statements and the Borsa Italiana Group audited Consolidated Financial Statements for the financial year ended 31 December 2020.
 Volume related revenue includes trading, clearing and IPO revenue.
 1) Pro forma total revenue and income
 2) Other countries include Sweden, Finland, UK, Hong Kong.

FINANCING OF THE ACQUISITION OF THE BORSA ITALIANA GROUP (1/2)

- **An attractive transaction with compelling value proposition for shareholders**
 - Combined Group FY2020 revenue of €1.4bn and EBITDA of €790m
 - €45m annual run-rate pre-tax cost synergies and €15m annual run-rate pre-tax revenue synergies to be achieved by year 3
 - Mid-single-digit adjusted EPS accretion expected before synergies, and double-digit accretion expected after run-rate synergies in year 3
 - All-cash transaction, final purchase price of €4,444 million¹
- **Private placement completed today**
 - CDP Equity and Intesa Sanpaolo subscribed respectively for 5,600,000 and 1,000,000 shares, at €87.70 per share becoming shareholders with respectively 7.31% and 1.31% of the issued share capital
 - Total proceeds from Private Placement of €579m
 - CDP Equity and Intesa Sanpaolo joining the Reference Shareholders group
- **Shareholding update**
 - New Reference Shareholder agreement entered into force on 29 April 2021 including ABN Amro Bank, Caisse des Dépôts et Consignations, CDP Equity, Euroclear, Intesa Sanpaolo and SFPI-FPIM
 - Reference Shareholders group representing 27.85% of the issued share capital (before rights offer completion)

FINANCING OF THE ACQUISITION OF THE BORSA ITALIANA GROUP (2/2)

▪ Refinancing of the transaction

- Transaction financed through:
 - ~€0.3 billion from the use of existing cash;
 - ~€3.7 billion from the draw down of Euronext's €4.4 billion bridge loan facility; and
 - ~€0.6 billion from the private placement to CDP Equity and Intesa Sanpaolo
- Launch of a capital increase by way of a rights offer for a total amount of ~€1.8 billion (see related documentation and prospectus available on <https://www.euronext.com/en/offering-information>):
 - Strong support from Euronext Reference Shareholders:
 - ABN Amro Bank, Caisse des Dépôts et Consignations, CDP Equity, Intesa Sanpaolo have announced their intention to subscribe to the rights offer;
 - Euroclear and SPFI-FPIM have announced their intention to execute a cash-neutral transaction
- Remaining part of the bridge loan facility to be refinanced through debt capital market issuances for ~€1.8 billion
- Signing of a new €600 million Revolving Credit Facility replacing the existing one of €400 million



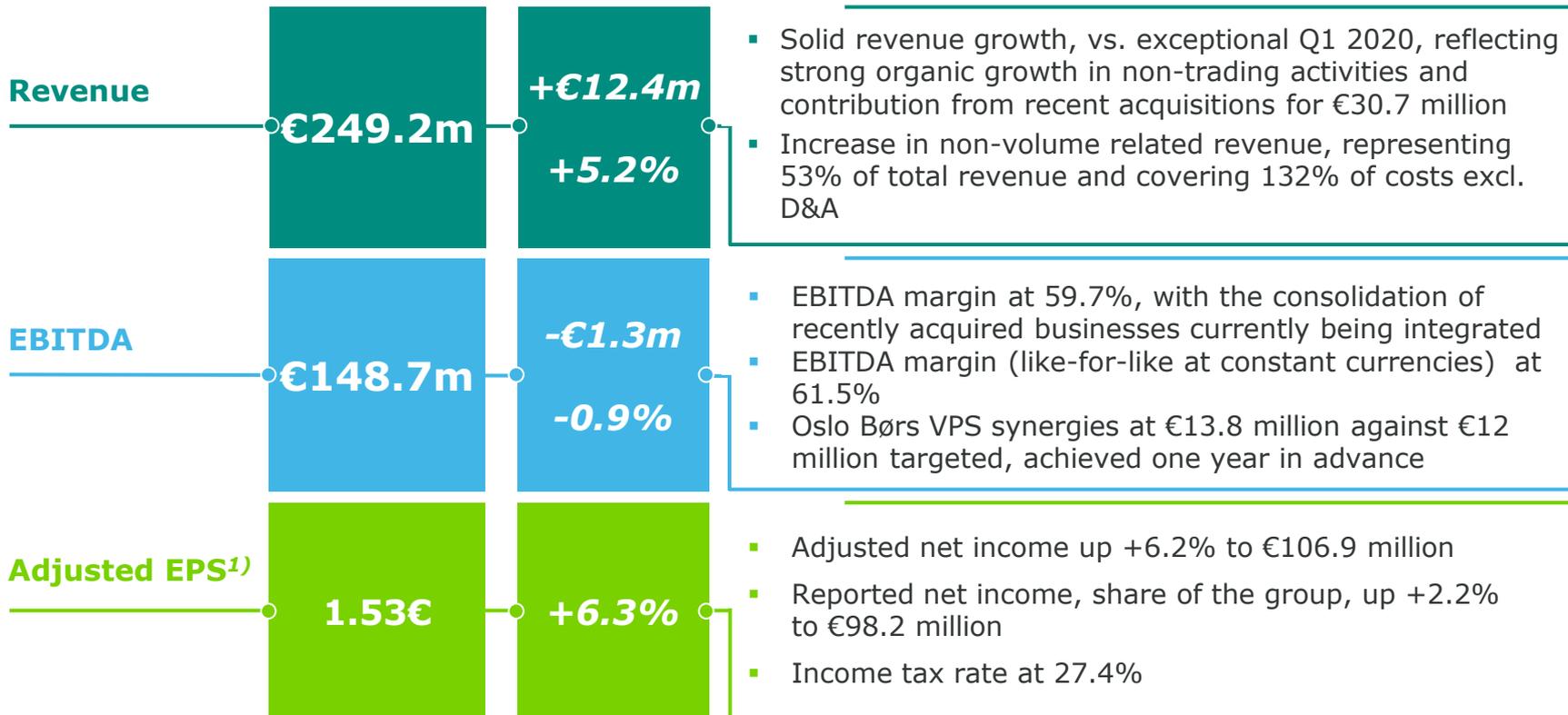
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Q1 2021 HIGHLIGHTS



EURONEXT

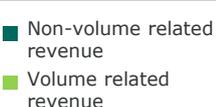
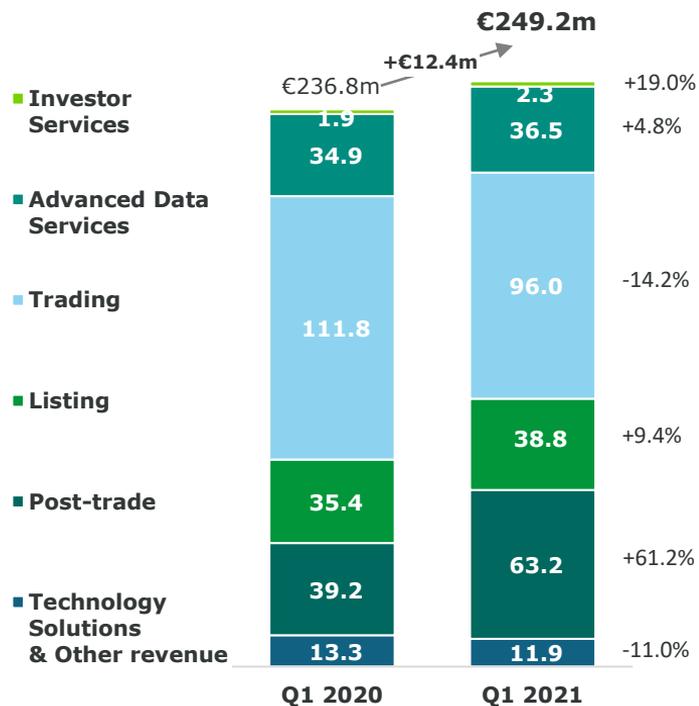
STRONG Q1 2021 RESULTS RESULTING FROM ORGANIC GROWTH IN NON-TRADING ACTIVITIES AND CONTINUED BENEFITS FROM DIVERSIFICATION





Q1 2021 BUSINESS REVIEW

Q1 2021 REVENUE UP +5.2% DRIVEN BY STRONG ORGANIC GROWTH AND THE CONSOLIDATION OF ACQUIRED BUSINESSES



- Post-trade revenue growth driven by the contribution of VP securities and strong organic growth
- Listing revenue growth resulting from the strong performance of Corporate Services and an excellent quarter in equity listings
- Advance Data Services revenue reflecting the good performance of indices and ESG products
- Trading revenue reflecting lower trading volumes in cash, derivatives and FX, due to exceptional Q1 2020 trading volumes and despite enhanced revenue capture in cash trading

+5.2%

Q1 2021 consolidated revenue growth

+€30.7m

Revenue contribution from acquired business

53%

Non-volume related revenue, reflecting increased post-trade activities

132%

Non-volume related revenue to operating cost coverage vs 119% in Q1 2020

LISTING REVENUE UP +9.4% TO €38.8 MILLION IN Q1 2021

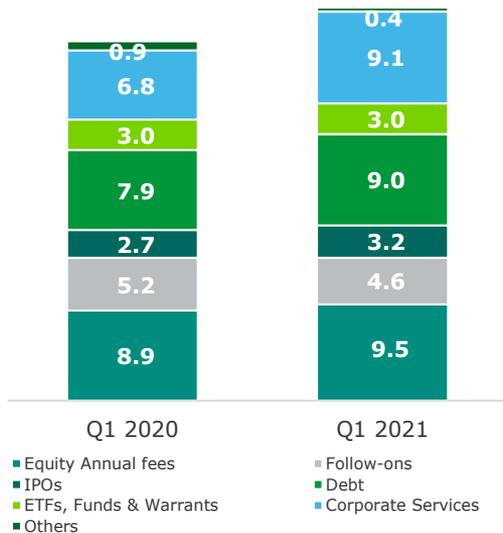
Strong performance of Corporate Services and strong equity listings activity

€38.8m
revenue
+9.4%

37 new
equity listings

€376.7bn
money raised

+32.9%
Corporate Services
revenue



- Strong performance of Corporate Services with revenue up +32.9%, reflecting continued commercial development and increased demand for its enhanced digital offering solutions
- Strong activity in primary equity listings, recording the best Q1 in new listings since Q1 2015, supported by both large caps and SMEs, with dynamic tech companies listings activity
- Continued momentum in primary equity issuances:
 - 4 large cap listings
 - 33 SME listings
- Solid secondary markets activity
- Continued momentum in ESG-related bond listings
- Like-for-like, revenue increased +8.3%

TRADING REVENUE DOWN -14.2% TO €96.0 MILLION IN Q1 2021 (1/2)

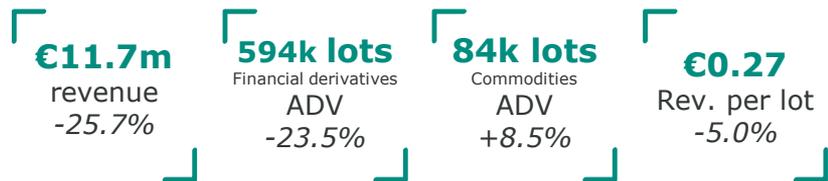
Lower volumes compared to an exceptional Q1 2020, partially offset by higher revenue capture in cash trading

— CASH TRADING



- Lower trading volumes compared to an exceptional trading environment in Q1 2020
- Enhanced revenue capture and market share
- Like-for-like at constant currencies, revenue decreased -13.7%

— DERIVATIVES TRADING



- Lower trading volumes compared to an exceptional trading environment in Q1 2020
- Uncertain market conditions, impacting index derivatives trading
- Record quarter in commodities products trading, driven by high volatility on agricultural markets
- Like-for-like at constant currencies, revenue was down -25.8%

TRADING REVENUE DOWN -14.2% TO €96.0 MILLION IN Q1 2021 (2/2)

FX TRADING



- Lower volatility compared to Q1 2020
- Like-for-like at constant currencies, revenue decreased -17.5%

POWER TRADING



- Usual higher seasonal activity of the winter months

POST-TRADE REVENUE UP +61.2% TO €63.2 MILLION

Consolidation of VP Securities, high retail activity in Nordic CSDs, lower cleared volumes

CLEARING

in €m



CUSTODY, SETTLEMENT AND OTHER POST-TRADE

in €m



ADVANCED DATA SERVICES, INVESTOR SERVICES AND TECHNOLOGY SOLUTIONS

— ADVANCED DATA SERVICES

in €m



┌ **+€1.7m**
revenue
+4.8%
└

- Strong performance of indices and ESG products
- Solid core business activity
- Like-for-like at constant currencies, revenue increased +4.2%

— INVESTOR SERVICES

in €m



┌ **+€0.4m**
revenue
+19.0%
└

- Continued commercial development of the franchise
- Like-for-like at constant currencies, revenue increased +21.2%

— TECHNOLOGY SOLUTIONS

in €m



┌ **-€1.5m**
revenue
-11.0%
└

- Higher SFTI / Colocation revenue
- Lower Shipping and Cost recovery revenue at Nord Pool
- Like-for-like at constant currencies, revenue decreased -3.5%



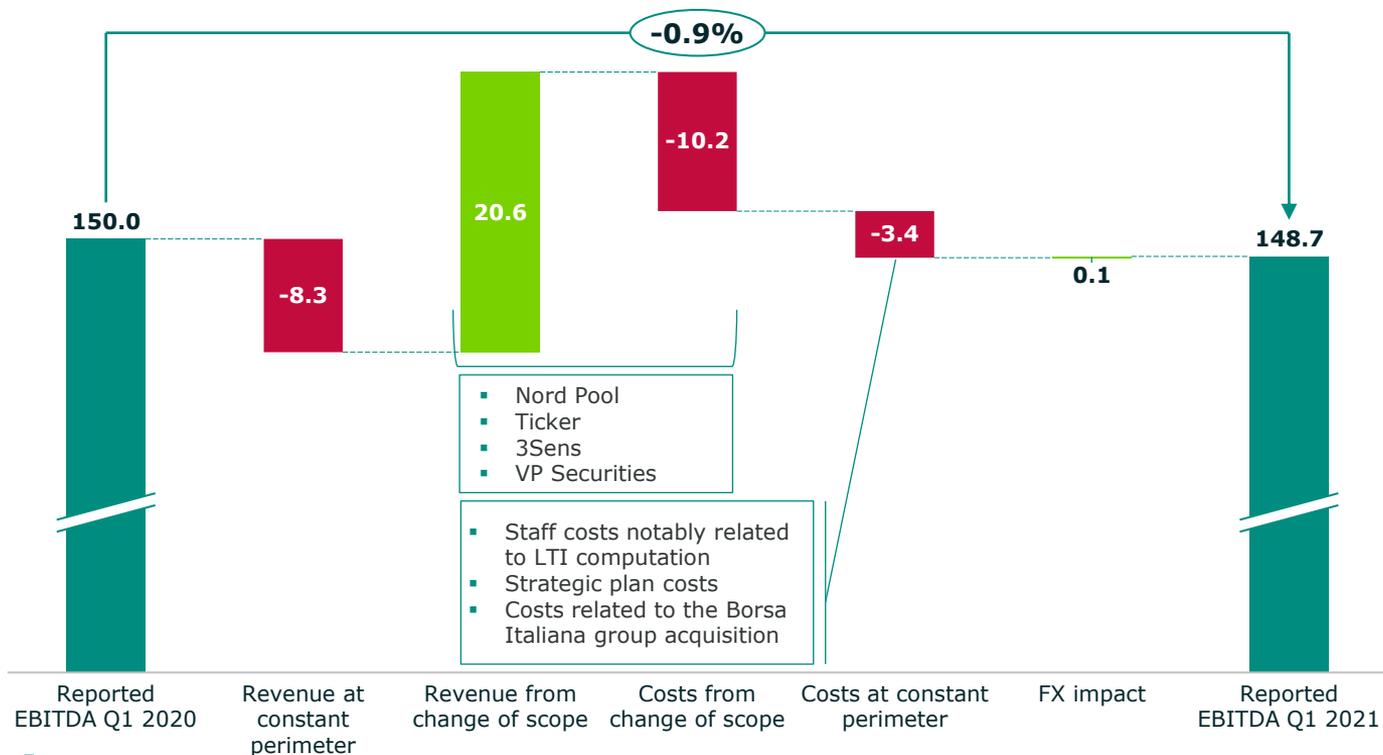
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Q1 2021 FINANCIAL REVIEW

Q1 2021 EBITDA STABLE AT €148.7 MILLION

Consolidation of acquisitions and organic growth

in €m

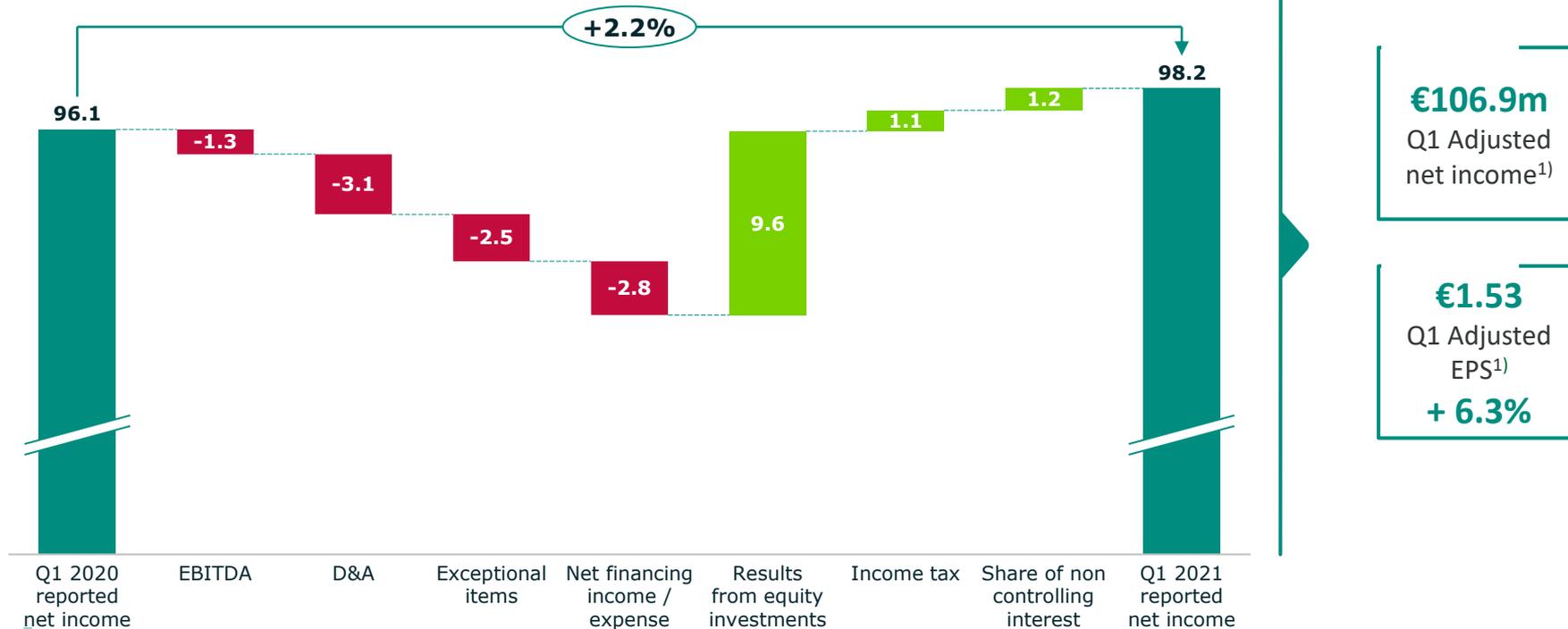


59.7%
EBITDA margin
-3.7pts

61.5%
Organic¹⁾
EBITDA margin

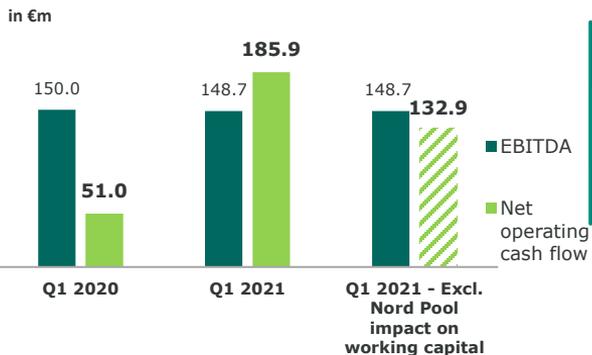
Q1 2021 NET INCOME UP +2.2% TO €98.2 MILLION, ADJUSTED EPS UP +6.3% TO €1.53 PER SHARE

in €m



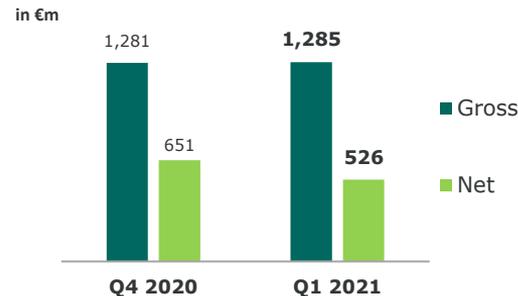
SOLID CASH FLOW GENERATION AND LIQUIDITY POSITION

EBITDA TO NET OPERATING CASH FLOW



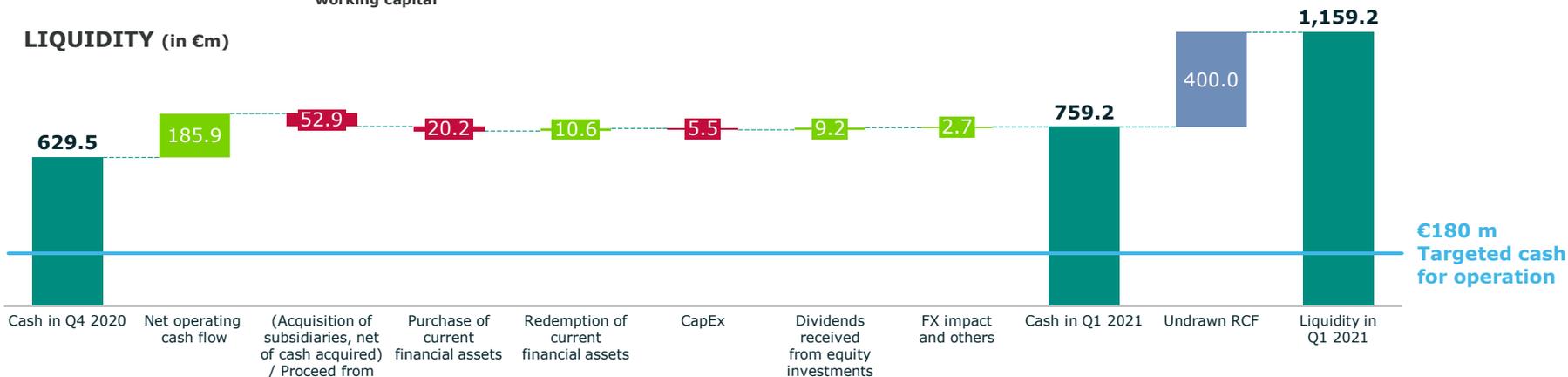
Q1 2021 EBITDA to net operating cash flow conversion rate at **125%** (vs 34% last year) due to changes in working capital at Nord Pool

DEBT AND LEVERAGE



Net debt to EBITDA¹⁾ ratio at **1.0x** (vs 1.2x in Q4 2020)

LIQUIDITY (in €m)





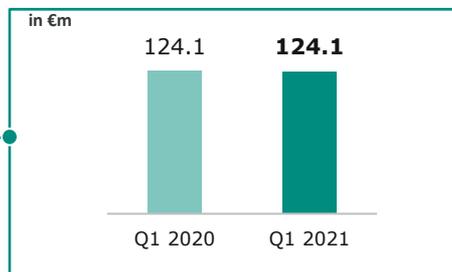
BORSA
ITALIANA

Q1 2021 RESULTS OF THE BORSA ITALIANA GROUP

 EURONEXT

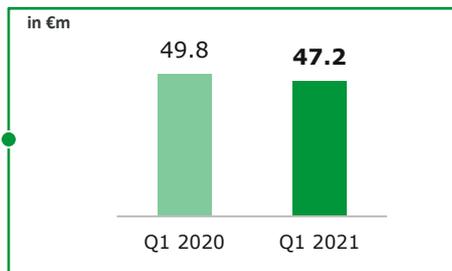
Q1 2021 RESULTS OF THE BORSA ITALIANA GROUP

Revenue



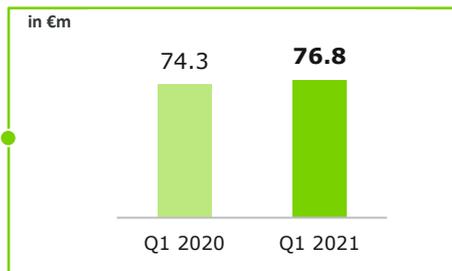
- Stable revenue reflecting growth in capital markets and information services partly offsetting lower post trade and technology services revenues

Operating expenses exc. D&A



- Decrease of -5.1% in operating expenses exc. D&A
- Lower costs of sales, intercompany costs, other costs and marketing costs

EBITDA



- EBITDA up +3.4%
- EBITDA margin at 61.9%, up +2.0pts compared to Q1 2020



Q&A



Q&A - SPEAKERS



Stéphane Boujnah

CEO and Chairman of
the Managing Board



Giorgio Modica

Chief Financial
Officer



APPENDIX

ADJUSTED EPS

<i>In €m unless stated otherwise</i>	Q1 2021	Q1 2020
Net income reported	98.2	96.1
<i>EPS Reported (€ per share)</i>	<i>1.41</i>	<i>1.38</i>
Intangible assets adj. related to acquisitions (PPA)	(6.4)	(4.8)
Exceptional items	(3.6)	(1.1)
Tax related to those items	1.3	1.3
Adj. net income	106.9	100.7
Adj. EPS (€ per share)	1.53	1.44

Q1 2021 INCOME STATEMENT

Unaudited, In €m	Q1 2021	Q1 2020	% var	Change Organic (like for like)
Revenue	249.2	236.8	+5.2%	-3.7%
Listing	38.8	35.4	+9.4%	+8.3%
Trading revenue	96.0	111.8	-14.2%	-15.8%
Cash Trading	69.8	80.8	-13.7%	-13.7%
Derivatives Trading	11.7	15.7	-25.7%	-25.8%
Spot FX Trading	6.1	8.0	-24.5%	-17.5%
Power trading	8.4	7.2	+17.2%	n/a
Investor Services	2.3	1.9	+19.0%	+21.2%
Advanced Data Services	36.5	34.9	+4.8%	+4.2%
Post-trade	63.2	39.2	+61.2%	+8.5%
Clearing	17.1	19.2	-11.0%	-11.0%
Custody, Settlement and other post-trade	46.1	20.0	+130.4%	+21.2%
Technology Solutions & other revenue	11.9	13.3	-11.0%	-3.5%
Other income	0.6	0.3	+133.0%	+133.0%
Operational expenses excluding D&A	-100.4	-86.7	+15.8%	+4.2%
Salaries and employee benefits	-55.7	-43.8	+27.2%	+12.5%
Other Operational Expenses	-44.7	-42.9	+4.1%	-4.2%
System & Communication	-10.9	-9.2	+18.2%	+4.0%
Professional Services	-15.7	-12.7	+23.1%	+12.0%
Clearing expense	-8.1	-9.1	-11.1%	-8.6%
Accommodation	-1.8	-1.9	-8.9%	-22.4%
Other Operational Expenses	-8.3	-10.0	-16.6%	-22.7%
EBITDA	148.7	150.0	-0.9%	-8.0%
<i>EBITDA margin</i>	<i>59.7%</i>	<i>63.4%</i>	<i>-3.7 pts</i>	<i>-2.9 pts</i>
Depreciation & Amortisation	-16.0	-12.9	+24.5%	+4.5%
Operating Profit before Exceptional items	132.7	137.2	-3.2%	-9.2%
Exceptional items	-3.6	-1.1	+221.0%	
Operating Profit	129.2	136.1	-5.1%	
Net financing income / (expense)	-4.8	-2.0	+141.6%	
Results from equity investments	11.7	2.1	+453.6%	
Profit before income tax	136.1	136.2	-0.1%	
Income tax expense	-37.2	-38.3	-2.8%	
Share of non-controlling interests	-0.7	-1.8	-63.2%	
Profit for the period	98.2	96.1	+2.2%	
EPS Reported (in € per share)	€ 1.41	€ 1.38	+2.3%	
EPS Adjusted (in € per share)	€ 1.53	€ 1.44	+6.3%	

BALANCE SHEET AS OF 31 MARCH 2021

Unaudited, In €m	As of 31 Mar'21	As of 31 Dec'20
Non-current assets		
Property, plant and equipment	56.4	56.0
Right-of-use assets	43.0	46.9
Goodwill and other intangible assets	1,568.4	1,536.1
Deferred income tax assets	21.5	20.8
Investments in associates and JV	70.7	68.1
Financial assets at fair value through OCI	204.5	204.5
Other non current assets	7.5	8.6
Total non-current assets	1,972.0	1,941.1
Current assets		
Trade and other receivables	299.0	195.0
Income tax receivable	2.9	3.3
Derivative financial instruments	23.7	23.7
Other short-term financial assets	104.0	92.1
Cash & cash equivalents	759.2	629.5
Total current assets	1,188.8	943.5
Total assets	3,160.7	2,884.6

Unaudited, In €m	As of 31 Mar'21	As of 31 Dec'20
Shareholders' equity		
Shareholders' equity	1,148.4	1,058.7
Non-controlling interests	21.6	30.2
Total Equity	1,170.0	1,089.0
Non-current liabilities		
Borrowings	1,272.6	1,272.5
Lease liabilities	31.9	35.1
Other non-current financial liabilities	-	-
Deferred income tax liabilities	99.8	92.9
Post employment benefits	27.2	26.5
Contract liabilities	48.5	44.6
Other provisions	13.0	14.5
Total Non-current liabilities	1,493.0	1,486.1
Current liabilities		
Borrowings	12.6	8.2
Lease liabilities	16.3	15.9
Other current financial liabilities	-	0.5
Derivative financial instruments	0.0	0.4
Income tax payable	44.8	33.8
Trade and other payables	308.0	185.8
Contract liabilities	111.8	62.2
Other provisions	4.1	2.6
Total Current liabilities	497.7	309.6
Total equity and liabilities	3,160.7	2,884.6

Q1 2021 CASH FLOW AND LIQUIDITY POSITION

Unaudited, In €m	Q1 2021	Q1 2020
Profit before tax	136.1	136.2
Adjustments for:		
- Depreciation and amortization	16.0	12.9
- Share based payments	2.4	1.4
- Share of profit from associates and joint ventures	-2.6	-2.1
- Changes in working capital	61.5	-65.3
Cash flow from operating activities	213.5	83.0
Income tax paid	-27.6	-32.0
Net cash flows from operating activities	185.9	51.0
Cash flow from investing activities		
Acquisition of subsidiaries, net of cash acquired	-56.1	61.3
Proceeds from disposal of subsidiary	3.3	0.0
Purchase of current financial assets	-20.2	-15.3
Redemption of current financial assets	10.6	0.0
Purchase of property, plant and equipment	-2.4	-1.7
Purchase of intangible assets	-3.1	-2.4
Proceeds from sale of Property, plant, equipment and intangible assets	0.1	0.1
Dividends received from equity investments	9.2	0.0
Net cash flow from investing activities	-58.9	41.9
Cash flow from financing activities		
Interest paid	-0.1	-0.1
Payment of lease liabilities	-2.8	-1.7
Acquisition of own shares	-0.2	-13.8
Dividends paid to non-controlling interests	-3.6	0.0
Net cash flow from financing activities	-6.7	-15.6
Total cash flow over the period	120.3	77.3
Cash and cash equivalents - Beginning of period	629.5	369.8
Non Cash exchange gains/(losses) on cash and cash equivalents	9.4	-28.3
Cash and cash equivalents - End of period	759.2	418.8

Unaudited, In €m	Q1 2021	Q1 2020
Cash beginning of period	629.5	369.8
Investments (incl. subsidiaries net of cash acquired & associates)	- 56.1	61.3
Divestments (inc. Subsidiaries)	3.3	-
Dividends received from equity investments	9.2	-
Purchase of current financial assets	- 20.2	15.3
Redemption of current financial assets	10.6	-
Cash accumulation, net of others	183.1	3.0
Cash end of period	759.2	418.8
RCF	400.0	400.0
Available Liquidity	1,159.2	818.8

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