

**Agenda for the extraordinary general meeting (EGM) of Euronext N.V. to be held at the offices of Euronext N.V., Beursplein 5, Amsterdam, the Netherlands, at 10.00 CET on Friday 19 December 2014.**

1. Opening
2. Resolution to draw up and publish the annual accounts and the annual report of Euronext N.V. only in the English language (voting item 1)
3. Composition of the Supervisory Board
  - a. Appointment of Dominique Aubernon as member of the Supervisory Board (voting item 2)
  - b. Appointment of Koenraad Dom as member of the Supervisory Board (voting item 3)
  - c. Appointment of Godelieve Mostrey as member of the Supervisory Board (voting item 4),  
each subject to the condition precedent (*opschortende voorwaarde*) that the requisite regulatory approval will have been obtained and effective immediately upon receipt of the requisite regulatory approval.
4. Close

**Explanatory notes to the agenda of the EGM of Euronext N.V. to be held in Amsterdam on 19 December 2014**

**Item 2**

**Resolution to draw up and publish the annual accounts and the annual report of Euronext N.V. only in the English language**

For reasons of efficiency, in view of the international character of Euronext N.V. and given its international shareholder base, the Managing Board and Supervisory Board hereby propose that the annual accounts and the annual report of Euronext N.V. will be drawn up and published in English only.

**Item 3**

**Composition of the Supervisory Board**

**Appointment of Dominique Aubernon (agenda item 3.a), Koenraad Dom (agenda item 3.b) and Godelieve Mostrey (agenda item 3.c) as members of the Supervisory Board**

On 27 May 2014, Intercontinental Exchange, Inc., which at the time owned all shares in Euronext N.V., entered into a sale and purchase agreement of ordinary shares in Euronext N.V. with a group of institutional investors (collectively, the “Reference Shareholders”). On 3 June 2014 the Reference Shareholders also entered into a shareholders agreement among themselves (the “Reference Shareholder Agreement”).

For so long as the aggregate shareholding of the Reference Shareholders amounts to at least 25% of the issued share capital of Euronext N.V., the Reference Shareholders, acting jointly, will have the right to nominate one third of the members of the Supervisory Board.

The Reference Shareholders have proposed to the Supervisory Board to nominate each of Dominique Aubernon, Koenraad Dom and Godelieve Mostrey for appointment as member of the Supervisory Board.

With due observance of the above and of the profile of the Supervisory Board, the Supervisory Board has drawn up binding nominations for the appointment of Dominique Aubernon, Koenraad Dom and Godelieve Mostrey, respectively, as members of the Supervisory Board, each subject to regulatory approval as described below. The proposal to nominate Dominique Aubernon, Koenraad Dom and Godelieve Mostrey is made taking into account the limitation to the number of functions as prescribed by law.

For further information about the nominees, please refer to the appendix to these explanatory notes.

In accordance with article 18 of the articles of association of Euronext N.V., the shareholders are asked to appoint Dominique Aubernon, Koenraad Dom and Godelieve Mostrey as members of the Supervisory Board, each subject to the condition precedent (*opschortende voorwaarde*) that the requisite regulatory approval will have been obtained and effective immediately upon receipt of the requisite regulatory approval, each for a term of four years, provided that his or her term of office shall lapse immediately after the day of the first general meeting of Euronext N.V. to be held in 2018. However if the Reference Shareholders Agreement is terminated earlier, his or her term of office shall lapse immediately after the day of the first general meeting of Euronext N.V. to be held after the date of termination of the Reference Shareholders Agreement. In accordance with article 18 paragraph 4 of the articles of association of Euronext N.V. the proposed candidates are appointed with due observance of section 2:133 paragraph 3 of the Dutch Civil Code, unless the binding nomination is overruled in accordance with article 18.5 of the articles of association of Euronext N.V.

**Appendix to the explanatory notes, providing information on the persons to be appointed to the Supervisory Board in accordance with article 2:142 paragraph 3 of the Dutch Civil Code**

**Ms Dominique Aubernon**

Gender: female

Age: 58

Profession: Director

Shares held in Euronext N.V.: none

Nationality: French

Other board memberships and positions:

Head of Strategic Advisory of the BNP Paribas Group, vice-chair of the Supervisory Board of Klépierre and member of the board of BNP Paribas New Zealand Ltd

Motivation: the nomination is based on Ms Aubernon's experience in the financial sector

**Mr Koenraad Dom**

Gender: male

Age: 46

Profession: Financial and risk management consultant

Shares held in Euronext N.V.: none

Nationality: Belgian

Other board memberships and positions:

Member of the board of Federal Holding & Investment Company, member of the board and chairman of the Audit Committee at Federale Participatie- and Investeringsmaatschappij FPIM-SFPI

Motivation: the nomination is based on Mr Dom's experience in the financial sector

**Ms Godelieve Mostrey**

Gender: female

Age: 54

Profession: Director

Shares held in Euronext N.V.: none

Nationality: Belgian

Other board memberships and positions:

Executive Director, Chief Technology and Services Officer of Euroclear Group, chair of the boards of Euroclear Belgium, Euroclear Finland, Euroclear France, Euroclear Nederland and Euroclear Sweden, non-executive director at Euroclear Bank and member of the board of RealDolmen

Motivation: the nomination is based on Ms Mostrey's experience in the financial sector