



2019 ANNUAL GENERAL MEETING

16 May 2019

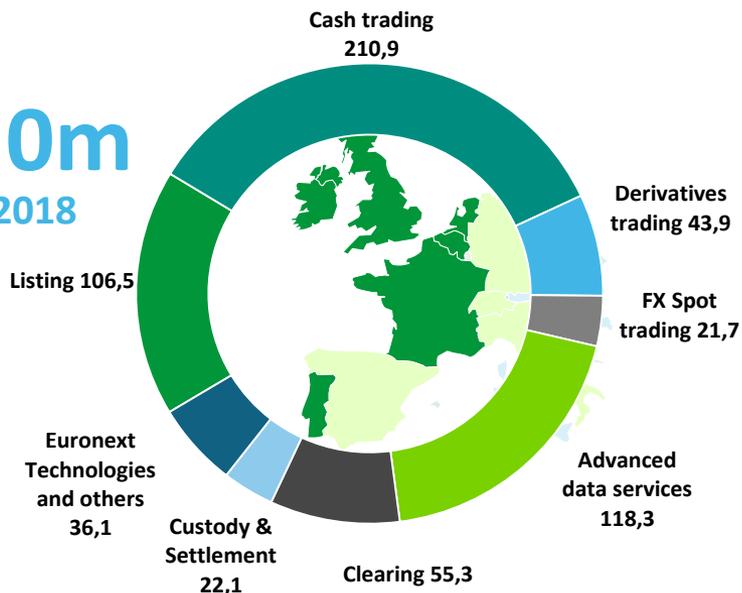


2018 HIGHLIGHTS



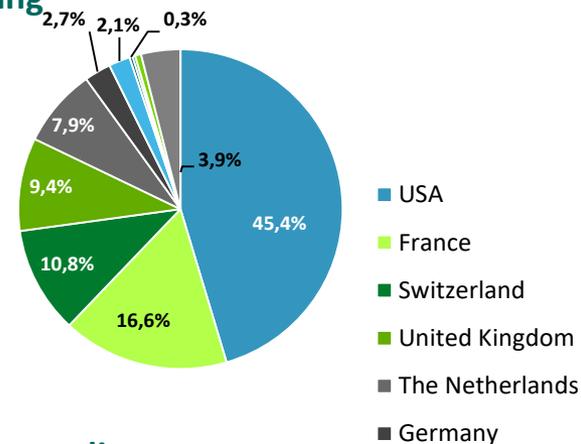
A STRONG AND DIVERSIFIED COMPANY: AT A GLANCE

€615.0m
Revenue in 2018

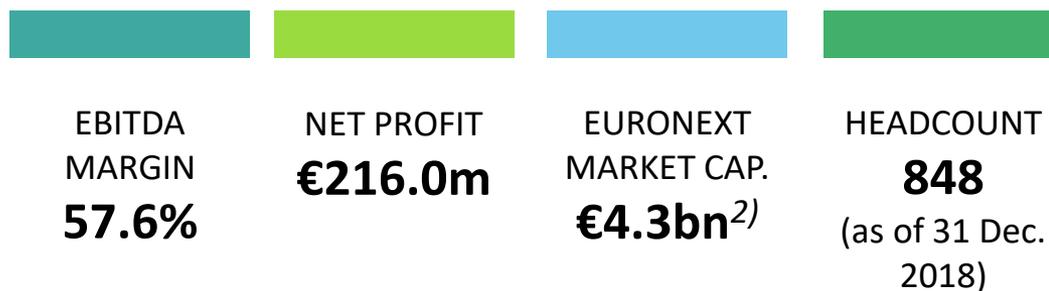
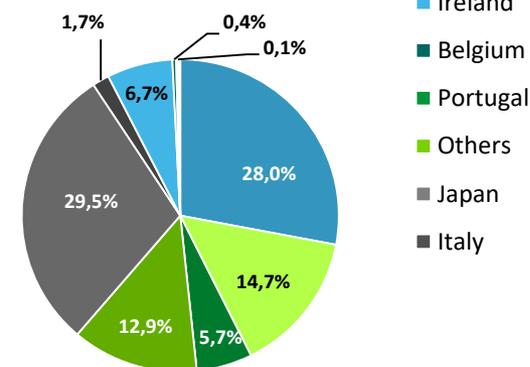


Client flow origins¹⁾
(ADV as of 31/12/2018)

Cash trading



Derivatives trading



2018 financials are audited and include Euronext Dublin for 9 months of consolidation.

1) Both legs of the transaction are counted (double counted)

2) As of 30/04/19

STRONG INCREASE OF EURONEXT PERFORMANCE THROUGH 2018

Revenue	Strong revenue growth thanks to good performance of core businesses notably cash trading and advanced data services ¹⁾ , recent acquisitions and growth initiatives	€615.0m	+15.5% +€83m
EBITDA	Core business costs down (-4.3%) while Group costs up (+11.2%) mainly due to change of perimeter (Euronext Dublin, FastMatch and InsiderLog) EBITDA to cash flow conversion rate at 63%	€354.3m	+19.0% +€56m
EBITDA Margin	Core business and selected growth initiatives, excluding clearing, EBITDA margin ²⁾ at 61.6% €23.8m costs savings	57.6%	+1.7 pts
Adjusted EPS	Double digit increase in Adjusted EPS of €3.44, up +11.2% Reported net income impacted by exceptional items and net financing expenses, and negative base effect due to 2017 positive one-offs	€3.44 +11.2%	Proposed Dividend ³⁾ €1.54/Share

EURONEXT HAS SCALED ITS PERIMETER UP : +€63M REVENUE IN 2018¹⁾

Irish Stock Exchange

€24.6m of revenue in 2018²⁾

- Successful expansion of Euronext decentralised model
- Integration of Dublin management into Euronext governance, and Central Bank of Ireland joined Euronext College of Regulators
- Migration to Euronext Optiq® trading platform achieved in February 2019 now allowing Irish capital markets participants to access to the largest single liquidity pool in Europe
- €6.7 million of synergies³⁾ achieved since Q2 2018

EURONEXT FX

€21.7m of revenue in 2018

- Successful revenue diversification through a new asset class, spot FX trading
- New matching engine in Singapore, expected to be fully operational in Q4 2019, to be closer to clients worldwide and create a strong development base in the region
- Renewed management, rebranding and commercial expansion to Asia-Pacific

EURONEXT CORPORATE SERVICES

€16.6m of revenue in 2018

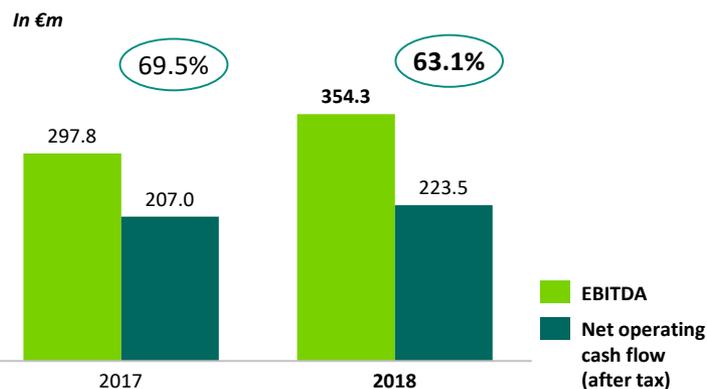
- Building up of a complete franchise aims at adding value to issuers
- Strong increase in total number of clients to c.1,900 at the end of 2018 and continued high level of commercial intensity with both listed and non-listed users
- Continuous screening of opportunities to complement or expand the current offering

COMMCISE⁴⁾ A EURONEXT COMPANY

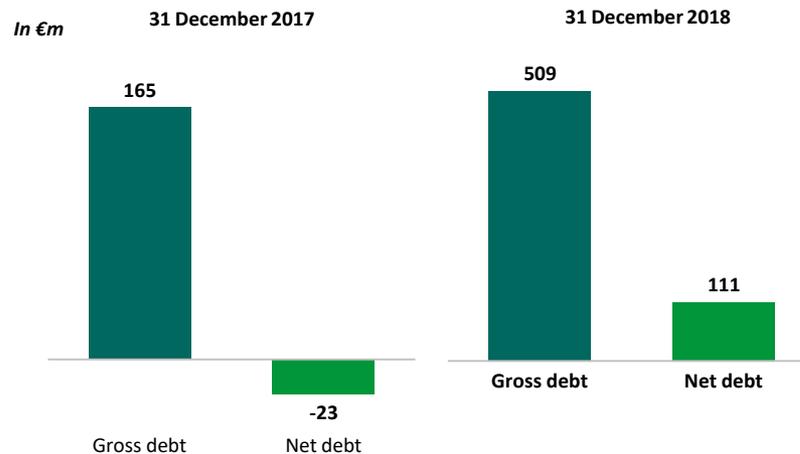
- Software as a Service ("SaaS") provider of award-winning research evaluation and commission management solutions for financial services firms
- Acquisition creating more value for Euronext clients, asset managers and broker-dealers by addressing a strong need generated by MiFID II regulation.
- Diversification of Euronext revenue profile, €1.1m revenue contribution in Q1 2019

SOLID CASH FLOW GENERATION AND LIQUIDITY POSITION IN 2018

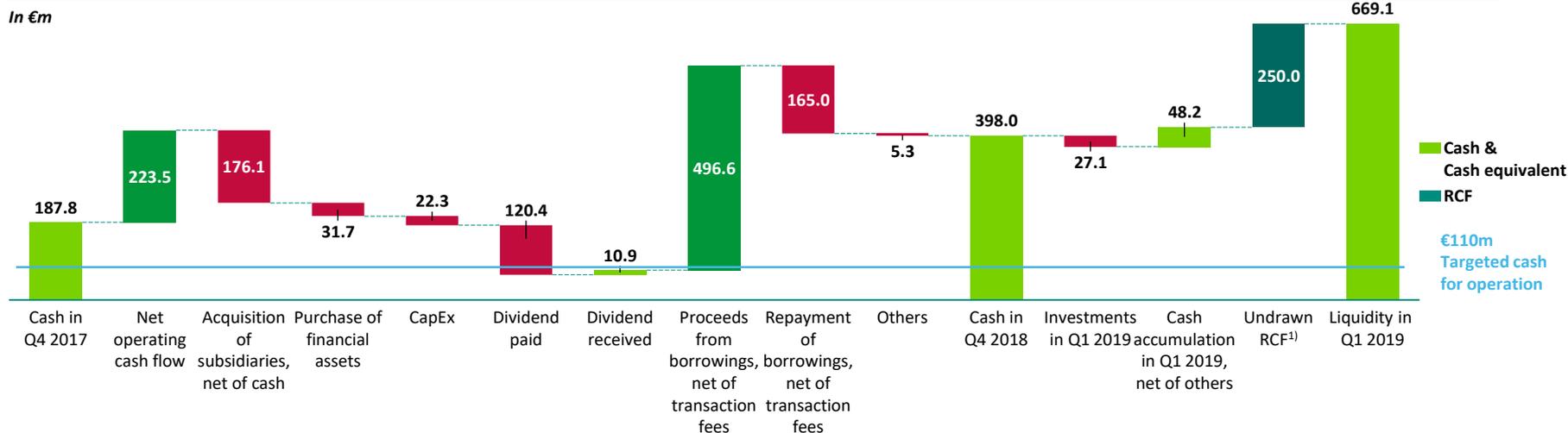
EBITDA to Net operating cash flow conversion rate



Debt



Liquidity



ACHIEVEMENT ONE YEAR IN ADVANCE OF MOST OF THE 2019 TARGETS

Deliver value to shareholders

61.6% EBITDA margin
For core business and selected growth initiatives¹⁾

Vs. 61-63% target

~€340m
capital deployed since 2016
of which ~€100m for bolt-ons

50% pay out
with a floor at €1.42/share

Vs. 50% target

Enhance Agility

€23.8m achieved
Gross cost savings

Vs. €22m target

€14.6m
Restructuring costs

Vs. €33m expected

Optiq® live
for Euronext cash markets and market data

Strengthen resilience of the core business

+2.0%
CAGR₂₀₁₅₋₁₈ core business growth

Vs. +2.0% CAGR₂₀₁₅₋₁₉ target

>65%
Average market share on cash trading since 2017

Vs >60% and 50% targets

>50%
Average market share on French equity options

Grow in selected segments

€17.6m
incremental revenue generated in 2018

Vs. €55m target in 2019

Good progress on **Corporate Services**, traction on **Tech SMEs initiative**, **ETF MTF** to be live in 2019

Clearing optionality for cash equities with LCH SA and EuroCCP
Renewed 10-year contract with LCH SA for derivatives

2019 COST GUIDANCE



In 2018, Euronext has extended its scope of activity through acquisitions (€62.9 million revenue in 2018)



Most of the 2019 targets of the Agility for Growth plan have been achieved one year in advance



To simplify and improve the tracking of its performance, Euronext will now report only group performance (including selected growth initiatives and new perimeter)



New mid-term targets will be presented in H2 2019 as a part of the new strategic plan



Euronext provides for 2019 a Group cost guidance

In 2019, Euronext expects to limit the growth rate of its operating costs to a low single digit, despite the consolidation of Euronext Dublin for the full year of 2019

Compared to Group operating costs excluding D&A for 2018 of €260.8m. For 2018, Euronext Dublin costs were only consolidated for 3 quarters. As a reminder, the operating costs for Euronext Dublin for Q1 2018 were €5.8m.

Q1 2019 UPDATE



Q1 2019 RESULTS BOLSTERED BY ACQUISITIONS AND STRONG OPERATING PERFORMANCE

Revenue	<ul style="list-style-type: none"> Improved Group revenue diversification in an environment of subdued volumes Non-volume related revenue: 47% of total revenue <i>Euronext Dublin contributing €7.9m and Commcise €1.1m</i> 	€152.6m	+1.4% +€2.1m
EBITDA	<ul style="list-style-type: none"> Group operating costs (excluding D&A) up (+8.2%) impacted by the integration of Euronext Dublin (<i>€5.4m</i>) and the consolidation of Commcise (<i>€0.6m</i>) 	€89.3m	-3.0% -€2.7m
EBITDA margin	<ul style="list-style-type: none"> EBITDA margin impacted by acquisitions and subdued volumes €6.7 million run-rate cost synergies delivered from Euronext Dublin following the migration to the Optiq® trading platform on 4 February 2019 	58.5%	-2.6 pts
Adjusted EPS¹⁾	<ul style="list-style-type: none"> Net income, reported, down -6.6% to €56.1m with higher exceptional items partially offset by improved net financing income, results from equity investments and lower tax rate 	€0.87	-1.7%

OSLO BORS VPS ACQUISITION

Next Steps



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EURONEXT AIMS TO ACQUIRE UP TO 100% OF OSLO BØRS VPS

Euronext as a suitable owner of 100% of Oslo Børs VPS with 53.4% of capital already secured

- On 14 January 2019, Euronext launched its Offer to acquire up to 100% of Oslo Børs VPS
- The Managing Board and the Supervisory Board of Euronext have unanimously approved the transaction and unanimously recommend that Euronext shareholders vote in favour of the transaction at the Annual General Meeting
- The Reference Shareholders of Euronext N.V., who jointly hold 23.86% of the issued share capital of Euronext, have confirmed their joint support to Euronext for this transaction
- Euronext has received on 28 March 2019 the Declaration of Non-Objection from its College of Regulators
- On 8 April 2019, the Norwegian Financial Supervisory Authority (Finanstilsynet) has recommended the Norwegian Ministry of Finance that Euronext should be approved as a suitable owner of up to 100% of the capital of Oslo Børs VPS
- On 13 May 2019, Euronext received clearance from the Norwegian Ministry of Finance to acquire up to 100% of Oslo Børs VPS 's capital
- **Euronext confirms that it will ensure that all remaining shareholders will get an opportunity to tender their shares to Euronext at the same terms in connection following final regulatory approval and fulfilment of all offer conditions, through an extended, new or re-opened offer**

Tender offer to acquire 100% of Oslo Børs VPS capital

Offer price:
NOK 158 / share

(44% premium vs. spot and 46% vs. 3-month VWAP as of 17 December 2018)

+6% per annum interest payment²⁾

Total consideration for 100% of the capital:

NOK 6.79bn

~ €692m³⁾

Financed through existing cash and debt facilities

Acceptance period of the offer:

From 14 January 2019 to 31 May 2019 at 18:00 CET

Key financial highlights

Combined revenue
~724m€⁴⁾

With increased share of post-trade in the revenue mix (~18%)

Indicative combined net leverage post acquisition
c. ~2x⁵⁾

Leaving room for further acquisitions

Double digit EPS accretion in Year 1, before synergies



1) These pre-commitments are irrevocable, binding and may not be withdrawn, neither in the event of a higher offer or otherwise
 2) Accepting shareholders will receive an interest payment on the offer price of 6% per annum, from 14 January 2019 and up to fulfilment of the offer conditions
 3) 9.8193EUR/NOK FX rate as of 10 May 2019, before additional interest payment
 4) 2018 FY figures for Euronext and Oslo Børs VPS, average EUR/NOK FX rate over the period of 9.5975
 5) In case of a 100% acquisition. Based on "combined" FY 2018 accounts and owned shares of OBVPS by Euronext as of 31/12/2018

AGENDA

1

Oslo Børs VPS overview and combined entity

2

An acquisition in line with Euronext's strategy

4

Recommendation and next steps

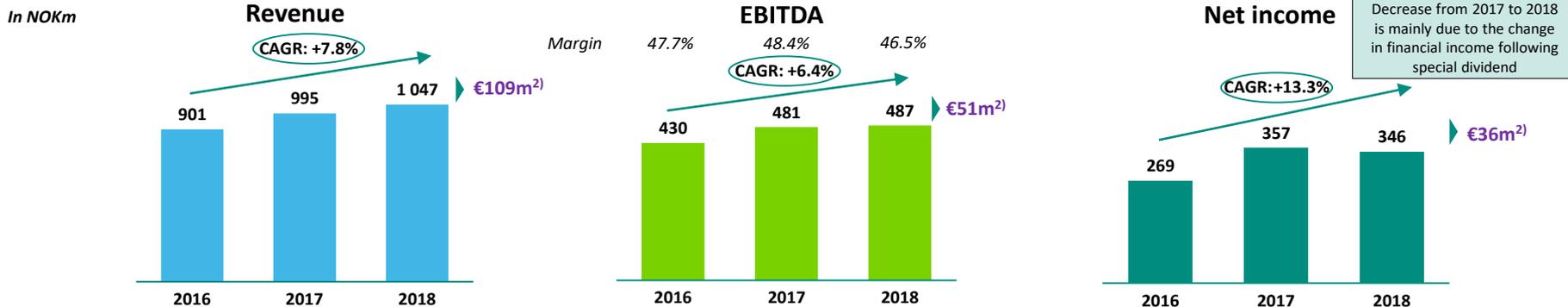
OSLO BØRS VPS AT A GLANCE

KEY FEATURES

- Headquartered in Oslo, founded in 1819 and established in 2001 when Oslo Børs became a limited company, Oslo Børs merged with the national Central Securities Depository (“CSD”) (Verdipapirsentralen ASA, which is generally referred to in the market as “VPS”) in 2007 to create the Oslo Børs VPS group
- Oslo Børs VPS is a **fundamental institution in the Norwegian financial ecosystem**, and has a unique strategic and competitive positioning, including a **leading CSD**, a **deep rooted expertise in listing for SMEs**, a **large number of international issuers with a highly regarded venue in specific sectors** (energy, shipping, seafood) and the **internationally recognised Norwegian bond platform**, and a **global leading position in seafood derivatives**

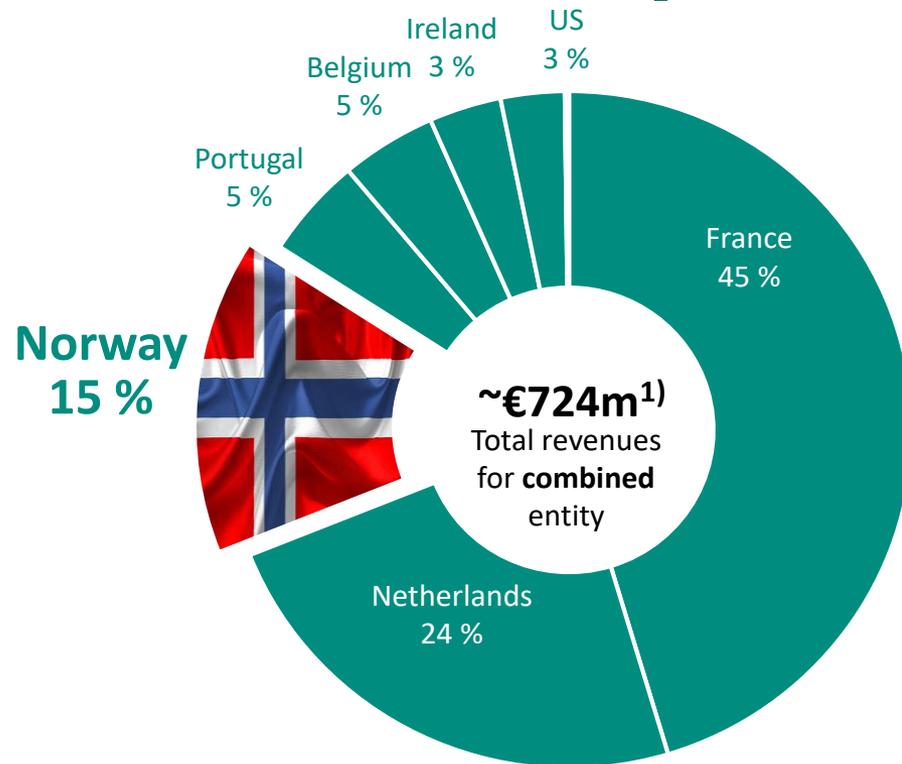
Business Overview

Oslo Børs	VPS	Market Solutions
<ul style="list-style-type: none"> ▪ Listing and trading of equities, equity certificates, ETPs, fixed income products and derivatives products ▪ Provider of market data and indices ▪ Markets: <ul style="list-style-type: none"> - Main regulated market: Oslo Børs and Oslo Axess - MTF: Merkur Market - Bonds: Oslo Børs & Nordic Alternative Bond Market - Derivatives: Oslo Connect and Fish Pool - NOTC (Market place for unlisted shares) 	<ul style="list-style-type: none"> ▪ Registration, custody and settlement services for investors, issuers and funds with easy-to-use online services ▪ Funds Services covering all aspects of the value chain from registration to distribution ▪ Portfolio management and reporting solutions for asset management companies, private banking and fund management companies 	<ul style="list-style-type: none"> ▪ Investor solutions for web, with and without trading, with delayed and real time data and streaming ▪ Solution for companies wanting to publish updated information on their website
c. 51% of total revenue ¹⁾	c. 47% of total revenue ¹⁾	c. 2% of total revenue ¹⁾



OSLO BØRS VPS TO BECOME THE 3RD LARGEST REVENUE CONTRIBUTOR AND A PILLAR OF THE GROUP FOR FURTHER EXPANSION

OSLO BØRS VPS +  EURONEXT

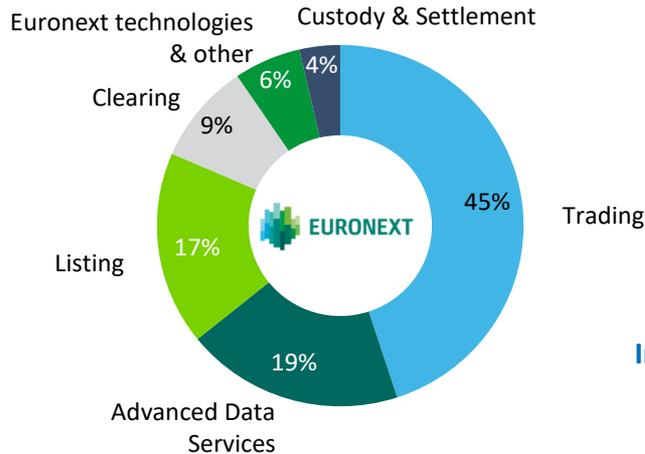


Oslo Børs VPS as Euronext's **development hub and launchpad for expansion in the Nordics**

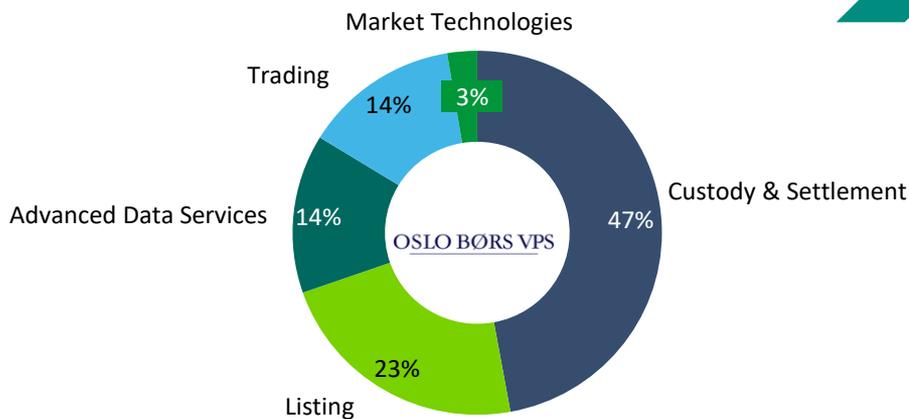
OSLO BØRS VPS ACQUISITION TO FURTHER DIVERSIFY EURONEXT'S REVENUE MIX

Standalone FY 2018 Revenue

Total revenues: €615.0m



Total revenues: €109.1m¹⁾



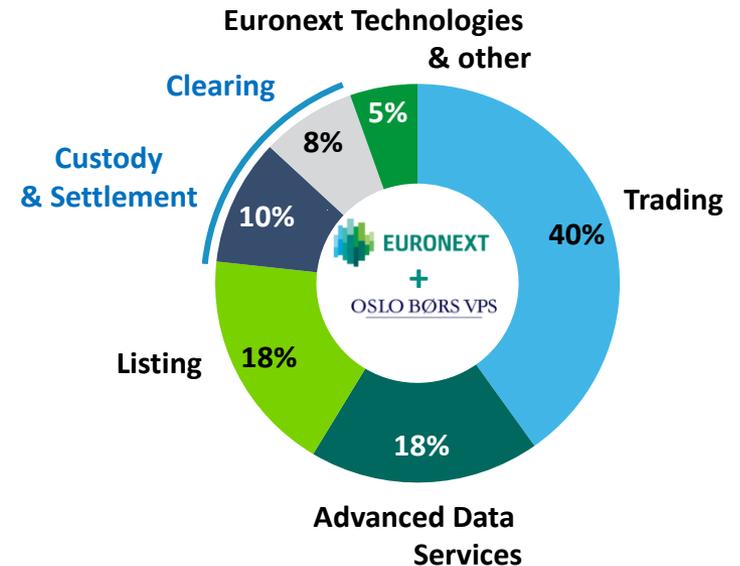
Increased weight of post-trade



Combined group FY 2018 Revenue

Euronext to lower the share of volume-driven businesses within its revenue mix

Total revenues for combined entity: €724m¹⁾



AGENDA

- 1 Oslo Børs VPS overview and combined entity**
- 2 An acquisition in line with Euronext's strategy**
- 3 Recommendation and next steps**

A TRANSACTION FULLY IN LINE WITH EURONEXT STRATEGY

Further expansion of Euronext's decentralized model, securing a strong foothold in the Nordics

- ✓ Addition of a new and attractive geography to Euronext's decentralized model
- ✓ Oslo Børs VPS a corner stone for Euronext in the Norwegian market and a platform for further growth in the Nordics
- ✓ Further enhances, after the acquisition of the Irish Stock Exchange, Euronext's positioning as the partner of choice for independent exchanges in Europe

Revenue and geographical diversification

- ✓ Enhances Euronext's market position and business mix through increasing revenue contribution from post-trade
- ✓ Strong platform for attracting new listings, with focus on Norwegian large cap and SMEs, as well as international listings in energy, shipping and seafood
- ✓ More balanced revenue distribution by geography: Norway to become the 3rd contributor to Euronext in terms of revenues

Significant growth potential by leveraging the Euronext brand, product offering and customer network

- ✓ Possible extension of Optiq® proprietary trading technology
- ✓ Significant expansion of members with access to Oslo Børs by connecting Oslo Børs to Euronext's single pan-European trading platform
- ✓ Opportunity to develop new families of indices and distribute data to more clients
- ✓ Roll out of a number of Euronext products in Norway including corporate and investor services, FX trading and agricultural commodities

OSLO BØRS VPS WITH EURONEXT MAINTAINING AND LEVERAGING LOCAL STRENGTHS (1/2)

OSLO BØRS VPS

Current strengths

Vibrant SME market with a wide range of listing options for **Norwegian companies**

Leading international exchange for **energy, seafood and shipping**

Highly successful **bond listing franchise** tailored to the needs of the local economy

Products suiting Norwegian needs: equity certificates for savings banks (*egenkapitalbevis*), Fish Pool derivatives on seafood products...



Value-added

Access to the deepest liquidity pool in Europe and to Optiq® trading platform

Capitalize on sector listing franchise internationally

Boosted by the #1 debt listing venue

Local needs maintained and strengthened - Oslo as Group centre of excellence for commodities headed by Oslo Børs VPS' CEO

OSLO BØRS VPS WITH EURONEXT MAINTAINING AND LEVERAGING LOCAL STRENGTHS (2/2)

OSLO BØRS VPS

Current strengths

Central Securities Depository VPS **independent** from Oslo Børs

Strong relevance of company names of **Oslo Børs** and **VPS** for clients

Norwegian independent members and employees at the Boards of Oslo Børs VPS

Local regulatory supervision



EURONEXT

Value-added

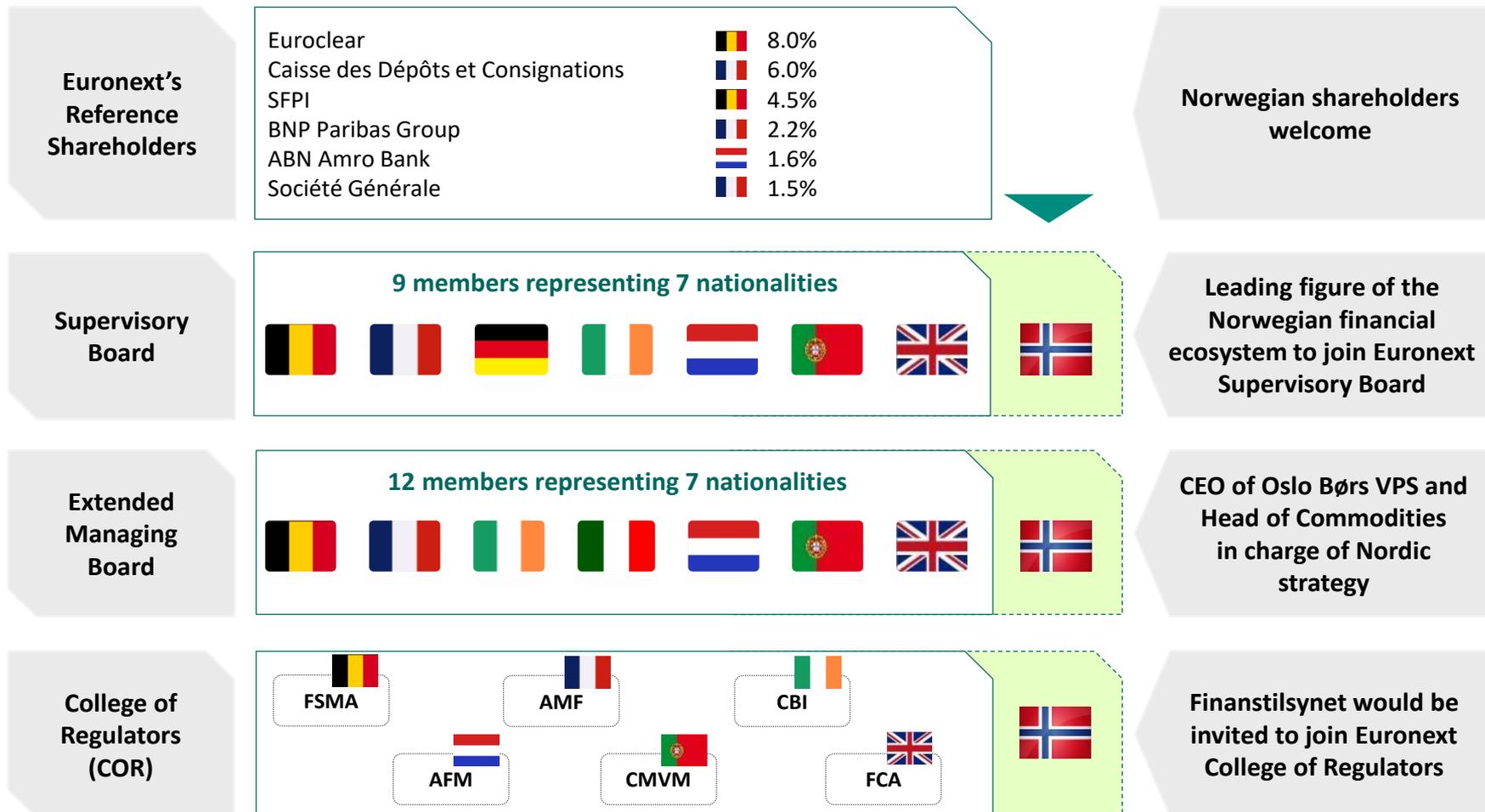
Further investment in VPS technology

Local proximity and client relations strengthened

Norwegian leading figure at the Supervisory Board of Euronext

Finanstilsynet invited to join Euronext's College of Regulators

PROMINENT PLACE FOR OSLO BØRS VPS IN AN OPEN AND DECENTRALISED GOVERNANCE MODEL



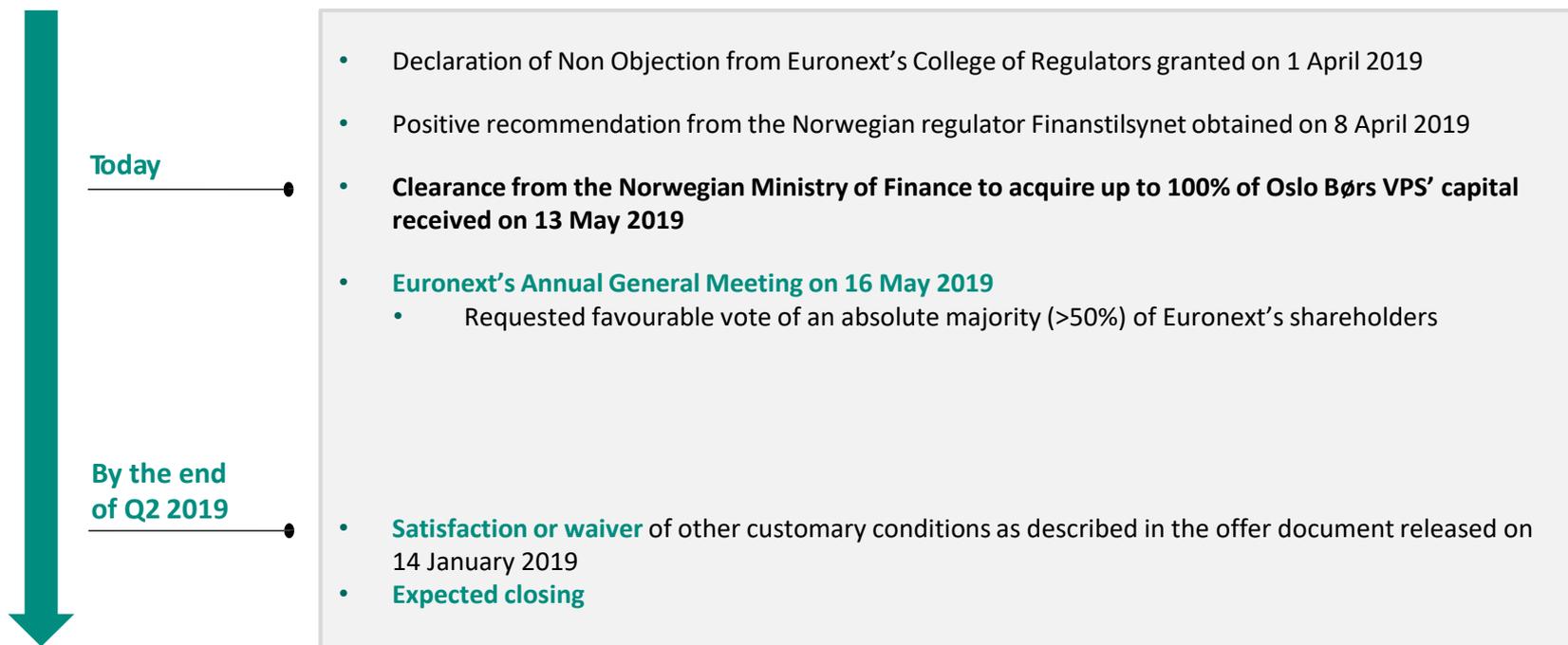
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- 3 Recommendation and next steps**

RECOMMENDATION TO EURONEXT'S SHAREHOLDERS

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- **The Reference Shareholders of Euronext N.V., who jointly hold 23.86% of the issued share capital of Euronext, have confirmed their joint support to Euronext for this transaction**

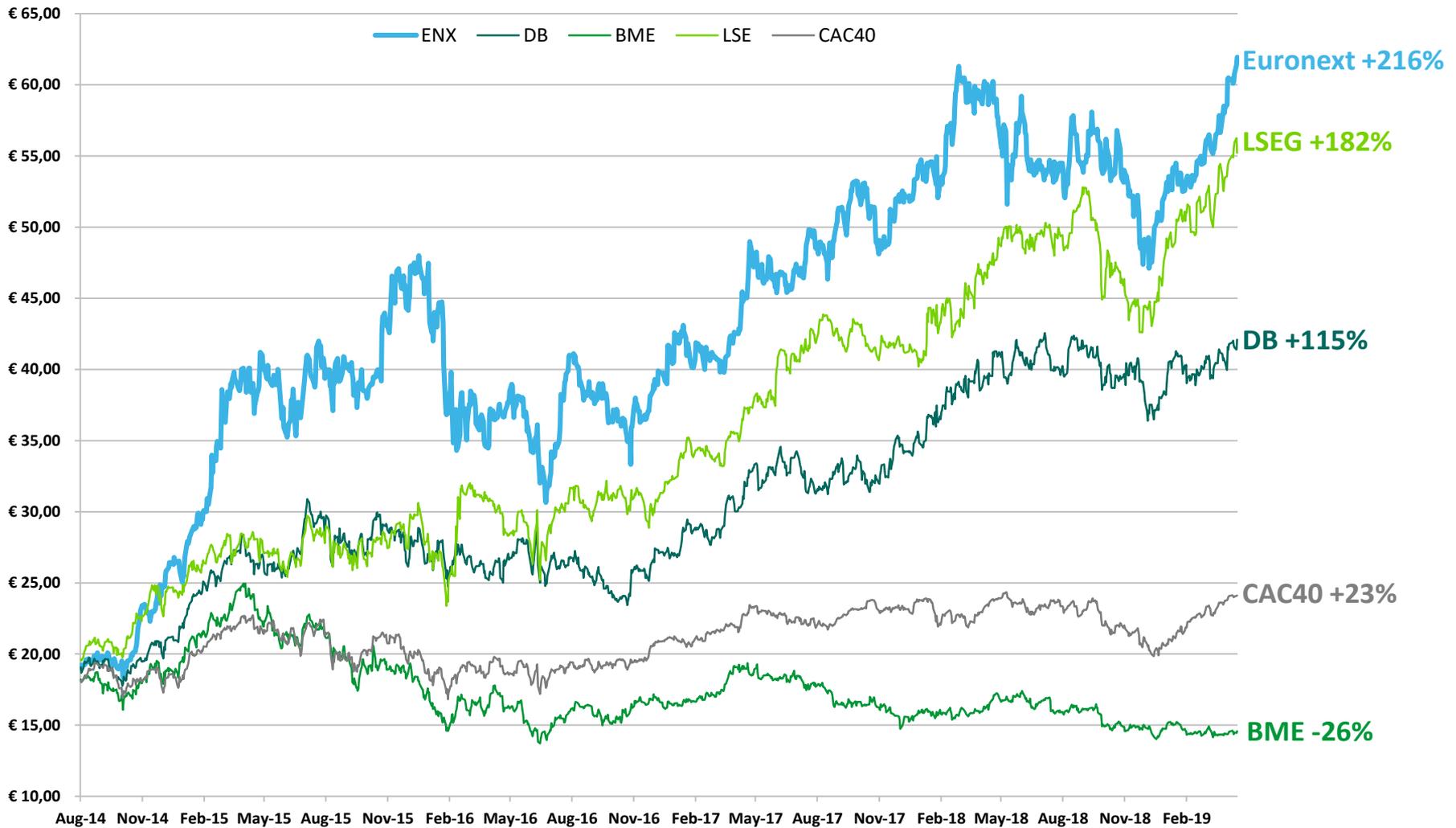
TRANSACTION TIMETABLE



SHARE PRICE



EURONEXT STOCK PRICE HAS INCREASED BY 216% SINCE IPO



Note: Share price evolution rebased on Euronext share price as of 20 June 2014 (IPO)
As of 30/04/19

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