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RENEWAL OF EURONEXT REFERENCE SHAREHOLDERS AGREEMENT

- **Renewal of the Euronext Reference Shareholders Agreement expiring on 20 June 2017 for a further period of two years**
- **New reference shareholders group accounting for 23.86% of Euronext's share capital**
- **Supervisory Board representation maintained with one third of the Supervisory Board seats**

Amsterdam, Brussels, Lisbon, London and Paris – 13 June 2017 – Euronext received today the information that the group of Reference Shareholders (RSH), holding 33.36% of its share capital, has decided to extend an amended version of their RSH Agreement. This agreement dated 3 June 2014 was due to expire on 20 June 2017, and is now extended for a further period of two years commencing on 21 June 2017.

Eight RSH will adhere to such extension, now accounting for 23.86% of Euronext's share capital. The new Reference Shareholders group has agreed to a new lock-up period of two years commencing on 21 June 2017 and expiring on 20 June 2019. The Supervisory Board representation of the Euronext RSH will be maintained, as the RSH, acting jointly, will retain their right to nominate one third of the Supervisory Board seats (3).

Euronext has also been informed that the lock-up of the current Reference Shareholders Agreement has been waived in favour of BNP Paribas and Société Générale in order to enable them to sell down in a coordinated manner their excess stakes in Euronext representing approximately 4.4 million Euronext shares, totalling to approximately 6.3% of Euronext's share capital.

The new group of reference shareholders comprises:

Name of Reference Shareholder ¹	New Agreement 2017	
	Number of shares	Individual Shareholding (% of Capital)
BNP Paribas Group	1,554,000	2,22%
ABN AMRO Bank N.V. through its subsidiary ABN AMRO Participaties Fund I B.V.	1,148,000	1.64%
Caisse des Dépôts et Consignations	2,100,000	3.00%
Bpifrance Participations	2,100,000	3.00%
Euroclear S.A./N.V.	5,600,000	8.00%
Société Fédérale de Participations et d'Investissement/ Federale		

¹ Reference is made to the 2016 Registration Document (https://www.euronext.com/sites/www.euronext.com/files/07042017_euronext_registration_document_2016.pdf) for a description of the Reference Shareholder group under the current Agreement.

Participatie – en Investeringsmaatschappij	3,150,000	4.50%
Société Générale	1,050,000	1,50%
TOTAL SHAREHOLDING	16,702,000	23,86%

In addition to the renewed RSH Agreement, the Letter Agreement of 4 June 2014 between Euronext and its RSH, as supplemented on 25 March 2015, has been amended and extended. The focus of the revised Letter Agreement dated 13 June 2017 is to strengthen the regular dialogue between Euronext and its RSH, addressing the following main topics:

- the right of the Euronext RSH to retain one third of the Supervisory Board seats (3);
- the use by the Euronext Boards of the delegated authorities for the issuance / repurchase of shares, with the possible exclusion or restriction of pre-emption rights (for more detail, see the Appendix);
- the process of communication between Euronext and the Euronext RSH, which includes periodical meetings on topics including strategy, governance and financing structure; and
- the involvement of the Euronext RSH in the selection procedure in case of any vacancies for the CEO, the COO or Supervisory Board positions.

Rijnhard van Tets, Chairman of the Supervisory Board of Euronext N.V., said: “The new RSH Agreement maintains a core group of long-term, pan-European shareholders committed to support the growth strategy of Euronext. The reduction of the number of shares held by the RSH will increase Euronext’s free float. We want to take this opportunity to thank the RSH and their Committee of Representatives for their continuing support since the IPO of our company in June 2014.”

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APPENDIX

Delegated authorities

In relation to the delegation to, and the authorization of, the Managing Board of the Company, exercisable subject to the approval of the Supervisory Board, of the powers (i) to issue new shares with the possible exclusion or restriction of pre-emption rights of shareholders and (ii) to purchase existing shares, respectively (the **Delegation**), Euronext has agreed with the Euronext Reference Shareholders (RSH) as follows for the term of the renewed Euronext RSH Agreement:

1. in the event of issuance of shares pursuant to a Delegation in relation to payment in shares in case of merger or acquisition transactions the Boards will give reasonable prior notice of the proposed issue of shares to the RSH or, if required, to all shareholders. The RSH may, in response to such notice, wish to purchase additional shares in the market to ensure their aggregate shareholding remains above 23%;
2. as long as the RSH have a joint shareholding under lock-up of below 25%, in the event of any issuance of shares pursuant to the Delegation, the powers under the Delegation will not be used if and to the extent pursuant to such issuance such joint shareholding of the RSH in the Company would dilute to below 21,69%. If the RSH have a joint shareholding under lock-up of 25% or more, in the event of any issuance of shares pursuant to the Delegation, the powers under the Delegation will not be used if and to the extent pursuant to such issuance such joint shareholding of the RSH in the Company would dilute to below 23%; and
3. the powers under the Delegation with respect to buy back of existing shares will furthermore not be used if this could trigger an obligation for the RSH to make a mandatory bid for the shares, or if such buy back would lead to an aggregate shareholding of 28% or more.