EURONEXT 2014

REGISTRATION DOCUMENT

EURONEXT

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EURONEXT

2014 Registration Document

including the Annual Financial Report

Euronext N.V. (the "Company" or "Euronext" and together with its subsidiaries, the "Group") is a Dutch public company with limited liability (*naamloze vennootschap*), whose ordinary shares are admitted to listing and trading on regulated markets in the Netherlands, France, Belgium and Portugal. The applicable regulations with respect to public information and protection of investors, as well as the commitments made by the Company to securities and market authorities, are described in this Registration Document (the "Registration Document").

In addition to historical information, this Registration Document includes forward-looking statements. The forward-looking statements are generally identified by the use of forward-looking words, such as "anticipate", "believe", "estimate", "expect", "intend", "plan", "project", "predict", "will", "should", "may" or other variations of such terms, or by discussion of strategy. These statements relate to Euronext's future prospects, developments and business strategies and are based on analyses or forecasts of future results and estimates of amounts not yet determinable. These forward-looking statements represent the view of Euronext only as of the dates they are made, and Euronext disclaims any obligation to update forward-looking statements, except as may be otherwise required by law. The forward-looking statements in this Registration Document involve known and unknown risks, uncertainties and other factors that could cause Euronext's actual future results, performance and achievements to differ materially from those forecasted or suggested herein. These include changes in general economic and business conditions, as well as the factors described under "Risk Factors" below.

This Registration Document was prepared in accordance with Annex 1 of EC Regulation 809/2004, filed in English with, and approved by, the *Stichting Autoriteit Financiële Markten* (the "AFM") on 24/03/2015 in its capacity as competent authority under the *Wet op het financieel toezicht* (as amended) pursuant to Directive 2003/71/EC (as amended, including by Directive 2010/73/EU). This Registration Document may be used in support of an offering to the public, or an admission to trading, of securities of the Company as a document forming part of a prospectus in accordance with Directive 2003/71/EC (as amended, including by Directive 2010/73/EU) only if it is supplemented by a securities note and a summary approved by the AFM.

RISKS

The format of Euronext's Registration Document and the presentation of its Table of Content respect the requirements of Annex 1 of the Prospectus Directive EC 809/2004 as applicable in the Netherlands. Euronext as a leading financing centre in continental Europe is subject to risks and uncertainties that may affect its financial performance. Key risks specific to a pan-European exchange operator relate to the general economic development globally and especially in Europe, as well as increased regulation, oversight and taxation, all of which depend on policy decisions by governments and regulators and which are not controlled by the Company. As for any company, the business, results of operation or financial condition of the Company could be materially adversely affected by the risks described below. These are not the only risks the Company faces. Additional risks and uncertainties not presently known to the Company or that it currently considers immaterial may also impair its business and operations. A description of the risk management system is provided in *"Risk management system"*.

Strategic Risks

GLOBAL AND REGIONAL ECONOMY

The Company's operations and performance depend on market and economic conditions globally. Trends towards the liberalisation and globalisation of world capital markets have resulted in greater mobility of capital, greater international participation in local markets and more competition among markets in different geographical areas. As a result, global competition among trading markets and other execution venues has become more intense.

Euronext's operations are highly concentrated in France, Belgium, the Netherlands, Portugal and the United Kingdom, and its success is therefore closely tied to general economic developments in those countries and Europe generally and cannot be offset by developments in other markets. A weak economy and negative economic developments may impact growth targets and could limit the Group's future prospects.

During the past few years, European countries such as Greece, Ireland, Portugal, Italy and Spain have been particularly affected by the recent financial and economic conditions. The European Union, the European Central Bank and the International Monetary Fund have prepared rescue packages for some of the affected countries. Other Eurozone countries have been forced to take actions to mitigate similar developments in their economies.

Economic conditions affect financial and securities markets in a number of ways, from determining availability of capital to influencing investor confidence. Accordingly, generally adverse market conditions may have a disproportionate and adverse effect on the Company's business and impact its financial results.

COMPETITION

Euronext's industry is highly competitive. The Company faces competition for listing, trading and execution of cash equities and other cash products. In addition, the market for derivatives trading and clearing has intensified as a result of competition and consolidation. This can have an impact on Euronext's pricing and related market share.

The Company's current and prospective competitors are numerous and include both traditional and non-traditional trading venues. These include regulated markets, multilateral trading facilities ("MTFs") and a wide range of over-the-counter ("OTC") services provided by market makers, banks, brokers and other financial market participants. Some of these competitors are among Euronext's largest customers or are owned by its customers.

The success of the Group's business depends on its ability to attract and maintain order flow, both in absolute terms and relative to other market centres. The Company faces growing competition from financial institutions that have the ability to divert trading volumes by "internalising" order flow that would otherwise be transacted on one of Euronext's exchanges. In the event of a decrease in trading volumes, there is a risk that markets become less liquid and thus less attractive to investors and issuers.

If Euronext fails to compete successfully, its business and financial results may be impacted.

TRANSFORMATION

Euronext is optimising itself as a stand-alone company, through streamlining of processes and enhancing operational efficiency, including effective disclosure and reporting controls and procedures, to achieve cost savings. Establishing the infrastructure necessary for a stand-alone publicly traded company, from an infrastructure inherited from NYSE Euronext and ICE, requires substantial organisational and operational change. The Company has identified the potential for operating optimisation and efficiencies of approximately €60 million by the end of June 2015 and of €80 million by the end of 2016 on a run rate basis. However, the realisation of any anticipated operating optimisation and efficiencies and the timing of such realisation will be affected by a number of factors beyond the Company's control, including the risks described in this section. If the Group is unable to achieve the benefits that are currently anticipated, that could have an adverse effect on the financial results.

The Group may enter into business combination transactions. The market for acquisition targets and strategic alliances is highly competitive, particularly in light of recent consolidation in the exchange sector and existing or potential future restrictions on foreign direct investment in some countries. Pursuing strategic transactions requires substantial time and attention of the management team, which could prevent them from successfully overseeing other initiatives. In addition, completing and recognising benefits of potential transactions takes time and can impact the Company's business, and financial results.

Euronext intends to continue to explore and pursue opportunities to strengthen its business and grow the Company. In so doing, the Group may launch new products and enter into or increase its presence in other markets. In relation to the expansion of the Company's business, Euronext plans to invest time in developing new products or improving current product offerings. If these product offerings are not successful, a potential market opportunity may be missed and Euronext may not be able to offset the cost of such initiatives, which may have a material impact on the Company's financial results.

REGULATORY COMPLIANCE AND CHANGE

Euronext's business in Europe is subject to extensive regulation at the European level and by national regulators in the relevant European jurisdictions where the Company has operations, including France, Belgium, the Netherlands, Portugal and the United Kingdom. Competitors, such as alternative trading venues that are not regulated markets or MTFs are subject to less stringent regulation than an exchange. In addition, as the Group seeks to expand its product base or the jurisdictions in which it operates, it could become subject to oversight by additional regulatory bodies.

Calls for enhanced regulatory scrutiny following the financial crisis generate risks and opportunities. This may lead to the following impacts:

- decision by any of Euronext's regulators to impose measures which may impact the competitive situation and possible strategy of the Group;
- potential increase of the fees required to pay towards the national regulators within the EU and compliance costs, as well as of the costs of firms undertaking business in the European securities markets generally;
- delay or denials of regulatory approval requested by Euronext to further its strategy for initiatives, leverage business opportunities, change its governance, impacting Euronext's competitive position.

The regulatory regime within Europe is constantly being amended and extended and, in particular, the EU Markets in Financial Instruments Directive (MiFID) and the Market Abuse Directive (MAD) are due to be brought into force in the near future. Implementation will potentially change the competitive landscape and may, therefore, have an adverse effect on the Company's business.

Eleven Member States of the EU have publicly supported the introduction of a Financial Transaction Tax (the "FTT"). The FTT may cause a reduction in trading activity could make Euronext markets less attractive to market participants as a source of liquidity, which could have a material adverse effect on the Company's business, results of operations, financial condition and cash flows.

A Group of Reference Shareholders own in aggregate 33.36% of our Ordinary Shares. This Group received a non-objection by the Dutch Ministry of Finance and signed a Reference Shareholders' Agreement (see infrastructure on 5-4-1 *"Reference Shareholders"* under Section 5.4 *"Share classes and major shareholders"*). This Group has applied its right to propose a third of the Supervisory Board directors (as they currently represent over 25% of issued shares of the Company), who were appointed by the EGM on 17 December 2014.

These three directors could be in a situation of conflict of interest if a decision to be made at the Supervisory Board level for the business development of the company would potentially conflict with their interest as a shareholder representative. We consider that the Dutch Civil Law (Book 2), the Dutch Corporate Governance Code, the rules and regulations under the Market Abuse Directive and our articles of association provide clear and robust standards and safeguards. In addition, the Articles of Association of Euronext provide not only that decisions of the Supervisory Board are made at the absolute majority of the votes cast (Article 10-1), but also forbid any Supervisory Board director to participate in the deliberation and decision-making process if it concerns a subject in which this member has a direct or indirect interest which conflicts with the interest of the company (Article 11.2). As a result of these safeguards, we deem the risk for business development based on such a conflict of interest is mitigated.

Euronext has recently received the decision from the Dutch Minister of Finance to reject its "statement of objections" against certain elements of the exchange license granted to Euronext N.V. The Managing Board of Euronext acknowledges this decision and is considering all potential courses of action including the lodging of an appeal at the Rotterdam District Court. In the interim, the capital requirements of Euronext NV are unchanged and the company remains in full compliance with its obligations in this regard. Euronext believes the current capital requirements create an unlevel playing field are inappropriate and overly burdensome.

Financial Risks

CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, to comply with regulatory requirements and to maintain an optimal capital structure to reduce the cost of capital and provide return to shareholders.

Euronext is a holding company and its ability to generate income and pay dividends is dependent on the ability of its subsidiaries to declare and pay dividends or lend its funds. The actual payment of future dividends by the Company and the payment of dividends to the Company by its subsidiaries, if any, will depend on a number of factors including distributable profits and reserves and minimum capital requirements mandated by regulatory authorities.

Additionally, under the amended term and revolving Facilities Agreement Euronext entered into with a syndicate of lenders ("the Facilities Agreement"), the Company is no longer restricted from making any dividends or any other distributions greater than 50% of its net income in any financial year. As Euronext has made repayments in excess of €125 million of the term loan facility under the Facilities Agreement, the Group will be permitted to make distributions, provided that following any such distribution, Euronext's ratio of total gross debt (as defined in the Facilities Agreement) to EBITDA is less than 1.5 times.

Due to factors mentioned above regarding results, mandated capital requirements by regulatory authorities and other agreements, the Company may be constrained with its use of capital.

Operational Risks

EMPLOYEES

The Group is dependent on the experience and industry knowledge of management and other key staff to operate its businesses and execute its business plans, particularly in the area of information technology. Euronext recognises there is a shortage in the employment market for true specialists in a number of areas, such as in the information technology field and the field of operation of markets and particular product niches, and the Company competes for staff with a large number of other enterprises in these industries. In addition, the months directly after the IPO have taken Euronext through a substantial organisational and operational change, and some of the staff might have concerns about their roles or the Group's prospects as a stand-alone company, including its ability to successfully operate the new entity and its ability to maintain its independence.

Throughout 2014 Euronext focused on establishing the necessary infrastructure for a stand-alone publicly traded company and replaced some key functions previously provided by its shareholder. The Company's success will depend in part upon its ability to continue to attract and retain key staff members in a number of disciplines. A loss of, or an inability to attract, management staff or other key staff could have a material adverse effect on the business, results of operations, financial condition and cash flows.

THIRD-PARTY PROVIDERS

The Group relies on third parties for certain clearing, technology and other services. In particular, under its clearing service agreements with LCH.Clearnet S.A. ("LCH.Clearnet"), the Paris based clearing house of LCH.Clearnet Group Ltd, which is majority owned by London Stock Exchange Group plc, one of our competitors, Euronext relies on LCH.Clearnet to provide Central Counter Party (CCP) services services for trades executed on the Company's cash and derivatives markets and to manage related CCP functions, such as risk, novation and multilateral netting.

The Group also relies on the services of Euroclear Group ("Euroclear") for the settlement of cash market trades other than in Portugal and on the services of IntercontinentalExchange, ("ICE") for the provision of network, colocation and data centre services and other short-term services.

To the extent that any of the third parties on which Euronext relies experiences difficulties, materially changes its business relationship with the Company or is unable for any reason to perform its obligations, any such event could have a material adverse effect on the business, reputation, results of operations, financial condition and cash flows of Euronext.

TECHNOLOGY

Technology is a key component of Euronext's business strategy, and it is crucial to the Company's success. The Group seeks to offer market participants a comprehensive suite of high quality technology solutions in a centralised environment. Euronext operates in a business environment that continues to experience significant and rapid technological change. To remain competitive, the Company must continue to enhance and improve the responsiveness, functionality, capacity, accessibility, reliability and features of its trading platforms, software, systems and technologies. Its success will depend, in part, on its ability to develop and license leading technologies; enhance existing trading platforms and services and create new ones; respond to customer demands, technological advances and emerging industry standards and practices on a cost-effective and timely basis.

In addition, the Company's business depends on the performance and reliability of complex computer and communications systems. Heavy use of Euronext's platforms and order routing systems during peak trading times or at times of unusual market volatility could cause its systems to operate slowly or even to fail for periods of time. These events would cause unanticipated disruptions in service to exchange members and clients, slower response times or delays in trade executions and related impacts.

Exploiting technology and the ability to expand system capacity and performance to handle increased demand or any increased regulatory requirements is critical to Euronext's success. The Group could have impacts such as loss of trading share or volume, any of which could have an effect on business and financial results if the Company does not execute.

SECURITY

The secure transmission of confidential information over public and other networks is a critical element of Euronext's operations. As a result, the Group accumulates, stores and uses business data which is sensitive and/or protected by data protection laws in the countries in which it operates.

The Company's networks may be vulnerable to unauthorised access and other items including:

- Third parties to whom Euronext provides information may not take proper care with this information and may not employ state-of-art-techniques for safeguarding data
- The Company's systems may experience security problems as the volume of cyber-attacks are increasing in general and in particular with respect to financial firms. Persons who circumvent security measures could wrongfully access the Group's or its customers information, or cause interruptions or malfunctions in the Company's operations
- The Company may be more likely than other companies to be a direct or indirect target of attacks by terrorist or other extremist organisations that employ threatening or harassing means to achieve their social or political objectives. They can include cyber-attacks and threats to physical security and infrastructure. In the event of an attack or threat of an attack as well as natural disasters or public health emergencies, the Company may experience a significant delay in resuming normal business operations.

Security breaches or leakage of sensitive data, also impacting data protection laws, and other events could cause Euronext to incur reputational damage, regulatory sanctions, litigation and have an impact on its financial results.

INTELLECTUAL PROPERTY

Euronext owns or licences rights to a number of trademarks, service marks, trade names, copyrights and patents that are used in its business. To protect its intellectual property rights, the Company relies on a combination of trademark laws, copyright laws, patent laws, trade secret protection, database laws, confidentiality agreements and other contractual arrangements with its affiliates, customers, strategic investors and others. In the event the protective steps taken are inadequate to deter misappropriation of our intellectual property, the Group's reputation could be harmed, affecting its ability to compete effectively. Further, defending intellectual property rights may require significant financial and managerial resources. Any of the foregoing could have a material adverse effect on the business, results of operations, financial condition and cash flows.

POTENTIAL LITIGATION RISKS AND OTHER LIABILITIES

Many aspects of Euronext's business involve litigation risks. Some other liability risks arise under the laws and regulations relating to the insurance, tax, anti-money laundering, foreign asset controls and foreign corrupt practices areas. These risks include, among others, potential liability from disputes over terms of a securities trade or from claims that a system or operational failure or delay caused monetary losses to a customer, as well as potential liability from claims that the Company facilitated an unauthorised transaction or that it provided materially false or misleading statements in connection with a transaction.

Dissatisfied customers make claims against their service providers regarding quality of trade execution, improperly settled trades, mismanagement or even fraud. Although aspects of the Group's business may be protected by regulatory immunity and/or contractual arrangements providing for limited or no liability clauses, Euronext could nevertheless be exposed to substantial liability under the laws and regulations and court decisions in the countries in which it operates, as well as rules and regulations promulgated by European and other regulators. The Company could incur significant expenses defending claims, even those without merit. In addition, an adverse resolution of any lawsuit or claim against the Company may require it to pay substantial damages or impose restrictions on how it conducts its business, any of which could have an effect on both the business and financial results, and the reputation of the group.

REVENUE

€458.5m

(+9%)

adjusted[(1)]

€38m

of efficiencies achieved in 2014

45.8%

EBITDA margin

€60m

committed efficiencies will be delivered by the end of H1 2015. (run-rate basis)

53%

EBITDA target by end of 2016 based on 5% CAGR (run-rate basis)

Revised commitment to deliver total net efficiencies of

€80m

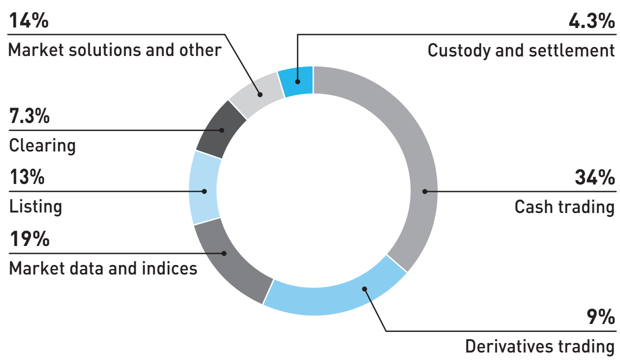
by the end of 2016 (run-rate basis)

€90m

cumulated restructuring expenses unchanged despite revised objective for efficiencies

(1) For the nine month period ending 31 December 2013 the changes in third party revenue and operational expenses have also been included when adjusted for the new derivative clearing agreement with LCH.Clearnet. This was included based on our estimate of the amount of revenue we would have received and the amount of associated expenses we would have paid under the Derivatives Clearing Agreement, based on our actual trading volume for the periods presented and assuming the Derivatives Clearing Agreement had been in effect from 1 April 2013

SOURCES OF 2014 REVENUES
BASED ON THIRD PARTY REVENUES ONLY



CASH POSITION

€257m

by 31 December 2014

NET PROFIT OF

€118.2m (+35%)

adjusted(1)

€140m

of term loan to be repaid in March 2015

€0.84

proposed dividend (subject to AGM approval), representing a 50% payout ratio on net profit

1

PRESENTATION OF THE GROUP

1.1 Company profile

Euronext N.V. is a Dutch public company with limited liability (*naamloze vennootschap*) which has its registered office in Amsterdam. Euronext N.V. has its main subsidiaries in Belgium, France, the Netherlands, Portugal and the United Kingdom. Euronext N.V. has a two-tier governance structure with a Supervisory Board and a Managing Board.

Euronext was incorporated under the name Euronext Group N.V. on 15 March 2014 in the context of a demerger of Euronext N.V., which was a company owned by ICE. Euronext Group N.V. changed its name to Euronext N.V. on 2 May 2014.

1.1.1 HISTORY

Today, Euronext is a pan-European exchange group, offering a diverse range of products and services and combining transparent and efficient equity, fixed income securities and derivatives markets in Paris, Amsterdam, Brussels, Lisbon and London. Our businesses comprise: listing, cash trading, derivatives trading, market data & indices, post-trade and Market Solutions & Other. Euronext also operates the MTF Smartpool and Interbolsa, the Portuguese CSD.

Euronext in its original form was created in 2000 at the same time as the introduction of the Euro and takes its roots from the European construction. It was first the result of a three-way merger of the Paris, Amsterdam and Brussels exchanges, soon completed by the acquisition of the London-based derivatives market, LIFFE, and the merger with the Portuguese exchange. The continental exchanges were combined into a unique federal model with unified rules and a Single Order Book (except for Portugal), operating on the same electronic trading platform and cleared by clearing house LCH. Clearnet, creating the first genuinely cross-border exchange in Europe and pre-dating all initiatives by policy makers to allow for the creation of pan-European market places.

In May 2006, Euronext entered into an agreement with NYSE Group for the combination of their respective businesses. The new holding company of these combined businesses, NYSE Euronext, was subsequently listed on the New York Stock Exchange and on Euronext Paris.

In 2010, NYSE Euronext launched Euronext London, a London-based securities market aiming at attracting international issuers looking to list in London and benefiting from Euronext's value proposition.

In November 2013, ICE, an operator of global markets and clearing houses, acquired NYSE Euronext. A key element of the overall transaction was the separation and IPO of NYSE Euronext's continental European exchanges as a stand-alone entity. In order to do this, ICE carved the continental European operations of NYSE Euronext and Euronext London into a newly formed entity, which was subsequently renamed Euronext N.V. Since its successful IPO on 20 June 2014, Euronext N.V. has been an independent listed company.

1.1.2 AMBITION

As an industry leader, Euronext aims to be the leading pan-European marketplace for the real economy.

The Group offers a wide range of products and services to the community of issuers and gives them access to a broad and diversified investor base for the listings activity. In a context of rising demand for new and diverse sources of capital, solutions for risks and the transfer of goods as well as growing pressure for more transparency and supervision, Euronext's role is of paramount importance.

As an operator of regulated markets, Euronext's mission is to bring together buyers and sellers in venues that are transparent, efficient and reliable. The Group combines equity, fixed income securities and derivatives markets in Amsterdam, Brussels, Lisbon, London and Paris. Euronext's broad portfolio of products, services and platforms covers the full range of market services, including the provision of market information, the development and operation of information technology systems, and the ease of access to settlement and clearing facilities.

As a pan-European group with a diversified profile, Euronext's ambition is to play a constructive role in the local ecosystems and act as an industry problem solver while contributing to making Europe an attractive block in a multipolar world. The Group's model is best suited to contribute to the construction of a true pan-European market. It operates regulated markets in Belgium, France, the Netherlands, Portugal and the UK, all of which are connected via a unique, single trading platform with a harmonised regulatory framework. Euronext's unique Single Order Book allows investors to get the benefit of being able to trade, clear and settle in a uniform way throughout various jurisdictions while also accessing a broad and deep pool of liquidity.

1.1.3 BUSINESS ENVIRONMENT

As an exchange operator, Euronext's operations and performance depend significantly on market and economic conditions in Europe, but also the US, Asia and the rest of the world. Euronext is operating in a business environment that is best described as a complex non-linear system with dependencies on decisions of policy makers and regulators worldwide, with subsequent developments in the legal, regulatory and tax environment as well as the macroeconomic environment both in Europe and abroad. For details on this please see section 2 *"Risks"*.

Macroeconomic Conditions in Europe

Overall macroeconomic conditions in Europe affect Euronext's trading volumes, the number of companies seeking financing and the demand for the products offered by the Company. Economic uncertainty in Europe in recent years, in part caused by the series of fiscal crises in peripheral Eurozone countries, has adversely affected global financial markets. As a result of this uncertainty, equity markets in Europe have experienced volatility and a period of weak investor demand for Eurozone equities and overall equity trading volumes in the EU have been almost flat over the last three years.

Nevertheless, macroeconomic conditions are improving directionally thanks to increasing maturity of the Eurozone governance, meaningful reforms such as the Capital Markets Union being set up, and looser monetary policies underpinning growth. Combined with a new regulatory paradigm and increasing disintermediation, these conditions define a new positive cycle for capital markets. Overall growth is expected to pick up from 0.8% in 2014 to 1.1% in 2015, and then 1.7% a year in 2016-18 according to the November 2014 issue of the OECD Economic Outlook. In the Eurozone, a gradual recovery is underway following a double-dip recession lasting 18 months. For 2013, Eurozone GDP fell to -0.4% (after declining to -0.7% in 2012) and has risen to 0.8% in 2014.

This improvement in macroeconomic conditions has also been reflected in a recovery in investor sentiment for Eurozone equities in 2013 and early 2014, which has driven the re-opening of the European IPO market since the fourth quarter of 2012. In the year ended 31 December 2014, 50 companies completed listings on Euronext markets compared to 36 in the year ended 31 December 2013. Lower volatility in European markets and the improvement in European market indices provide a positive backdrop for the IPO pipeline in 2015. An increase in new listings on Euronext's markets would have a positive effect on the Company's revenues through an increase in admission fees and annual fees.

Competition

On the corporate listings side, Euronext faces competition in providing primary listing services to issuers based in the Company's home markets from other exchanges, in particular in respect of global companies and SMEs in the technology sector. While competition in the cash trading market is relatively mature, in recent years Euronext has faced increased pressure on pricing and market share in equity options trading , in particular from new entrants to the market that have fee structures that are significantly lower than the Company's Competition for market data revenues has also increased. As for Market Solutions, the market for financial IT is intensely competitive and characterised by rapidly changing technology and new entrants.

Euronext has addressed these competitive challenges across its various markets with success. For instance, the Company launched initiatives to stabilise market share and reviewed its pricing scheme.

Regulated Markets

Regulated markets are markets constituted in an EEA Member State's territory that are subject to the provisions of the MiFID. Regulated markets have higher disclosure and transparency requirements than MTFs. Trading on regulated markets is subject to stricter rules than on non-regulated markets. Euronext operates regulated markets in Belgium, France, the Netherlands, Portugal and the UK. Other major regulated markets in Europe include London Stock Exchange, Deutsche Börse and BATS-Chi-X Europe. The latter is the combination of the two former MTFs, BATS Europe and Chi-X Europe in 2011 and which became a Recognised Investment Exchange ("RIE") in May 2013.

Multilateral Trading Facilities

Multilateral Trading Facilities ("MTFs") are primarily institutional investor-focused marketplaces offering trading in pan-European securities on low latency, low cost platforms and are usually operated by financial institutions (banks, brokerages) or operators of regulated markets. MTFs are subject to less stringent disclosure, transparency and trading rules than regulated markets and have more discretion to operate and organise themselves.

Systematic internaliser (SI)

The systematic internaliser ("SI") regime was introduced by MiFID I in 2007 which defines a SI as 'an investment firm which, on an organised, frequent and systematic basis, deals on its own account by executing client orders outside a regulated market or an MTF'.

Organised trading facility (OTF)

Organised trading facility ("OTF") is a multilateral system which is not a regulated market or an MTF and in which multiple third party buying and selling interests. Unlike a regulated market or MTF, the OTF will only relate to bonds, structured finance products, emission allowances or derivatives.

1.2 Strategy

In order to fulfil its strategy defined pre-IPO, Euronext secured a strong starting position at its separation from ICE, operating a Single Order Book with a common technology, a unique federal model and a broad range of products. The Group now aims to extend its financing centre model to become the leading pan-European marketplace for the real economy.

Euronext has selected four strategic objectives which will position the Group as the leading marketplace across Europe:

1. Manage a leading pan-European market based on Euronext's unique federal Single Order Book model to enable efficient trading and leverage opportunities to consolidate European liquidity.
2. Develop access to sources of funding and efficient risk transfer for the real economy by innovating jointly with the communities of issuers, investors, intermediaries and regulators.
3. Be an increasingly agile and efficient industry problem solver benefiting from a diversified client and income base.
4. Enhance integrity, security, transparency and attractiveness of European financial markets for the benefit of the real economy.

This strategy is fully aligned with Euronext's ambition, mission and assets and will allow the Group to provide superior value to its customers.

Focus on execution will be a key element of Euronext's DNA. To better illustrate and operationalise the strategy, eight actionable objectives were defined:

- Be an agile industry problem solver;
- Aggressively compete for liquidity through the primary market, a mix of fl ows, tariff s, latency and the quality of the order book;
- Expand every franchise at pan-European level;
- Be the venue of choice for capital and debt raising in Europe;
- Capture future value related to the effi cient transfer of risk and capital optimisation;
- Enrich product offering with new index and data analytics capabilities;
- Meeting the industry's needs for collateral and capital effi ciencies through industrial partnerships;
- Mirror the world's multipolar evolution by taking a fi rm stance in the core European market and by developing selected partnerships with regional champions beyond Europe.

This strategy has been broadly assessed in terms of its impacts on Company financials. It is fully aligned with the financial objectives communicated to the markets, ie:

- reach +5% top line growth;
- reach efficiencies of €60 million by the end of June 2014 and reach a new efficiencies target of €80 million net by the end of 2016 on a run rate basis;
- reach an EBITDA margin objective close to 53%.

As a reminder, targets for 2016 are based on 2013 fi nancials adjusted for:

- Revenues: Related Party Revenues (€95 million), clearing revenues (€46 million had this contract been in place in 2013)
- Costs: costs associated with the clearing contract (€27 million)

1.2.1 STRATEGIC FOCUS IN 2014

The priority for the Company in 2014 was to establish Euronext as an independent enterprise and enhance its position as a leading financing centre in continental Europe.

The management team executed the pre-IPO strategy to reinvigorate and re-energise the Group and to optimise Euronext as a stand-alone company, while at the same time actively remixing the business profile and developing underexploited businesses.

Owing to enhanced contacts with customers and other stakeholders, a large number of initiatives was initiated to leverage Euronext's unique model. These were regrouped based on two approaches:

- "Optimise and defend", gathering initiatives that can be executed in the short term, requiring lower investments with a high likelihood of return, aiming at strengthening Euronext's current franchise and competitive positioning in core business areas;
- "Reposition and grow", bringing adjacencies to the existing business to diversify Euronext's revenues in the mid-term.

Focus on execution allowed Euronext to operationalise the plan and deliver more products, services and platforms in 2014 than in the previous two years. The hiring of new talents played a key role in achieving this.

For instance, the Group continued to evolve its Supplemental Liquidity Provider ("SLP") scheme to ensure Euronext receives maximum benefit for the value offered to SLP participants, expanded its commodities franchise into Rapeseed meal and oil, signed a partnership with DeGiro, the fastest growing Dutch e-broker, in the Dutch options market, in response to the competitive dynamics in that market place, and signed four new trading platform deals in the Middle East and North Africa.

1.2.2 STRATEGIC TARGETS AND PROSPECTS 2015

In 2015, the Company remains fully focused on executing the strategic plan launched in 2014 and fine-tuned with the Supervisory Board after the IPO. Through more optimal resource allocation and cost control, enhanced execution of the plan to optimise, defend, reposition and grow, and through stronger development of underexploited businesses, the Company will strive to deliver its solutions with a high level of customer value and profitability.

1.3 Description of the business

1.3.1 BUSINESS OVERVIEW

Euronext is a pan-European exchange group offering a diverse range of products and services and combining transparent and efficient equity, fixed income securities and derivatives markets in Paris, Amsterdam, Brussels, Lisbon and London. Euronext's businesses comprise listing, cash trading, derivatives trading, market data & indices, post-trade and Market Solutions & Other.

Euronext's markets provide the leading listing venues in continental Europe based on the number of companies listed as of 31 December 2014. As of 31 December 2014, approximately 1,300 issuers representing a combined market capitalisation of approximately €2.8 trillion were admitted to trading on Euronext's markets. In addition, the Company has approximately 631 exchange traded funds ("ETFs") and 192 open-end funds listed on its markets. As of 31 December 2014, Euronext ranked second in Europe in terms of market capitalisation of listed companies and second in terms of number of companies listed among the largest exchange groups in Europe, excluding Bolsas y Mercados Españoles (on which a large proportion of listed issuers are open-ended investment companies, limiting comparability). The Company also ranked second in terms of monthly trading volume in cash products for the last twelve months ended 31 December 2014 among the incumbent stock exchanges in Europe (excluding BATS-Chi-X).

Euronext's pan-European cash equities trading venue is the market leader in cash equity trading in its four home continental European markets of France, the Netherlands, Belgium and Portugal, based on domestic market capitalisation as of 31 December 2014. Euronext provides multiple marketplaces for investors, broker-dealers and other market participants to meet directly to buy and sell cash equities, fixed income securities and exchange traded products ("ETPs"), including its MTFs, SmartPool and BondMatch.

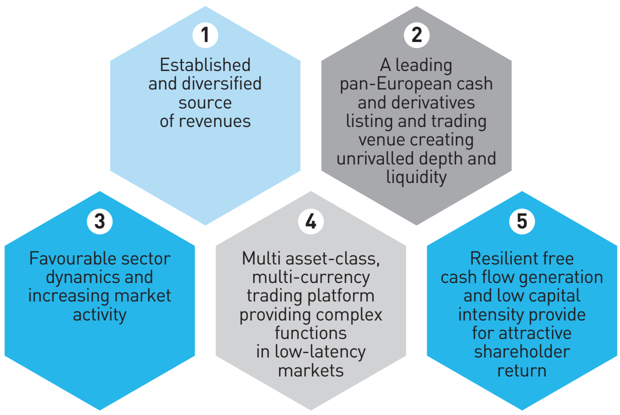
Euronext's derivatives trading business has a strong market position, ranking third among European exchange groups in terms of open interests of derivatives traded as at 31 December 2014, with benchmark index futures and options such as the CAC 40, AEX, BEL 20 and PSI 20, single stock options and commodity derivatives. With the CAC 40 being the most traded national index in Europe for example, Euronext offers options contracts based on all of the blue-chip equities listed on Euronext, thereby reinforcing liquidity with respect to those equities. The commodity derivatives offered by the derivatives trading business include the milling wheat futures contract which is a world class contract for the EU agriculture market.

Euronext's Market Data and Indices business distributes and sells both real-time, historic and reference data to global data vendors, such as Reuters and Bloomberg, as well as to financial institutions and individual investors. With a portfolio of over 500 benchmark indices, including CAC 40 in France and AEX in the Netherlands, the Company is a leading provider of indices.

Post-trade services are an important part of the services Euronext provides to its clients. In 2013, the Company entered into a clearing agreement with LCH.Clearnet S.A., the Paris-based clearing house of LCH.Clearnet Group Limited ("LCH.Clearnet"), in respect of the clearing of Euronext cash products. Euronext also entered into a derivatives clearing agreement with LCH.Clearnet that provides for a revenue sharing arrangement in respect of the clearing of Euronext listed derivatives. In addition, Euronext owns and operates Interbolsa, the Portuguese national Central Securities Depositary ("CSD").

Euronext's Market Solutions & Other business offers technology solutions and services to exchanges and market operators. These solutions and services use the Euronext Universal Trading Platform ("Euronext UTP") and other applications developed by Euronext or licensed from third-parties. Originally developed by NYSE Euronext, Euronext UTP is a multi-asset class, multi-currency trading platform that provides complex functions for low latency markets. Euronext has a perpetual, royalty-free license from ICE to use, modify and sub-licence Euronext UTP. Please see *"Relationships & related party transactions"*.

1.3.2 STRENGTHS



Established and diversified sources of revenues

Euronext's sources of revenues are diversified across the businesses, markets and client segments. For the year ended 31 December 2014, 46% of the Company's revenues were recurring revenues generated by the non-trading businesses, which include market data and indices, listings, and Market Solutions & Other. This helps to limit Euronext's exposure to cyclicality in demand for particular products or services or in individual markets. Effective 1 April 2014, the Derivatives Clearing Agreement entered into with LCH.Clearnet provides the Company with additional revenue from clearing services, thereby further diversifying sources of revenues.

The following table sets out information relating to the sources of total and adjusted and estimated total revenue for the year ended 31 December 2014 and for the year ended 31 December 2013:

	Year Ended 31 December 2014		Year Ended 31 December 2013	
In thousands of euros	Revenue	% of Total revenues	Revenue	% of Total revenues
Listing	61,737	12.5%	53,282	11.1%
Trading revenue	212,013	43.0%	187,166	38.9%
of which:				
• Cash trading	165,565	33.6%	138,428	28.7%
• Derivatives trading	46,448	9.4%	48,738	10.1%
Market Data and Indices	93,348	19.0%	83,980	17.4%
Post-trade	57,268	11.6%	21,253	4.4%
of which:				
• Clearing	35,979[a]	7.3%	-	-
• Custody and Settlement	21,289	4.3%	21,253	4.4%
Market Solutions & Other	33,443	6.8%	41,009	8.5%
Other income	645	0.1%	-	-
Related party revenue	34,044	6.9%	94,982	19.7%
Total revenue	**492,498**	**100%**	**481,672**	**100%**
Estimated derivatives clearing revenue	N/A (incl. in Post trade)		33,753[a]	
Related party revenue	(34.044)		(94,982)	
Adjusted and estimated total revenue	**458,454**		**432,558**	

(a) *The financial benefits of the Derivatives Clearing Agreement with LCH.Clearnet came into force on 1 April 2014. To facilitate the comparison, Euronext has decided to provide adjusted figures for 2013, estimating the impact this contract would have had, had it been in place from Q2 2013 onwards.*

Euronext benefits from a diverse client base, both in terms of geographic distribution and type of trading flow. The Company has an established continental European and UK client base, representing 56% of cash equities trading average daily volume and 75% of derivatives trading average daily volume for the year ended 31 December 2014. A substantial portion of the flow from the United Kingdom is from global clients with headquarters based in the United States. While U.S. and Asian clients accounted for 40% and 4% respectively of Euronext's cash equities trading average daily volume and 4% and 1% respectively of its derivatives trading average daily volume for the year ended 31 December 2014, the Group believes these geographic client segments are currently underexploited and offer potential for growth.

A leading pan-European cash and derivatives listing and trading venue with unique Single Order Book model creating unrivalled depth and liquidity

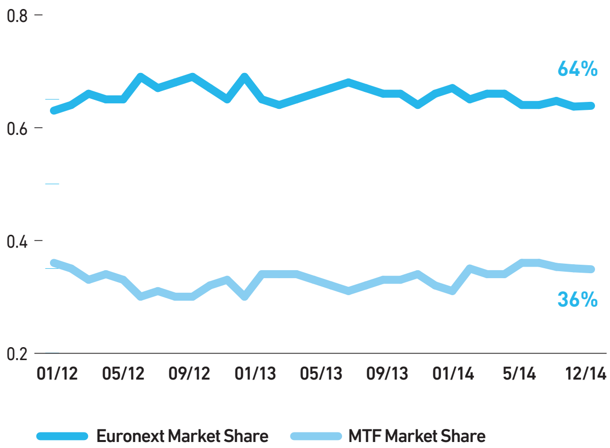
The Group's cash equities markets have a diverse member base by geography and trading profile, making for a particularly rich and diversified order book. Euronext offers superior market quality to competitors: in 2014 Euronext provided on average 76% presence at EBBO (European Best Bid and Offer), of which 58% was the first to set the EBBO. This ability to make the EBBO demonstrates the leading role of Euronext in the price forming of its listed securities and in ensuring the best execution for its investors. In addition the average displayed market depth at the Euronext best limit is equivalent to 6 times – or 61,500 euros – the average order size, thus demonstrating the ability to absorb large orders in full transparency and at minimal cost, as Euronext's average spread was 5.57 basis points.

SUPERIOR MARKET QUALITY, DEPTH AND LIQUIDITY

Blue Chips* *(31 Dec 2014)*	Presence time at EBBO *(%)*	EBBO with greatest size *(%)*	EBBO setter *(%)*	Relative spread *(bps)*	Displayed market depth *(€)*
Euronext	76%	39%	58%	6.18	59,155
BATS Europe	22%	0%	3%	16.44	14,732
Chi-X	60%	5%	21%	6.65	27,621
Equiduct	7%	0%	2%	69.45	41,388
Turquoise	51%	2%	11%	7.39	19,145

** Blue Chips are classified as those securities that belong to the AEX-Index, AMX-Index, BEL 20, CAC 40, PSI 20, and SBF 120 indices.*

STABLE EQUITY MARKET SHARE THANKS TO SUPERIOR MARKET QUALITY, DEPTH AND LIQUIDITY



Euronext operates an important bond market in continental Europe with approximately 4,500 corporate, financial institutions and government bonds listed on its markets and an internationally recognised derivatives platform. The Company is the third-largest exchange traded funds ("ETF") market in continental Europe by number of ETF trades, with approximately 631 listed ETFs and an average daily trading value of approximately €352 million from January to December 2014. Euronext is the second-largest warrants and certificates market in Europe, which had approximately 45,000 instruments and nearly 160,000 products listed at 31 December 2014 and more than 3.8 million trades in the twelve months ended 31 December 2014.

Euronext is also a leading pan-European derivatives trading venue, with derivatives trading activities across financial and commodity derivative products. The Group has established the CAC 40 futures contract as the most traded national index in Europe, with an equivalent of €6.2 billion in nominal value on an average daily basis. The milling wheat contracts which are the leading wheat derivatives in continental Europe as well as rapeseed commodity contracts are included in the S&P World Commodity Index and Rogers International Commodity indices. This is the first time non-U.S. grains contracts have been included in these global benchmarks.

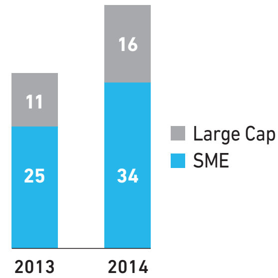
Euronext is the only pan-European exchange operating across multiple jurisdictions with a harmonised regulatory framework, a Single Order Book for its exchanges in Paris, Amsterdam, Brussels and London and a single trading platform offering access to all markets through a single connection. The Single Order Book consolidates liquidity in each security to tighten spreads and increase market depth and achieves optimal price formation. Issuers listing on more than one of the Group's markets benefit from enhanced visibility, qualification for inclusion in more local indices and greater exposure for their volumes and prices.

The combination of Euronext's position as a leading pan-European trading venue, the quality of its markets and the expertise of the Company's teams have enabled Euronext to maintain a stable market share in cash equities of approximately 65% in the trading of the securities listed on its markets since June 2011. The Group has generated sustainable and diversified cash flows across institutional, high frequency and algorithmic trading, own account, agency brokerage and retail client classes. The Single Order Book model and pan-European technology are key to Euronext's unique federal market structure. This structure enables the Company to integrate its constituent markets while they remain subject to regulation by national regulators.

Favourable sector dynamics and increasing market activity

IPO activity in Western Europe picked up significantly in 2014, with 318 listings in Western Europe in the year ended 31 December 2014 (50 of which were on Euronext), compared to a total of 278 listings in Western Europe in the year ended 31 December 2013. In 2014, three of the five largest IPOs in Europe took place on Euronext markets (Pershing Square Holdings, NN Group and Altice). The Group expects these favourable developments in European listing activity to continue in the near term as lower volatility in European markets and the improvement in European market indices provide a positive backdrop for the IPO pipeline in 2015. Further, annual trading value of European equities in the end of 31 December 2014 were 18% higher than for the same period in 2013. Total European equities market capitalisation was €11.7 trillion as of 31 December 2014 compared to €11.4 trillion as of 31 December 2013, an increase of 2%.

EURONEXT LISTING ACTIVITY IN 2014[(1)]



Source: PwC

(1) New listing types include dual listing, exchange offer, cross listing, merger, IPO, private placement and transfers. ETFs (revenue only) (among Euronext markets).

Multi-asset class, multi-currency trading platform providing complex functions in low-latency markets

Trading on Euronext markets takes place on the Euronext UTP. The Euronext UTP is a multi-asset class, multi-currency trading platform that supports many different regulatory regimes. It offers diversified functions for facilitating liquidity in complex markets for example through strategy trading and implied pricing, and meets the low latency demands of algorithmic trading patterns.

The Euronext UTP and its predecessors have been delivered to over 25 third-party exchanges and market operators around the world. The diversity of business needs arising from internal and client requirements has driven IT development and helped Euronext to maintain its position at the forefront of the industry. With its rich function set, market model flexibility and reliability, the Euronext UTP can host markets in cash equities and fixed income products as well as equity, financial and commodity derivatives.

Resilient free cash flow generation and low capital intensity provide for attractive shareholder return

Euronext's businesses are characterised by recurring revenue streams which generate resilient and robust free cash flow and allow Euronext to operate and invest in its business with flexibility. The Group's market expertise and proven, multi-asset class technology infrastructure allow Euronext to launch new products without substantial additional capital expenditure. Further, the Company's trading businesses does not expose it to credit risk or counterparty risk, which is borne by the counterparties to the trade and not by the markets. Euronext believes that its capital-light business and resilient free cash flow generation provide a potential for attractive return for shareholders while observing its regulatory capital requirements.

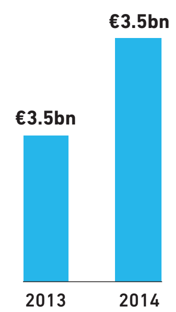
1.3.3 PRODUCTS AND SERVICES

Listing

Euronext's corporate client business services approximately 1,300 issuers admitted to trading on its market with a combined market capitalisation of €2.8 trillion as at 31 December 2014. the Group's issuer base is diverse, comprising companies from within its home markets as well as elsewhere in Europe and internationally and span 10 sectors by industry classification benchmark. Euronext's corporate issuers differ in size and include 258 large cap companies (companies with a market capitalisation above €1 billion) and 1,045 SMEs and micro-cap companies (companies with a market capitalisation under €1 billion).

Euronext's markets in 2014 provided financing to the real economy with more than €100 billion raised on its markets in equity and debt financing through securities admitted to trading. In 2014 over €104 billion was raised in the primary and secondary equity and bond compared to €92 billion in 2013. In terms of IPOs, according to a PWC IPO centre report, Euronext ranked as the second largest exchange in Europe and the sixth largest globally.

MARKET CAP ADDITION



The EURO STOXX 50 comprises 24 Euronext listed issuers, and the EURO STOXX 600 comprises 134 Euronext listed issuers. In addition, Euronext is one of Europe's major centres for the listing of bonds, with over 4,500 corporate, financial institutions and government bonds and money market instruments, representing nearly 600 issuers listed on Euronext's markets.

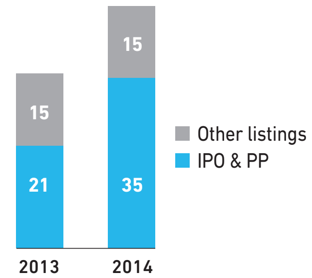
In addition, the Company enables issuers to become part of a family of leading index products in each of its national markets including the AEX in the Netherlands, BEL 20 in Belgium, CAC 40 in France and PSI 20 in Portugal. Euronext's family of index products provides investors and issuers benchmarks enabling them to measure and trade the performance of key segments and strategies. The Group also offers extensive trading opportunities to investors, including in particular single stock derivatives on the underlying securities listed on its markets.

Euronext's ETF franchise has approximately 700 listings (including cross-listings) of approximately 631 ETFs from 16 prime domestic and international issuers. The listed products cover a wide range of asset classes and strategies, offering investors in the Company's home markets unique investment opportunities.

Euronext offers the open ended investment fund community a simple, efficient means of enhancing the visibility and market awareness of their funds and enlarging their base of potential investors. Multiple issuers accounting for approximately 200 live listings have been attracted by Euronext's service offering.

Since the first warrant instrument was issued in France in 1989, there has been a significant increase in the number of issuers, product types and market participants involved in the warrants and certificates market. As at 31 December 2014, Euronext's warrants and certificates business had more than 100 active members and approximately 38,000 live listings. In the year ended 31 December 2013 alone there were approximately 45,000 live listings. In addition, as at 31 December 2014, more than 3.8 million warrants and certificates trades were executed on Euronext's markets, with a value traded of €16.3 billion. The Group's tailored warrants and certificates listing service offering is used by the warrants and certificates community who have relied on it to efficiently run and expand operations.

NUMBER OF LISTINGS



Market and Products Offerings

Euronext, Alternext and Marché Libre, as well as Easynext, Trading Facility and Euronext Market Expert formerly the Belgian Public Auctions (Ventes Publiques/Openbare veilingen), enable corporate clients in different stages of their development, whether early stage growth companies or more established businesses, to access a broad range of investors.

Euronext

Euronext markets in Paris, Amsterdam, Brussels, Lisbon and London are regulated markets within the meaning of MiFID. Euronext is dedicated to large corporates and SMEs. Euronext lists a wide variety of securities, including domestic and international equity securities, convertible bonds, debt securities (including corporate and government bonds), structured products (including warrants and certificates and structured notes), ETFs and open-ended investment funds.

In 2010, the Company launched a London franchise which became a regulated Euronext London market in 2014, part of its group of exchanges.

Euronext also established an office in Hong Kong in 2014.

Alternext

Alternext markets in Paris, Amsterdam, Brussels and Lisbon are MTFs within the meaning of MiFID. Alternext is dedicated to early stage and high growth SMEs. Alternext lists a wide variety of securities, including domestic and international equity securities, convertible bonds and corporate bonds. On 9 April 2014, Euronext announced that it would close Alternext Amsterdam. The closure of this market is currently planned for the first half of 2016. Euronext Amsterdam has decided to focus on initiatives for SMEs through EnterNext and a recently launched fund for Dutch entrepreneurs. NL Ondernemingsfonds is a joint market initiative in which Dutch banks, pension providers and an asset manager joined forces to provide financing for businesses in the Netherlands.

Furthermore, the Alternext All-Share Index improves investors' ability to benchmark Alternext-listed companies, which also helps promote trading.

Marché Libre

Operating in Paris and in Brussels, the Marché Libre markets are MTFs within the meaning of MiFID, offering early stage SMEs access to the capital markets and a framework adapted to their specific needs. This market is open to any company, regardless of size, performance, maturity or industry. Corporate bonds and structured products are also traded on the Marché Libre.

Professional segment

The professional segment of the regulated market of Euronext Paris enables issuers to list on Euronext Paris by benefiting from a more flexible regulatory environment as this segment targets qualified investors only.

Euronext leverages this segment through the Fast Path procedure which aims to attract foreign companies seeking a listing in Europe to benefit from a straightforward, fast and cost-efficient process. Issuers can access Euronext regulated markets in Amsterdam, Belgium, Paris and Lisbon through the Fast Path procedure.

Other markets

Euronext also offers the following markets:

- Easynext is a multilateral trading facility specifically designed for the trading of equities, bonds, warrants and certificates on the Portuguese market and designed for the trading of warrants and certificates on the Belgian market;
- Trading Facility is a MTF in Belgium;
- Euronext Market Expert replaces the former floor-traded Belgian Public Auctions Market (Marché des Ventes Publiques/Markt van de Openbare Veilingen), based in Brussels, enables Euronext Brussels to negotiate prices for products not admitted to trading once a week. Such products include untraded shares, property certificates and bonds.

Approach to clients

Euronext's markets offer issuers an established and credible financial marketplace for their capital markets needs. In order to attract issuers to the marketplace and maintain relationships with existing issuers, the Company undertakes ongoing outreach initiatives through direct prospecting and periodic client coverage meetings. Euronext also participates in conferences and holds events to promote its markets.

Large cap companies

Euronext develops a long-term relationship with its large listed companies, covering a range of topics including recent developments in respect of Euronext, its markets, products and services, how clients can utilise the markets to fund on-going growth, the development of liquidity and trading on Euronext's markets, indexation eligibility, as well as in relation to the Group's education and networking events. Euronext's business development efforts are centred around engaging directly with prospective listing candidates to discuss how Euronext's partnership proposition can assist in achieving their capital markets objectives. In addition, the Company engages with other parties in financial markets that are involved in the listing and capital raising process.

Euronext also aims to attract international issuers from outside its home markets and to provide them with access to its markets. The Group targets international issuers from the Europe, Middle East and Africa region, Asia and the Americas that look to access the capital markets in Europe for a variety of reasons.

SMEs

Launched in May 2013, EnterNext, Euronext's subsidiary designed to develop and promote its stock markets specifically for SMEs, has successfully played an active role in facilitating SME access to financial markets and helping them generate the funds they need to grow at regional, national and pan-European level. In 2014, EnterNext took part in over 210 events promoting small and mid-caps with entrepreneurs as well as investors and ecosystem stakeholders. EnterNext's strategy aims at bringing greater proximity and education to company executives in 2015.

EnterNext covers domestic companies listed on Euronext and Alternext that have a market capitalisation of up to €1 billion. As of 31 December 2014, EnterNext covers 797 companies in France, the Netherlands, Belgium and Portugal representing a combined market capitalisation of €131 billion. In 2014, over €9 billion was raised by SMEs on Euronext's markets through equity and bond issues. In 2014, EnterNext assisted in attracting 31 newly listed SMEs.

In 2014, EnterNext initiated measures to address the lack of broker research on small and midcap companies. In order to support brokers' efforts regarding financial analysis on SMEs, brokers who publish regular research reports on EnterNext stocks have benefitted since June 2014 from an incentive scheme on orders and trading fees. In addition EnterNext entered into agreement with Morningstar, a leading independent equity research provider, to launch a financial analysis programme dedicated to the 220 TMT-sector Euronext listed SMEs to publish quantitative research reports on each company and quarterly sector reviews.

Following the creation of the PEA-PME, a French initiative aiming at supporting and encouraging national savings in SMEs, EnterNext performed the role of collecting the eligibility's declaration from listed issuers to create further interest and boost investment on SMEs. It also created family of indices known as Euronext PEA-PME.

EnterNext positioned itself at the heart of the market effort to boost the technology sector on European markets. With 320 listed SMEs representing a total market capitalisation of €41 billion, Euronext is the largest listing market in continental Europe for technology companies.

ETFs

Euronext aims to offer the ETF community a "one-stop shop" solution for multi-national listing and trading in ETFs and investments. The Company's ETF offering is supported by a robust market infrastructure where product supply and demand meet within a framework of deep liquidity and advanced price formation. Euronext develops relations not only with issuers, but also with liquidity providers, intermediaries, investors, regulators and others in the ETF community to understand their challenges and needs, enabling the Group to create and launch innovative solutions to support industry growth.

Open Ended Investment Funds

Euronext's fund solutions offer asset managers ways to achieve better operational efficiency and enhance asset gathering opportunities. By engaging in active discussions with the key stakeholders, the Company believes its offering is a relevant choice for any issuer considering fund distribution in Europe.

Warrants and Certificates

In order to attract issuers, market makers and other key players in the warrants and certificates market to Euronext's markets, the Company maintains its relationship with existing clients and actively engages in discussions with new prospective clients. Euronext develops relationships with its issuers not only to expand their usage of existing tailored services but also to create new and innovative services for operational efficiency and business expansion.

Range of services

Euronext provides issuers with a range of services including:

Advocacy role

Euronext provides advocacy to represent the interests of corporate client companies at the level of Euronext as well as at national and European levels for specific issues related to financial markets. As part of this, Euronext regularly communicates with its issuers and Investor Relations organisations, organises issuer committees and participates in consultations with regulatory bodies on a wide range of topics.

ExpertLine

ExpertLine is a team of market professionals based in Euronext's European Market Services room in Paris who provide issuers with feedback on real-time events that may affect their share price. ExpertLine acts as a first port of call for all issuers listed on the Company's five markets, listing sponsors and intermediaries, and the team develops and provides issuers with a suite of services such as the Connect web portal.

Connect

Companies listed on Euronext, Alternext and the Marché Libre in Belgium have access to Connect, a secure web portal that provides issuers with market intelligence and facilitates corporate publications on Euronext's website. Connect is also a publication tool, allowing issuers to upload and publish press releases, maintain their financial calendar and update their company's profile on Euronext's website.

Networking and marketing events, executive education and listing ceremonies

Euronext offers its facilities to issuers who may host gatherings for investors or use them for their results presentations. In addition, Euronext informs and educates issuers on various topics such as new regulatory and legal developments, compliance, governance, social responsibility investments and new products. Through workshops, Euronext offers listing ceremonies to issuers in conjunction with the listing of their securities and to celebrate important corporate milestones and events.

Cash Trading

Euronext provides multiple marketplaces for investors, broker-dealers and other market participants to meet directly to buy and sell cash equities, fixed income securities and ETPs. One of the primary functions of the Group's markets is to ensure that orders to purchase and sell securities are executed in a reliable, orderly, liquid and efficient manner. Order execution occurs through a variety of means and Euronext seeks to continue to develop additional and more efficient trading processes.

The Company is the market leader in cash equity trading in its four home markets of France, the Netherlands, Belgium and Portugal. As at 31 December 2014, Euronext had a market share of 64.2% excluding BATS-Chi-X and a strong blue chip issuer presence, with 24 issuers included in the EURO STOXX 50 stock index and 132 issuers listed on the EURO STOXX benchmark index (out of the 293 issuers included in the index). Euronext is ranked second in the European Union as measured by domestic market capitalisation and by average monthly equity trading value, excluding BATS-Chi-X. In addition, the Group has a solid ETF trading franchise based on the listing of approximately 631 ETFs in its markets. Clearnet. In 2014, the equity trading value on Euronext's cash equity markets (excluding reported trades) was €1,530 billion, up 17% from €1,308 billion in 2013.

Products and services

Equities

Euronext operates equity markets of which the main financial instruments are shares. Shares are any share of capital stock or other equity securities issued by a corporation or other incorporated business enterprise.

Exchange Traded Funds

Euronext is a leader in ETF trading with over 631 ETF listings from 18 issuers in Europe. Euronext has a sizeable footprint in the ETF industry thanks to its multi-domestic setup and broad participant coverage. The ETF trading volume increased by more than 18% in the year ended 31 December 2014 compared to the year ended 31 December 2013, while the Group's market shares for new ETF listings doubled from 2013 to 2014.

Warrants and structured products

Euronext offers over 41,000 warrants and certificates to retail investors covering 40 geographical regions and 10 issuers. The warrants and certificates trading volume increased by more than 5% in the year ended 31 December 2014 compared to the year ended 31 December 2013.

Fixed Income

Euronext operates bond trading on its regulated market with a particular focus on the retail market. Over 100 members trade 3,600 corporate, financial institutions and government listed bonds, representing a monthly turnover of approximately €1 billion.

SmartPool

SmartPool is a dark pool dedicated to the execution of institutional order flow, offering trading in stocks from fifteen European equity markets, including stocks listed on Euronext's continental markets. Trading is cleared by the European Central Counterparty.

BondMatch

BondMatch, launched in July 2011, is an MTF for bonds that allows qualified debt markets sell side and buy side participants to trade euro-denominated corporate, financial and covered bonds on a transparent order book with firm orders. It has been built to meet the "Expression of Needs" drawn up by representatives of the European bond market community. The objective of BondMatch is to provide liquidity, transparency and a level playing field through an order book with firm orders, pre- and post-trade reporting and clearing and settlement solutions.

Market Structure and Functionality

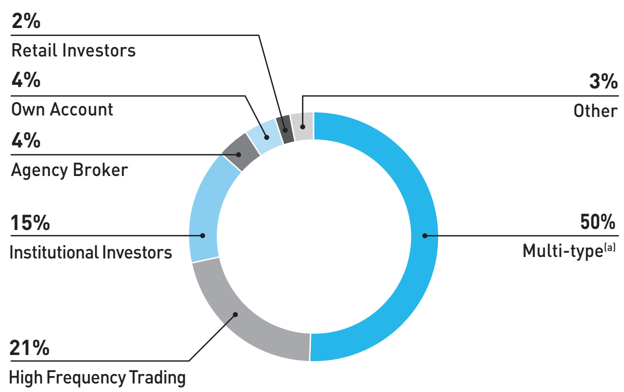
Cash trading on Euronext's markets is organised using the Universal Trading Platform. The Group's trading rules provide for an order-driven market using an open electronic central order book for each traded security, various order types and automatic order matching and a guarantee of full anonymity both for orders and trades. While the core trading system is built on this order-driven principle, the flexibility of the Euronext UTP enables Euronext to develop different types of matching algorithms and functionalities to suit the different price formation mechanisms that exist amongst the different cash asset classes. The Euronext UTP also enables the Company to cater for different market participant needs. For example, Euronext built the retail matching facility in order to bring to retail brokers an additional layer of liquidity specifically aimed at offering price improvement for less informed retail order flow. The Euronext UTP's flexible structure enables Euronext to integrate this liquidity directly into the central order book. The Company has also developed a supplemental liquidity provider programme which aims at improving market quality. Euronext's cash markets continue to yield the best market quality metrics amongst its competitors. These metrics include, amongst others, spread, market depth, best price setting and presence time at the best bid and offer spread. The programme encompasses both a presence time obligation at the best bid and offer spread and a minimum passive volume obligation. This volume obligation is of particular interest as, in combination with the presence time obligation, it creates order persistence and therefore increases probability of execution. In a fragmented trading environment, market quality metrics are actively used by trading firms as decision making parameters embedded in their order routing systems and therefore contribute to maintaining Euronext's market share.

Trading Members

As at 31 December 2014, Euronext had 195 direct trading members on its cash business, compared to 203 members as at 31 December 2013 and 217 members as at 31 December 2012. The Group has a diverse member base, with a deep presence in its four domestic markets and a strong international client base in London, which accounts for approximately half of trading volumes. A continued environment of increased regulation, tighter margins and capital constraints will require cost reduction and sustainable reform from most of our client base, therefore driving consolidation of continental tier three banks and brokers.

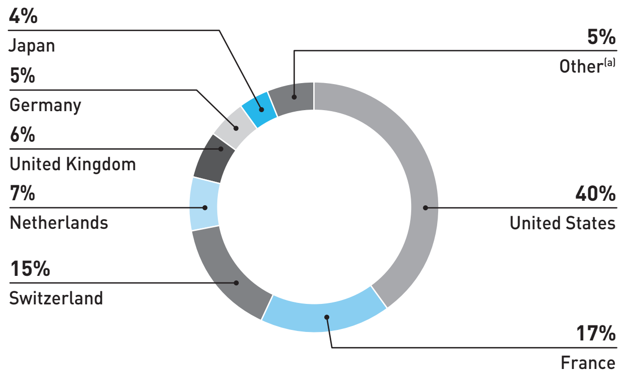
Average Daily Volume by Types of Customers

The average daily volume on Euronext's cash trading markets for the last twelve months ended 31 December 2014 amounted to €12.9 billion (both legs of the transactions are counted). The table below shows the breakdown of the average daily volume by type of customer for the last twelve months ended 31 December 2014.

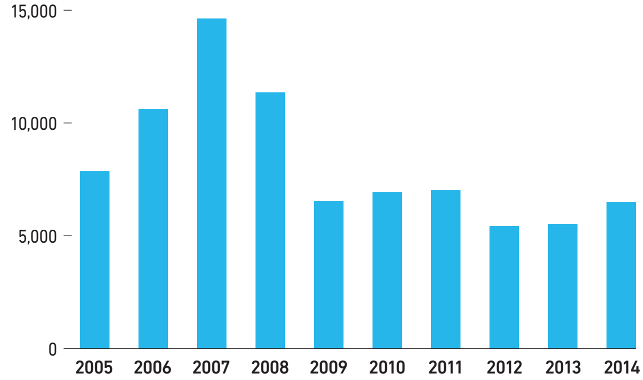


Average Daily Volume by Geographic Origin of Customers

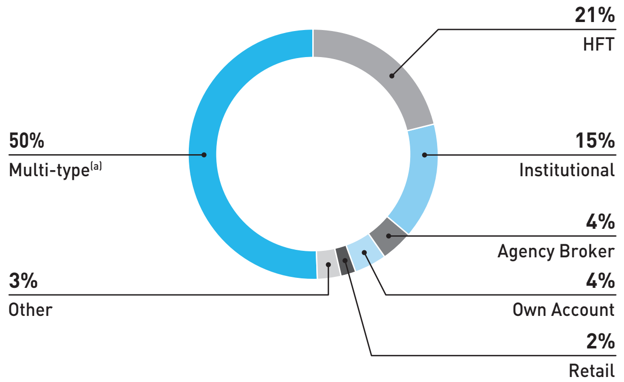
The table below shows the proportion of Euronext's customer base by geographic origin (location of worldwide headquarters) using the Company's cash markets for the last twelve months ended 31 December 2014.



HISTORICAL AVERAGE DAILY VOLUMES (€MILLION)

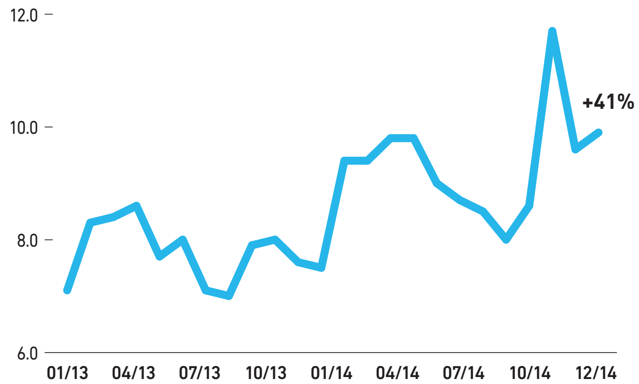


CASH TRADING ADV (AS OF 31/12/14)(1)



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

DAILY VOLUMES ON EURONEXT STOCKS(1) (€BN/DAY)



(1) Including MTFs and excluding OTC.

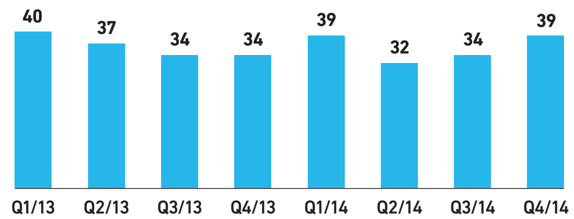
Derivatives Trading

Euronext is a leading pan-European derivatives trading venue with trading activities across financial and commodity derivative products.

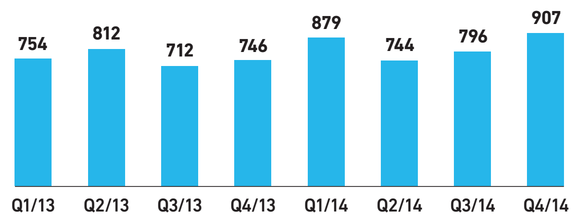
The Company offers financial derivatives trading in its markets in Amsterdam, Brussels, Lisbon and Paris, and, as of 31 December 2014, was the fourth largest market in index futures and the third largest in index options. Euronext offers local markets access to the trading of futures and options based on global equities, local market indices including the CAC 40, AEX, BEL20, PSI20 and established pan-European equity indices such as FTSEurofirst and FTSE EPRA/NAREIT real estate indices.

Euronext also offers commodity derivatives trading with futures and options based on four agricultural products: milling wheat, rapeseed, corn and malting barley. The Group is the leading agricultural commodity franchise in Europe. In 2014, the notional value of the derivatives traded on Euronext's derivatives markets was €3.3 billion, up 10% from €3 billion in 2013.

EURONEXT – NUMBER OF CONTRACTS TRADED (LOTS IN MILLION)



EURONEXT – NOTIONAL VALUE *(€BN)*



Products and services

Equity products

Equity options and futures enable holders to hedge against, or take position on, changes in the underlying share. More than 130 equity options and over 80 equity futures can be traded on Euronext, making the Company one of the leading markets for equity derivatives trading. Equity options trading has historically been particularly active in Amsterdam due to high retail participation.

Equity index products

Equity index derivatives allow holders to hedge against, or take position on, changes in the future level of a particular index, the investor paying or receiving a cash sum representing its loss or gain on the future or option. Euronext's equity index derivatives allow customers to hedge against fluctuations in a range of European stock market indices and the European equity market as a whole.

Euronext's flagship equity index products include the CAC 40 futures contract, which is the most traded national index future in Europe, and the AEX Index options contract, which is one of the most on-exchange traded national index options in Europe.

Commodity derivatives

Euronext is a leading provider of agricultural commodity derivatives with several of the Company's contracts established as global price benchmarks to the international commercial and financial community. Volumes have grown strongly in recent years as commercials and investors alike increasingly seek to hedge their risks or use commodities to help diversify their portfolios.

The average daily volume of the milling wheat futures contract, which grew over 1,600% over the 2006-2012 period, reached a volume of 33,000 lots traded on a daily basis, representing the equivalent of 1.65 million tonnes of wheat. This futures contract has attained benchmark status, along with Euronext's rapeseed derivatives, which have been included in the main global commodity indices (S&P World Commodity Index, Rogers International Commodity index), making them the first non-U.S. grains contracts to be included in these global benchmarks.

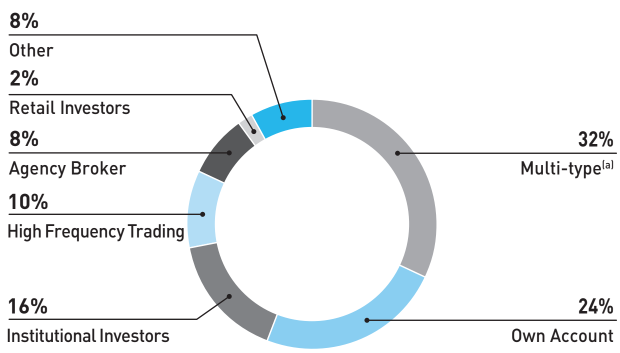
Since November 2014 the entire oilseed sector purchase and output chain as well as its crushing margin can be hedged through Euronext's rapeseed complex made up of: rapeseed, rapeseed oil and rapeseed meal futures & options.

Currency derivatives

Currency derivatives allow investors to invest in, or protect themselves from, changes in the exchange rate between two currencies.

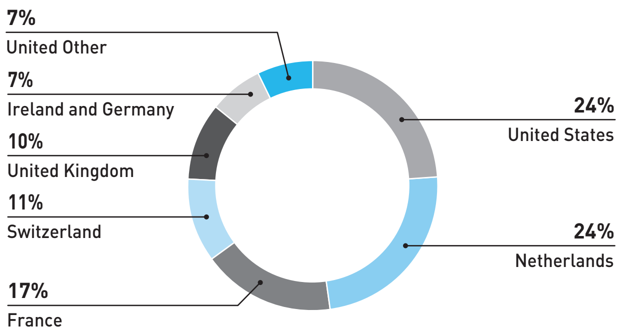
Average Daily Volume by Types of Customers

The average daily volume on Euronext's derivatives markets for the last twelve months ended 31 December 2014 amounted to €1.1 million billion (both legs of the transaction are counted). The table below shows the breakdown of the average daily volume by type of customers for the last twelve months ended 31 December 2014.



Average Daily Volume by Geographic Origin

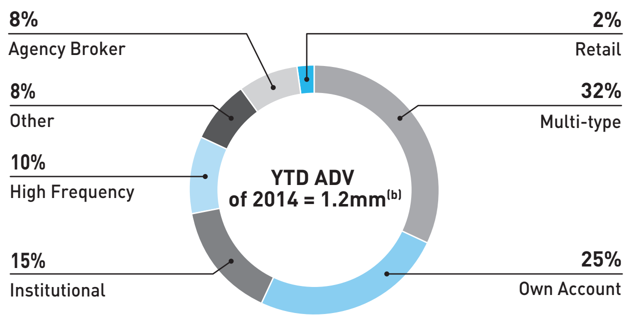
The table below shows the proportion of Euronext's customer base by geographic origin (location of worldwide headquarters) using derivatives listed on its markets for the last twelve months ended 31 December 2014.



Trading members

Trading members in Euronext's derivative markets are either dealers or brokers or both. Their activities range from retail broking, investment banking, dealing, algorithmic and high frequency trading to international physical trading. The Group's client base comprises 342 members (of which 115 are both cash and derivatives and 112 are commodities trading members) as of 31 December 2014 and is significantly diversified both in terms of types of clients and geographic coverage. Trading members can also become liquidity providers, which is crucial to the good functioning of the price formation mechanism for derivative instruments. Liquidity providers enter into agreements with Euronext, specifying their obligations in terms of liquidity providing. Liquidity providers are able to place several orders at the same time through the use of mass quotes, allowing trading members to send buy and sell orders for many contract months using only one message, leading to optimal efficiency in updating Euronext's full range of derivatives prices in a timely manner.

DERIVATIVES TRADING ADV BY CLIENT FLOW[2]



Source: FESE, WFE for non-Euronext data
(1) EEA; (2) Excluding reported trades; (3) double counted

Market Data and Indices

Euronext's market data and indices product offering includes pre- and post-trade market prices, indices, and reference data. The Company's data is disseminated by over 375 vendors to approximately 150,000 screens in over 130 countries.

Products and services

Euronext's market data and indices business consists of three product and service categories:

Real-time market data

Euronext's main data offering involves the distribution of real-time market data. This data includes price, trade and order book data on all instruments traded on the Company's cash and derivatives markets, as well as information about Euronext's indices. The data is marketed through different information products and can be packaged according to the type of instrument (shares, derivatives or indices), the depth of the information (depth of the order book, number of lines of bid and ask prices), and the type of customer (professional or private). The data are disseminated primarily *via* data vendors but also directly to financial institutions and other service providers in the financial sector.

Indices

Euronext owns and operates a leading benchmark and strategy index franchise that measures different segments of the Euronext and other global markets, including CAC 40, AEX, BEL 20 and PSI 20. The Company also creates new proprietary indices creating added value for its market participants or to provide measurement tools for all types of investment categories regardless of listing venue. Many of Euronext's indices are licenced to asset managers as the basis for ETPs that are listed on the Company's markets. The index team also offers third-party index calculation services for ETP issuers bringing innovative client driven products to the market place. As of 31 December 2014 there were over 5,600 Euronext listed products linked to Euronext indices, a 40% increase over the year. ETF assets under management linked to Euronext indices remained stable at just over €5 billion for the year.

Reference data

In addition to real-time market data, Euronext also provides daily summary, historical and analytical data services, as well as reference and corporate action data services.

Post-Trade

Euronext's post-trade business offers or facilitates clearing, settlement and custody services. In Portugal, the Group owns Interbolsa, the Portuguese national central securities depository, national securities settlement system and national numbering agency.

Products and Services

Clearing of trades executed on Euronext are currently handled by LCH. Clearnet S.A. for central counterparty clearing. SmartPool trades are cleared by the European Central Counterparty, the result of the recent merger between EMCF and EuroCCP. Settlement of transactions in the Portuguese market is managed through Interbolsa while trades in all other Euronext markets are settled through Euroclear Group.

LCH.Clearnet

Pursuant to the LCH.Clearnet Agreements, LCH.Clearnet provides clearing services for the full scope of Euronext listed cash and derivative products. Under the terms of Euronext's Derivatives Clearing Agreement with LCH.Clearnet, effective starting 1 April 2014, the Company agreed with LCH.Clearnet to share revenues and receives clearing fee revenues based on the number of trades on these markets cleared through LCH.Clearnet, in exchange for which Euronext has agreed to pay LCH.Clearnet a fixed fee plus a variable fee based on revenues. The Derivatives Clearing Agreement features strong governance rights and Euronext is involved in all commercial aspects.

Interbolsa

Interbolsa is the national Central Securities Depositary ("CSD") and the national Securities Settlement System for Portugal. As national Securities Settlement System, Interbolsa provides settlement services for regulated markets and MTFs, securities lending transactions, OTC transactions, free-of-payment and delivery-versus-payment transfers. It also processes corporate actions with respect to securities registered or deposited in the CSD as well as the calculation of corresponding financial settlement and sending of payment instructions to the corresponding payment system TARGET2 for payments in central bank money (Euro) and Caixa Geral de Depósitos for payments in commercial bank money (in respect of currencies other than Euro). Interbolsa is also the national numbering agency in charge of the assignment of ISIN codes according to the ISIN codification rules in force (namely to all Portuguese-issued equities and for debt instruments registered or deposited in Interbolsa's systems), nationwide disclosure of assigned ISIN codes and intermediating between national entities and other national numbering agencies. The use of Interbolsa is currently required by local rules and regulations.

Interbolsa is one of Euronext's wholly owned subsidiaries, while LCH. Clearnet and Euroclear are independent entities that provide services to the Company. Euronext has a representation on the Board of LCH. Clearnet S.A and LCH. Clearnet Group.

Market Solutions & Other

Market Solutions & Other comprises Euronext's commercial technology solutions and services businesses. Euronext offers turnkey solutions and managed services for market operators who require complex functional capabilities and low latency across multiple-asset classes. The Market Solutions offering is based on the Euronext UTP, The Nouveau Système de Cotation ("NSC"), the SFTi network and colocation services and on the suite of supporting applications that provide the reference data, price calculation and control functions critical to the operation of an orderly market. By combining the technology the Company has developed for its internal markets with the expertise of its market solutions sales team, Euronext is able to offer a unique market technology service to partners and clients around the world. For more information on SFTi and colocation, please see *"Relationships & related party transactions"*.

Euronext has a perpetual licence from ICE to use, modify and sub-licence the Euronext UTP and other trading technology source code and uses this licence to develop new capabilities for internal markets and for third-party clients. The business model for Market Solutions & Other is to build on the developments made for Euronext's markets and to commercialise these for use by other market operators. In some cases client requirements can be met by simple configuration changes to the Euronext UTP and in others custom development is required. Whichever approach is taken, the rights to new functions remain with Euronext and are incorporated into the Euronext UTP core product for the benefit of all its users (including Euronext itself). This mutually beneficial, user-community approach means the Group can maintain an industry leading platform with greater cost efficiency than would otherwise be the case.

Euronext's ability to configure the Euronext UTP for a wide range of market operators means the Company can tailor its solutions to meet the needs of the three key segments of the marketplace: global exchange operators; regional exchanges; and local exchanges and commercial markets (*e.g.*, MTFs and broker crossing networks).

Because the Euronext UTP was originally specified for high-volume markets, it already has the capacity to meet the throughput and resilience needs of most global exchange operators. Euronext's development focus for this segment is now on integrating new technologies to reduce the server footprint while improving resilience and cost-effectiveness.

1.3.4 RECENT DEVELOPMENTS

Cash trading

On its cash trading markets, Euronext optimised and defended its Equities regulated market franchise thanks to a new market making scheme and supplementary liquidity programme to improve quality, by launching a self-trade prevention service for liquidity providers on Equities regulated markets and by implementing an incentive scheme for brokers that publish equity research on Enternext companies.

The Company also repositioned and grew its franchises as it launched the 'Euronext Expert market' the Belgium Public Auctions Market which migrated to the Universal Trading Platform, launched the multicurrency trading service for ETFs and the Exchange Traded Vehicles ("ETVs") on Euronext Amsterdam.

Derivatives trading

On financial derivatives markets, Euronext repositioned and grew its franchises as it launched Euronext and non-Euronext single stock futures, spotlight options and weekly futures on CAC and AEX indices. The Company also opened futures and options trading on new South European Banks Index on which Euronext derivatives have been launched and it also launched Single Stock Dividend Futures on Dutch, French, Belgium and Portuguese most liquid stocks.

Since November 2014 the entire oilseed sector purchase and output chain as well as its crushing margin can be hedged through Euronext's rapeseed complex, that is to say rapeseed, rapeseed oil and rapeseed meal futures & options.

Market data and indices

On its market data and indices business, Euronext signed over 120 new vendors distributing delayed information and launched a market data application for which it had over 4,000 users at 31 December 2014. Euronext also repositioned and grew its index franchises as it launched the CAC PME index on which a Euronext listed ETF and a structured fund were launched. The Company also launched the Euronext Health Care & Equipment EW, the BEL 20 X5 Leverage NR and the BEL 20 X5 Short GR on which Euronext traded certificates have been launched.

Post-trade

On the post-trade business, Interbolsa has been actively involved in the adaptation plan to TARGET2-Securities ("T2S"), the future European settlement platform that will provide integrated, harmonised settlement of transactions in central bank money. Interbolsa has successfully completed two most relevant testing phases in 2014 – the Eurosystem Acceptance Testing, in August, and the Pilot Testing, in September. This has allowed it to start the Bilateral Interoperability Testing on 1 October as previously planned. Another important attainment was the implementation of IPLA (SWIFT Integration Platform) and the SWIFT connector to T2S, which will allow the adaptation of Interbolsa IT systems to T2S, using the new ISO 20022 messages. In addition, Interbolsa has also successfully implemented the new COLMS (Collateral and Operations Management System) project, namely the functionalities relating to the mobilisation/demobilisation of securities as collateral registered in Interbolsa for Eurosystem credit operations, changing the form and content of communication between Banco de Portugal, Interbolsa and credit institutions.

Market Solutions

On its Market Solutions business, in 2014 Euronext signed contracts with four clients agreeing that they would migrate from the legacy NSC® platform to the new Hybrid platform and agreed final end of service dates with its other two NSC® clients. These contracts include ten year service terms and improve the long-term stability of its maintenance revenues.

Listing

In the listing business, Euronext strengthened its position as a leading provider of funding for real economy companies and SMEs across its five markets. In order to stimulate SME activity, Euronext, through its EnterNext subsidiary, entered into a programme with Morningstar to provide research coverage on 220 Euronext listed TMT stocks. EnterNext also announced new measures to assist tech companies to raise their profile with investors including a special programme offering support and coaching to unlisted companies.

1.4 Regulation

1.4.1 OVERVIEW

Euronext is an organisation that provides exchange listing, trading, post-trade and related services in Europe. The Company operates exchanges in five European countries. Each of the European exchanges and/or its respective operator holds an exchange licence granted by the relevant national exchange regulatory authority and operates under its supervision. Each market operator is subject to national laws and regulations and other regulatory requirements imposed by exchange authorities, central banks and finance ministries as appropriate.

The five national regulatory authorities coordinate their regulation and supervision of the regulated markets operated by the Euronext Group through the "Euronext College of Regulators", acting pursuant to memoranda of understanding which Euronext has committed to respect.

1.4.2 EUROPEAN REGULATION

The regulatory framework in which Euronext operates is substantially influenced and governed by European directives and regulations in the financial services area, many of which have been adopted pursuant to the Financial Services Action Plan, which was adopted by the EU in 1999 to create a single market for financial services. This has enabled and increased the degree of harmonisation of the regulatory regime for financial services, public offers, listing and trading, amongst other activities.

Markets and Trading

There are three key pieces of European legislation that govern the fair and orderly operation of markets and trading: Markets in Financial Instruments Directive ("MiFID"), the Market Abuse Directive ("MAD") and Markets in Financial Instruments Directive ("MiFID II/MiFIR"). Both MiFID and MAD are already in place, and MiFID II/ MiFIR is expected to apply from January 2017. The current versions of these Directives are discussed below, but it should be noted that revised versions are under development and will be implemented in the next few years.

MiFID

MiFID came into effect on 1 November 2007 and was designed to enhance the single market for financial services by harmonising the Member States' rules on authorisation of investment firms, conduct of business, operation of trading venues and other related activities.

MAD

MAD came into effect on 12 April 2003 and was intended to assist in the harmonisation of rules for market abuse throughout Europe. Key elements of MAD include requirements for Member States to introduce a prohibition on insider dealing and on market manipulation. There are also obligations on issuers, including a requirement to publish inside information which concerns them as soon as possible and to maintain lists of persons working for them who have access to inside information. Further, a suspicious transaction reporting obligation and mechanism has been put in place.

MiFID II/MiFIR

MiFID II/MiFIR was adopted by the European Parliament on 15 April 2014 and by the Council on 13 May 2014 and entered into force on 2 July 2014. EU Member States are required to implement MiFID II in their national legislation within 24 months of the entry into force (i.e. June 2016), while MiFID II/MiFIR will apply in the markets within 30 months (i.e. January 2017).

From an Exchange perspective, the revised framework includes the following important elements:

- A review of the equities' trading and transparency framework to take account of evolutions in market structure as a result of MIFID I, leading to:
  - Caps on dark trading on MIFID venues together with revised waivers from transparency;
  - A requirement for shares to be traded on MIFID venues (with appropriate exemptions);
  - A framework for the emergence of competing consolidated tape providers and potentially cost base disclosure with price regulation for the provision of market data by venues.
- Introduction of transparency in the non-equities space, leading to:
  - The creation of a new trading venue – Organised Trading Facility;
  - The completion of the implementation of the G20 obligation in the EU with a requirement to trade standardized OTC derivatives on MIFID venues (i.e. deemed clearing eligible under EMIR and meeting MIFIR's qualifying conditions for the trading mandate);
  - A generalized extension of pre and post trade transparency requirements to non-equities, subject to there being a liquid market and with provision for relevant waivers.
- Introduction of a system of position limits and reporting in respect of commodity derivatives.
- Introduction of trading venue – CCP open access provisions to facilitate further competition;
- New and strengthened provisions in respect of market microstructure, including:
  - Authorization and regulation of HFT market participants, with specific focus on the nature of the market making agreements to be adopted with trading venues;
  - European harmonised tick size regime;
  - A broad range of new provisions to implement existing ESMA Guidelines on trading venues' requirements in respect of market microstructure.
- The exact nature of the impact of many of these measures on Euronext is dependent on the final nature of the Level 2 implementing measures being developed by the European Commission and ESMA. This process is expected to conclude in the summer / early autumn.

1

Clearing and settlement

EMIR

EMIR is primarily focused on the regulation of CCPs but includes also the obligation for standardised OTC derivative contracts to be cleared through a CCP. EMIR came into effect on 16 August 2012, but most provisions only apply after associated delegated acts and regulatory technical standards enter into force. Delegated acts and regulatory technical standards in respect of, inter alia, the clearing obligation became effective on 15 March 2013.

A Regulation to harmonise securities settlement and regulate CSDs (the "CSD Regulation") was formally adopted in July 2014. The CSD Regulation harmonises requirements for the settlement of financial instruments and rules on the organisation and conduct of CSDs. The CSD Regulation will impact the functioning of Euronext's CSD, Interbolsa, and will require regulatory or operational amendments to bring Interbolsa into compliance with the new requirements. In addition, the European Central Bank has introduced a new proposal ("T2S") to provide a central settlement function for the Euro area, with other European currencies invited to join. Euronext is in the process of preparing for the implementation of T2S by Interbolsa.

Listing

The rules regarding public offerings of financial instruments and prospectuses, as well as on-going disclosure requirements for listed companies, are set out in the Prospectus Directive, the Prospectus Regulation and the Transparency Directive, as implemented in the countries in which Euronext operates.

Companies seeking to list their securities on Euronext's regulated markets must prepare a listing prospectus in accordance with the requirements of the Prospectus Directive and Prospectus Regulation, comply with the requirements of Euronext Rulebook I, the harmonised rulebook for the Euronext Market Subsidiaries, and any additional local listing requirements of Rulebook II and, following admission, comply with the on-going disclosure requirements set forth by the competent authority of their home Member State.

The operation of regulated markets and MTFs

MiFID, MAD, ESMA standards and the Euronext Rulebooks all provide minimum requirements for monitoring of trading and enforcement of rules by Euronext as the operator of regulated markets and MTFs. In particular, market operators are required to meet, inter alia, all the requirements set out in MiFID (and reinforced in MAD) including the obligation to ensure that the markets they operate allow financial instruments to trade "in a fair, orderly and efficient manner".

To this end, Euronext has set up a framework to organise market monitoring by which it:

- monitors trading in order to identify breaches of the rules, disorderly trading conditions or conduct that may involve market abuse;
- reports breaches of rules or of legal obligations relating to market integrity to the competent authority.

Market surveillance and monitoring are implemented through a two-step process consisting of real-time market surveillance and post-trade (*i.e.*, "next day") analysis of executed trades. Euronext ensures member compliance with its rules by conducting on-site investigations and inspections.

Group-Wide Supervision and Regulation

The national regulators of Euronext's markets are parties to a memorandum of understanding most recently amended and restated on 24 June 2010 that established a "Euronext College of Regulators" and provides a framework to coordinate their supervision and regulation of the business and of the markets operated by Euronext. The Company commits itself to the memorandum of understanding, to the extent that any obligations arising from the memorandum of understanding apply to the Company or its subsidiaries.

These regulatory authorities have identified certain areas of common interest and have adopted a coordinated approach to the exercise of their respective national rules, regulations and supervisory practices regarding listing requirements, prospectus disclosure requirements, on-going obligations of listed companies, takeover bid rules and disclosure of large shareholdings. Representatives of each national authority meet in working groups on a regular basis in order to coordinate their actions in areas of common interest and agree upon measures to promote harmonisation of their respective national regulations.

National Regulation

Euronext's market operators each hold licences for operating regulated markets. Some market operators also operate a number of markets that do not fall within the EU definition of "regulated markets" or MTFs. Each market operator is subject to national laws and regulations pursuant to its market operator status.

Netherlands

Both Euronext and Euronext Amsterdam N.V. have an exchange licence from the Dutch authorities to operate regulated markets. This means that they are subject to the regulation and supervision of the Dutch Minister of Finance and the *Autoriteit Financiële Markten* ("AFM"). Since the creation of Euronext in 2000, the Dutch regulators have taken the view that the direct parent company of Euronext Amsterdam, as controlling shareholder, has to be seen as co-market operator and, accordingly, also requires an exchange licence. Pursuant to section 5: 26 paragraph 1 of the Dutch Financial Supervision Act it is prohibited in the Netherlands to operate or to manage a regulated market without a licence granted by the Dutch Minister of Finance.

The Dutch Minister of Finance may, at any time, amend or revoke the licence if necessary to ensure the proper functioning of the markets or the protection of investors. The licence may also be revoked for non-compliance with applicable rules.

Belgium

Euronext Brussels is governed by the Belgian Act of 2 August 2002 and is recognised as a market undertaking according to Article 16 of the Belgian Act of 2 August 2002. The Belgian Act of 2 August 2002 transferred to the former CBFA (now Financial Services and Markets Authority ("FSMA") some of the responsibility previously executed by the Brussels exchange (*e.g.*, disciplinary powers against members and issuers, control of sensitive information, supervision of markets and investigative powers). Euronext Brussels is responsible for matters such as the organisation of the markets and the admission, suspension and exclusion of members and has been appointed by law as the "competent authority" for listing matters within the meaning of EU Directive 2001/34/EC dated 28 May 2001.

Portugal

Euronext Lisbon is governed by Portuguese Decree of Law No. 357-C/2007 of 31 October 2007 which, along with the Portuguese Securities Code and regulations of the *Comissão do Mercado de Valores Mobiliários* ("CMVM"), governs the regime applicable to regulated markets and MTFs, market operators and other companies with related activities in Portugal. The creation of regulated market operators requires the prior authorisation in the form of a decree-law from the Portuguese Minister of Finance, following consultation with the CMVM.

The CMVM is an independent public authority that supervises and regulates markets and market participants, public offerings and collective investment undertakings. Its objectives are to ensure investor protection and an efficient and regular functioning of markets, monitor information, prevent risk and prevent and suppress illegal actions. The entities subject to the supervision of the CMVM should co-operate with the CMVM as requested. The CMVM carries out "on-site" supervision of the entities subject to its supervision and makes public infringements and fines imposed in accordance with applicable law.

France

As a market operator, Euronext Paris manages the Euronext regulated markets in France. In accordance with Article L. 421-10 of the French Monetary and Financial Code, Euronext Paris adopts rules for each of these markets to ensure fair and orderly trading and efficient order execution. The requirements for market access and admission of financial instruments to trading are also covered by these rules, which are approved by the *Autorité des Marchés Financiers* ("AMF") and published on the market operator's website.

Euronext Paris markets are subject to the provisions of Article L. 421-4 *et seq.* of the French Monetary and Financial Code, which authorises the French Minister of Economy to confer and revoke regulated market status upon proposal of the AMF, which has to consult with the *Autorité de Contrôle Prudentiel et de Résolution* ("ACPR").

United Kingdom

Euronext London has been granted recognition by the *Financial Conduct Authority* ("FCA") to operate as a UK Recognised Investment Exchange ("RIE"), pursuant to section 290 of the Financial Services and Markets Act 2000 (the "UK FSMA"). As such, Euronext London has certain self-regulatory responsibilities for its markets. In order to retain its status as an RIE, Euronext London is required to meet various legislative and regulatory requirements and failure to comply with these requirements could subject it to significant penalties, including de-recognition.

The regulatory framework applicable to Euronext London is supplemented by a series of legislative provisions regulating the conduct of participants. Importantly, the UK FSMA contains provisions making it an offense for any person to engage in certain market behaviour and prohibits market abuse through the misuse of information, the giving of false or misleading impressions or the creation of market distortions. Breaches of those provisions give rise to the risk of sanctions, including financial penalties.

Stichting

In connection with obtaining regulatory approval of the acquisition of Euronext by NYSE Group, Inc. in 2007, NYSE Euronext implemented certain special arrangements which included a standby structure involving a Dutch foundation (*stichting*). Following the acquisition of NYSE Euronext by ICE and the Demerger, the Company became a party to these arrangements, which include a Further Amended and Restated Governance and Option Agreement (the "GOA"), to which ICE, the *stichting* and Euronext are parties. The *stichting* has been incorporated to mitigate the effects of any potential change in U.S. law that could have extraterritorial effects on the regulated markets operated by the Euronext Market Subsidiaries as a result of a U.S. shareholder holding a controlling interest in the Company. The board members of the *stichting* are independent from Euronext. Pursuant to the GOA, while the Company has U.S. shareholders with a controlling interest in the Company, the *stichting* is empowered to take actions to mitigate the adverse effects of any potential change in U.S. law that have certain extraterritorial effects on the regulated markets operated by the Euronext Market Subsidiaries. If there is no such controlling U.S. shareholder, the *stichting* becomes dormant and unable to exercise such powers. If a new U.S. shareholder were to gain control of the Company, the *stichting* would be automatically revived.

Up until 20 June 2014, the *stichting* was active through ICE's shareholdership. Since the IPO, ICE sold its shareholdership, and there has been no controlling US shareholder. At the Euronext College of Regulators' request, the Stichting has become dormant.

1.4.3 OWNERSHIP LIMITATIONS AND ADDITIONAL NOTIFICATION REQUIREMENTS

The rules set forth below apply to an acquisition of a direct or indirect interest in Euronext's market operators. These rules are in addition to shareholder reporting rules applicable to listed companies generally set out above.

- Under Dutch law, a declaration of no-objection of the Dutch Minister of Finance is required for any holding, acquisition or increase of a Qualifying Participation (defined as direct or indirect participation of at least 10% of the issued capital of the relevant entity or the power to exercise at least 10% of the voting rights) in an operator or holder of a regulated market in the Netherlands which has been granted a license to operate such market pursuant to Section 5: 26 of the Dutch Financial Supervision Act. The Dutch Minister of Finance has delegated its powers to grant a declaration of no-objection under Section 5: 32d of the Dutch Financial Supervision Act to the AFM except in cases where the acquisition of the Qualifying Participation involves a fundamental change to the shareholding structure of the relevant licensed operator or holder of a regulated market in the Netherlands. Euronext N.V. controls Euronext Amsterdam, which is the licensed holder and operator of a regulated market in the Netherlands, and have obtained a declaration of no-objection under Section 5: 32d referred to above. Therefore, any acquisition or holding increase of a direct or indirect interest in the Company that results in an indirect Qualifying Participation in Euronext Amsterdam, will trigger the requirement to obtain a declaration of no-objection of the AFM or, in case of a fundamental change in the shareholding structure, the Dutch Minister of Finance. Such declaration should be granted unless such holding, the acquisition or increase: (1) could or would lead to a formal or actual control structure that is lacking in transparency and would therefore constitute an impediment to the adequate supervision of the compliance by the market operator with the rules applicable to the operator of a regulated market; (2) could or would lead to an influence on the regulated market operator or effect on the exploited or managed regulated market that forms a threat to the interests which the Dutch Financial Supervision Act seeks to protect; or (3) could jeopardise the healthy and prudent operation of the regulated market concerned. Non-compliance with the requirement to obtain a declaration of no-objection is an economic offense and may lead to criminal prosecution. In addition, if a person acquires or increases a Qualifying Participation without having obtained a declaration of no-objection, it will be obliged to cancel the transaction within a period to be set by the Dutch Minister of Finance or the AFM unless the person cures the offense and obtains a declaration of no-objection. The Dutch Minister of Finance or the AFM may request the District Court in Amsterdam to annul any resolutions that have been passed in a general meeting of shareholders in which such person exercised its voting rights, if such resolution would not have been passed or would have been passed differently if such person would not have exercised its voting rights. The District Court will not annul the resolution if the relevant person obtains a declaration of no-objection prior to the decision of the court.
- Under French law, any person or group of persons acting in concert who acquires or increases, directly or indirectly, a holding in Euronext Paris shares or voting rights in excess of 10%, 20%, 33 1/3%, 50% or 66 2/3% is required to inform Euronext Paris, which in turn must notify the AMF and make the information public. Any person acquiring direct or indirect control of a market operator must obtain the prior approval of the Minister of Economy upon proposal of the AMF. Further, Euronext Paris shall promptly notify the AMF prior to any changes to the identity and the details of the holding of any existing shareholder or shareholders, alone or in concert, who is in a position to exercise, directly or indirectly, significant influence (10% or more of the share capital or voting right) over the management of Euronext Paris and the proposed change can proceed as long as Euronext Paris does not receive any objection from the AMF within the period of time provided by the AMF General Regulation.
- Under Belgian law, any person who intends to acquire securities in a market subsidiary and who would, as a result of such acquisition, hold directly or indirectly 10% or more of the share capital or of the voting rights in that market undertaking, must provide prior notice to the FSMA. The same obligation applies each time such person intends to increase its ownership by an additional 5%.
- Under Portuguese law, a shareholder who intends to acquire, directly or indirectly, a dominant holding (broadly defined as 50% or more of the share capital or voting rights) or a dominant influence (broadly defined as the majority of voting rights or the possibility to appoint or dismiss the majority of the members of the managing or supervisory bodies) in a Portuguese market operator must obtain the prior authorisation of the Portuguese ministry of finance (with prior advice of the CMVM). In addition, all entities envisaging (i) acquiring or disposing of a (direct or indirect) qualifying holding (10% or more of the share capital or voting rights or otherwise establishing a significant influence) or increasing a qualifying holding at the level of 10%, 20%, 33 1/3% and 50% or more of the shares capital or voting rights in a market undertaking in Portugal or (ii) otherwise establishing a control relationship with a market subsidiary in Portugal, must notify the CMVM of the acquisition or disposal as soon as a decision has been taken to proceed within four business days following the relevant transaction and seek a prior declaration of non-objection. The disposal/reduction of the aforementioned qualifying holdings (considering each threshold above) or change in the control relationship is also required to be notified to the CMVM.

2

CORPORATE GOVERNANCE

2.1 Corporate governance

The Dutch Corporate Governance Code ("the Code"), became effective on 1 January 2009 and finds its statutory basis in Book 2 of the Dutch Civil Code. The Code applies to Euronext as it has its registered office in the Netherlands and its shares are listed on the regulated markets of Euronext Amsterdam, Euronext Brussels, Euronext Lisbon and Euronext Paris. A Dutch and an English version of the Code can be found at www.commissiecorporategovernance.nl

The Code defines a company as a long-term form of collaboration between the principal corporate bodies of a company. For Euronext, these corporate bodies include the Managing Board, the Supervisory Board and the General Meeting.

According to the Code, good corporate governance results in effective decision-making in a manner which enhances shareholder value and enables a company to maintain a culture of integrity, transparency and trust.

The Code is based on a "comply or explain" principle. Accordingly, companies are required to disclose the principles and best practices that deviate from the Code in their annual report and to explain the reason why.

Euronext acknowledges the importance of good corporate governance and endeavors to comply in general with the provisions of the Code. However, there are a limited number of best practice provisions that it currently does not comply with. The fact that Euronext is not compliant with a number of best practice provisions is related to the transition that Euronext is undergoing, from being a subsidiary in the NYSE Euronext and ICE groups to being a listed company. It is also related to the fact that Euronext is an international company uniquely supervised since its creation in 2000 by a College of international Regulators, supervising Euronext on a joint basis, which has required some specific features which may interfere with the specific provisions of the Dutch Code. Euronext is active in a number of European jurisdictions, each with different laws, regulations, best practices, codes of conduct, regulatory guidelines and views.

Provisions of the Dutch Code regarding corporate law matters, that Euronext does not apply in 2014 because of its specific status as a newly listed entity, supervised by the Euronext College of Regulators:

- Euronext does not apply best practice provision II.1.1 (*"a Managing Board member is appointed for a maximum period of four years"*). All members of the Managing Board had been appointed for an indefinite term before Euronext became a listed company, and are subject to the non-objection of the College of Regulators and of the Dutch Ministry of Finance. The terms of employment of the current Managing Board members have remained unchanged. With regard to future appointments it is Euronext's intention to comply with this best practice provision.
- Euronext does not apply best practice provision III.2.1 (*"all Supervisory Board members, with the exception of not more than one person, shall be independent. One of the criteria qualifying "dependence" is to represent a legal entity which holds at least ten per cent or more of the shares of the company"*). Three members of the Supervisory Board have been proposed by Euronext's Reference Shareholders, who as a group acting via a Shareholders'Agreement hold more than a third of Euronext's shares (33,36%). Although this group of Shareholders is not a legal entity, but act jointly and has been granted a declaration of non-objection by the Dutch Ministry of Finance, Euronext regards these three members of the Supervisory Board as non-independent. The background of the presence of three non-independent members in Euronext's Supervisory Board is related to the request of the Euronext College of Regulators for it to have a number of stable, long-term shareholders who could propose, for so long as their aggregate shareholding amounts to at last 25%, one third of the members of the Supervisory Board.
- Euronext does not apply best practice provision III.3.6 (*"the Supervisory Board shall draw up a retirement schedule, to be posted on the Company's website, in order to avoid a situation in which many Supervisory Board members retire at the same time."*) The initial six Supervisory Board directors were appointed for a first term in March 2014, and no retirement schedule could be put in place before the completion in December of the remaining three Supervisory Board directors, expected to be appointed by the Reference Shareholders. Euronext has adopted a rotation schedule in 2015, which can be found on the Company's website.

Provisions of the Dutch Code regarding certain aspects of the remuneration policy of the Managing Board, that Euronext does not apply in 2014 because the newly created Remuneration Committee needed to complete their assessment of the benchmark of the Company's top managers'remuneration before being able to prepare a Remuneration policy:

- Euronext does not apply best practice provision II.2.4 (*among others: "if options are granted, they shall, in any event, not be exercised in the first three years after the date of granting"*). Options that are granted to the members of the Managing Board as part of the equity component of their variable remuneration vest in three equal installments over three years and can therefore in principle be partially exercised in the first three years after the date of granting. Euronext believes that its current option plan is overall in line with the majority of the rules, views and best practices in the various jurisdictions in which it is active. Furthermore, due to the fact Euronext was only recently separated from ICE, its equity plan is still partly based on the plan that was in place when Euronext was still part of ICE, which had a similar vesting schedule. The members of the Managing Board are obliged to hold at least one full annual salary in equity.
- Euronext does not apply best practice provision II.2.5 (*among others: "shares granted to Managing Board members without financial consideration shall be retained for a period of at least five years or until at least the end of the employment, if this period is shorter"*). Equity awards granted to the members of the Managing Board under the Long Term Incentive Plan ("LTIP") can be exercised and subsequently sold three years after the grant date, provided that the members of the Managing Board are required to hold the equivalent of at least one year's salary in Euronext's equity. Euronext believes that its current remuneration plan is overall in line with the majority of the relevant rules, views and best practices in the various jurisdictions in which it is active.
- Euronext does not apply best practice provision II.2.8 (*"the remuneration in the event of dismissal may not exceed one year's salary (the 'fixed' remuneration component), and if the maximum of one year's salary would be manifestly unreasonable for a Managing Board member who is dismissed during his first term of office, such Board member shall be eligible for severance pay not exceeding twice the annual salary"*). Under Portuguese law severance pay is based on seniority. The Portuguese member of the Managing Board, Luís Laginha de Sousa, would be entitled to severance pay exceeding twice the annual salary.
- Euronext does not apply best practice provisions II.2.10 (*"possibility for the Supervisory Board to adjust the value downwards or upwards of a Managing board director in some situations"), II.2.11 ("possibility for the Supervisory Board of a clawback of a Managing Board variable remuneration in case of incorrect financial or other data"*), and II.2.12 (*"description in the Supervisory Board Remuneration Report – to be posted on the Company's website - of the remuneration policy for the past financial year, and overview of the remuneration policy planned for the next financial year and subsequent years, with the description of how the chosen remuneration policy contributes to the achievement of the long-term objectives of the Company"*). As stated above, Euronext was separated from the ICE group in June 2014, and the Supervisory Board's Remuneration Committee could only start working on the Remuneration policy, pending the definitive completion of the Reference Shareholders's directors' appointment (including the Remuneration Committee chairperson) at the AGM of mid-December 2014. The new remuneration policy decided by the Board Remuneration Committee will enable Euronext to be compliant with the Dutch Code provisions in the course of 2015.

Provision of the Dutch Code regarding meetings with analysts:

Euronext does not apply best practice provision IV.3.1 (*"meetings with analysts, presentations to analysts, presentations to investors and institutional investors and press conferences shall be announced in advance on the Company's website and by means of press releases, enabling all shareholders to follow these meetings and presentations in real time, for example by means of webcasting or telephone"*): Euronext always ensures that all Shareholders and other parties are provided with equal and simultaneous information about matters that may influence the share price. All material developments are disclosed via press releases and all presentations used during analysts and investors meetings are available on Euronext website at the time the presentation starts. Euronext also provides real time webcast and conference call facilities for all its results presentations.

2.2 Management & control structure

2.2.1 RISK MANAGEMENT

Enterprise Risk Management Objectives

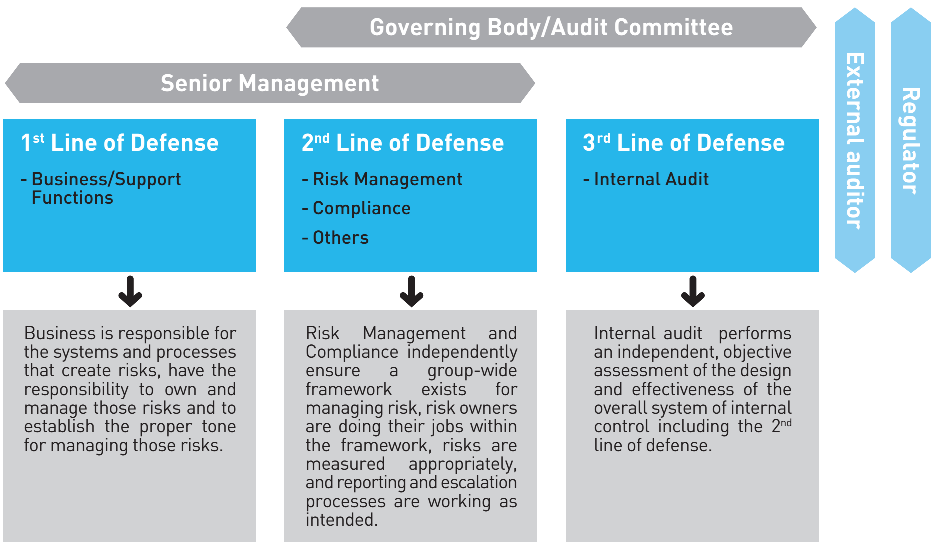
The objective of the enterprise risk management framework (ERM) is to create and preserve value for the Company's stakeholders. It is designed and operated to identify potential events that may affect the Company, manage the risk through control mechanisms, assess risk to be within the defined guidelines and to monitor to understand the evolution. Euronext seeks to embed the risk management philosophy into the Company culture, in order to make risk and opportunity management a regular and everyday process for employees. The Supervisory Board and Managing Board regard ERM as a key management process to steer Euronext and enable management to effectively deal with risks and opportunities.

Enterprisewide Risk Management Framework and Governance

The ERM framework and governance is designed to allow the Managing Board and the Supervisory Board, as part of Euronext's business model, to identify and assess the Company's principal risks and enable strong decision making by informing the Supervisory Board and other key stakeholders of the key risks related to the execution of the strategy. The ERM also enables the Supervisory Board and Managing Board to maintain and attest to the effectiveness of the systems of internal control and risk management as set out in the Dutch Corporate Governance Code.

Governance Structure and related responsibilities for ERM process are as follows:

- the Supervisory Board supervises the effectiveness of the ERM system, including management actions to mitigate the risks inherent in the Group's business activities;
- the Group's Chief Executive Officer ("CEO"), backed by the Managing Board and supported by the Chief Financial Officer ("CFO") and the Chief Risk Officer ("CRO"), is responsible for an effective ERM system;
- the group's CRO has primary responsibility for the ERM strategy, priorities, process design, culture development and related tools;
- the Group's CFO has primary responsibility for the controls over financial reporting;
- the senior management of the Company assume responsibility for the operation and monitoring of the ERM system in their respective areas of responsibility.



ERM Framework

The objectives and principles for the ERM process are set forth in the Company's ERM Policy. The ERM process is based on best practices regarding the Internal Control and Enterprise Risk Management, including the Committee of Sponsoring Organisations of the Treadway Commission ("COSO") initiative. It uses a bottom-up and top-down process to enable better management and transparency of risks and opportunities. At the top, the Supervisory Board and Managing Board discuss major risks and opportunities, related risk responses and opportunity capture as well as the status of the ERM process, including significant changes and planned improvements. The design of the ERM process seeks to ensure compliance with applicable laws and regulations with respect to internal control and risk management addressing both subjects in parallel.

Risk Appetite is the level and nature of risk the business is willing to accept in achieving its strategy and objectives overall and risk relating to particular business initiatives/deals or business as usual. Risk appetite sets the basis for the requirements for monitoring and reporting on risk. Overall risk appetite is recommended by the Managing Board to the Supervisory Board as part of setting and implementing strategic and operational objectives.

Risk appetite is considered at an operational level and strategic level with quantitative and qualitative components. These components are used during the assessment process to develop the residual risks and support what is escalated to the Managing Board and Supervisory Board.

Risk identification involves the identification of threats to the Company as well as causes of loss and potential disruptions. Risk can be both positive in nature (opportunity risks) or negative (hazard risks). Risks are composed of the following categories:

- Strategic Risks: the effect of uncertainty on Euronext's strategic and business aims and objectives;
- Financial risks: risks that can impact the way in which Euronext's money is managed and profitability is achieved;
- Operational risks: the risk of loss or inefficiency resulting from inadequate or failed internal processes, people and systems, or from external events; key programmes or projects are not delivered effectively.

Risk Assessment is made in the event of an incident or a potential risk development and aims to quantify the risk in financial terms where possible. This assessment takes into account mitigation measures currently in place such as business continuity measures or insurance policies. The overall Risk Assessment phase is carried out by the Risk Management Team ("RMT") in conjunction with Risk Coordinators ("RCs") based on data and information produced by and collected from the relevant areas *via* the periodic and *ad hoc* reporting or upon request of the RMT as necessary. Assessments are agreed with the business areas. Mitigations for each risk will be identified, discussed and evaluated, and the residual risk will be noted quantified and reported.

Risk Management determines and implements the most appropriate treatment to the identified risks. It encompasses the following: avoidance, reduction, transfer and acceptance. Organisational units and employees perform risk management and implement mitigating actions as required by the risk appetite and escalation process.

Risk Reporting – The Supervisory and Managing Boards and the Risk Committee Business Risk Group a BRG need to be informed in a timely and consistent manner about material risks, whether existing or potential, and about related risk management measures in order to take appropriate action. Regular reports are issued to the above mentioned groups of the Company on a regular basis. *Ad hoc* reports may be issued when a new risk or the development of an existing risk warrants escalation to the relevant committees of the Company.

Programme Development – Companies are operating in a volatile risk environment. Risk management capabilities are therefore critical and strategic. The Company seeks to deploy its ERM process effectively across the Group in order to mitigate risk and drive competitive advantage.

2014 was the first year of the Company and Euronext achieved its objectives to have a Risk Management group operating and providing value in building the operational and strategic approach, reviewing key initiatives and embedding a risk culture within the Company. This will continue in 2015 as the programme grows in maturity, focusing on business process, key initiatives, communication and working with Human Resources to continue to build the culture. Euronext seeks to continuously evaluate and improve the operating effectiveness of the ERM process.

2.2.2 INTERNAL CONTROL – CODE OF CONDUCT

Internal Audit provides reliable, objective and reasonable assurance to Managing Board and Supervisory Board on the adequacy and effectiveness of the system of internal controls, the governance model and the risk management framework in place to manage risk within the risk appetite and achieve the Company's business objectives. As the third line of defence, the function has no operational responsibilities over the entities/processes it reviews. The independence of the internal audit function is achieved through the Head of Internal Audit reporting to the Chairman of the Audit Committee.

Euronext is strongly committed to conducting its business with integrity, excellence and responsibility and to adhering to high standards of ethical conduct. The role of Corporate Compliance is to establish and maintain a first class compliance culture within the Company and to ensure that Euronext's business approach is in line with legal and regulatory requirements.

Corporate Compliance supports Euronext and its employees in complying with applicable laws and regulations and promotes ethical standards in accordance with good corporate governance. Compliance raises awareness among employees by articulating the responsibilities of the Company and its employees through policies and training and the monitoring of those policies and by providing a path for communication for employees. Compliance with applicable rules and principles and ethics is key to Euronext's success and it is the obligation of every employee to support this effort.

Euronext's Code of Conduct and Ethics implemented on 20 June 2014 (date of IPO) sets and reaffirms Euronext's high standards of ethical conduct and reinforces its business ethics, policies and procedures. Compliance with the Code is required of all Board members (Managing Board, Supervisory Board and any other Board) and all employees including consultants, contractors and temporary employees. The Code which is supplemented by nine corporate policies govern without exception all business activities of the Company.

The Chief Risk and Compliance Officer is appointed by the Managing Board and reports both to the Chief Executive Officer and the Audit Committee of the Supervisory Board. This dual reporting ensures the necessary independence of Compliance activities. Compliance officers are located in countries where Euronext conducts its activities and are supported as necessary by local legal staff in order to benefit from the local expertise and knowledge of the local business and environment.

Compliance processes are established as follows:

COMPLIANCE RISK ASSESSMENT

Dialogue with businesses

↓

Risk mitigation through policies and procedures

↓

Staff training and awareness

↓

Monitoring of policies and procedures

Guidelines and procedures are defined notably to ensure that anti-money laundering and sanctions, bribery and fraud and conflicts of interest concerns are managed and that business is always conducted in a fair manner. Staff training and awareness sessions are conducted regularly in all company locations to promote compliance and ethics standards.

The Company protects anyone who reports an alleged breach of laws or company policies in good faith and ensures that they shall in no way be put at a disadvantage by the Company as a result of the report.

Finally, given the dual positions of Euronext as a market operator and a listed issuer on the Euronext markets, Compliance has imposed strict personal dealing rules and a conflicts of interest procedure to ensure that neither the staff nor the Company itself could take undue benefits from this situation.

2.2.3 GENERAL INFORMATION

No information on family relationships between members of the Supervisory Board, members of the Managing Board and senior staff, as well as on convictions in relation to fraudulent offences, bankruptcies, receiverships, liquidations or official public incriminations with regard to these persons has been included in this registration document, as these matters are to the best knowledge of Euronext not applicable to these persons.

Further, to the best of Euronext's knowledge, the members of the Supervisory Board and the Managing Board had no potential conflicts of interest in 2014.

Statement of the Managing Board

Responsibilities for the financial statements

In accordance with article 5:25c(2)(c) of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*), the Managing board of Euronext hereby declares that, to the best of its knowledge, (i) the financial statements prepared in accordance with IFRS as endorsed by the EU give a true and fair view of the assets, liabilities, financial position and profit or loss of Euronext and the enterprises included in the consolidation as a whole, and (ii) the Registration Document gives a true and fair view of the position on the balance sheet date, the course of events during the financial year of Euronext and the enterprises included in the consolidation as a whole, together with a description of the principal risks that Euronext faces.

In control statement

In accordance with best practice provision II.1.5 of the Dutch Corporate Governance Code, Euronext's Managing Board is of the opinion that, in respect of financial reporting risks, the internal risk management and control system, as described in 4.2.1 *"Risk management"* and 4.2.2 *"Internal control – code of conduct"*, (i) provides a reasonable level of assurance that the financial reporting in this Registration Document does not contain any errors of material importance, and (ii) has worked properly since Euronext became an independent company on 20 June 2014.

The Managing Board has assessed the risk profile and the design and operating effectiveness of the risk management and control systems; this was discussed with the Audit Committee of the Supervisory Board.

The Managing Board declares that, having taken all reasonable care to ensure that such is the case, the information contained in the Registration Document is, to the best of the Managing Board's knowledge, in accordance with the facts and contains no omission likely to affect its import.

Availability of documentation

The Articles of Association of Euronext, historical information and relevant documentation for investors and shareholders may be viewed on Euronext's website in the Investor Relations section at www.euronext.com/en/investors.

2.2.4 SUPERVISORY BOARD

Euronext has a two-tier governance structure with a Supervisory Board and a Managing Board. The governance arrangements of the Supervisory Board described in this section are based on, among other things, Dutch law, Euronext's Articles of Association and the Rules of Procedures for the Supervisory Board. These arrangements include additional provisions and modifications agreed with the Euronext College of Regulators designed to ensure the long-term stability and autonomy of Euronext and curb possible disproportionate levels of influence that large shareholders may have on it.

Responsibilities

The Supervisory Board is responsible for the supervision of the activities of the Managing Board and the supervision of the general course of the business of Euronext. The Supervisory Board may on its own initiative provide the Managing Board with advice and may request any information from the Managing Board that it deems appropriate. In performing their duties, the members of the Supervisory Board must act in the interests of Euronext and those of its business. The Supervisory Board is collectively responsible for carrying out its duties.

Appointment and dismissal

Members of the Supervisory Board are appointed by the General Meeting (i) in accordance with a proposal of the Supervisory Board or (ii) from a binding nomination to be drawn up by the Supervisory Board, with due observance of the profile (*profielschets*) for the size and the composition of the Supervisory Board adopted by the Supervisory Board and reviewed annually. The profile sets out the scope and composition of the Supervisory board, taking into account the nature of the business, its activities, and the desired expertise, experience, diversity and independence in matters of capital markets in general and in particular in the areas of finance, economics, human resources and organisation, information technology and data processing, legislation and regulation, legal matters and compliance.

The Articles of Association of Euronext provide that each member of the Supervisory Board is appointed for a maximum period of four years provided that unless such member of the Supervisory Board has resigned or is removed at an earlier date or unless otherwise specified in the relevant proposal for appointment, his or her term of office shall lapse on the day of the General Meeting, to be held after four years after his or her last appointment have lapsed. An appointment can be renewed for a term of up to four years at a time.

The General Meeting may suspend or dismiss a member of the Supervisory Board at all times. The Supervisory Board can make a proposal for the suspension or dismissal of a member of the Supervisory Board. If the suspension or dismissal occurs in accordance with a proposal thereto by the Supervisory Board, a resolution of the General Meeting for suspension or dismissal of a member of the Supervisory Board requires an absolute majority of the votes cast. However, such resolution of the General Meeting requires a majority of at least two-thirds of the votes cast representing more than one third of the outstanding and issued share capital, if the suspension or dismissal does not occur in accordance with a proposal by the Supervisory Board.

Meetings and decision-making

The Articles of Association provide that the Supervisory Board shall adopt resolutions by an absolute majority of the votes cast. Each member of the Supervisory Board has one vote. In the event of a tie of votes, the chairman of the Supervisory Board has a casting vote.

A member of the Supervisory Board may not participate in the deliberation and the decision-making process of the Supervisory Board if it concerns a subject in which this member of the Supervisory Board has a direct or indirect personal interest which conflicts with the interest of Euronext and its business enterprise. In such event, the other members of the Supervisory Board shall be authorised to adopt the resolution. If all members of the Supervisory Board have a conflict of interest as indicated, the resolution shall nevertheless be adopted by the Supervisory Board, notwithstanding the conflict of interests.

Members of the Supervisory Board

The Articles of Association provide that the number of members of the Supervisory Board will be determined by the Supervisory Board and will consist of a minimum of three members. Only natural persons can be members of the Supervisory Board. In the event of a vacancy, the Supervisory Board continues to be validly constituted by the remaining member or members of the Supervisory Board.

Following the incorporation of Euronext N.V. on 15 March 2014, Rijnhard van Tets, André Bergen, Arnoud de Pret, Manuel Ferreira da Silva, Jean-Marc Forneri, Jan-Michiel Hessels, Scott Hill, Philippe Oddo and Jeffrey Sprecher were appointed to the Supervisory Board for a first term of four years. Jean-Marc Forneri, Scott Hill and Jeffrey Sprecher retired from the Supervisory Board on 10 July 2014, following Euronext's separation from the Intercontinental Exchange Group. At the Extraordinary General Meeting held on 19 December 2014, Dominique Aubernon, Koenraad Dom and Lieve Mostrey were appointed to the Supervisory Board as representatives of the Reference Shareholders.

Euronext has assessed that all appointments to the Supervisory Board in 2014 are in compliance with the requirements as included in the Dutch 'Wet bestuur en toezicht' regarding the maximum number of Supervisory Board positions.

Dominique Aubernon, Koenraad Dom and Lieve Mostrey took part in an induction programme offered by Euronext. The induction programme consisted of a series of meetings with key staff members, with whom the various aspects of Euronext business, clients and initiatives, governance and regulatory environment, finance and the risk and compliance programme at Euronext were discussed. The other members of the Supervisory Board were considered to be familiar with these items given the fact that they had been members of the Supervisory Board of Euronext's former parent company, and therefore no induction programme had been offered to them.

The Supervisory Board consisted of nine members as at 31 December 2014 and was composed as follows:

Rijnhard van Tets

Rijnhard van Tets chairs the Supervisory Board and chairs the Nomination and Governance Committee. He was appointed to the Supervisory Board of Euronext N.V. in 2003 and became chairman in 2007. He is also the chairman of the Supervisory Board of Euronext Amsterdam. He served as a director of NYSE Euronext from 2007 to 2013.

Mr van Tets served thirteen years on the managing board of ABN AMRO. He has extensive experience as a senior executive at European companies across a variety of sectors. He is currently a partner of Laaken Asset Management. He is Chairman of the Board of Petrofac Ltd and Chairman of the Supervisory Board of OBAM. Amongst other board appointments he was previously Chairman of the Supervisory Board of Wegener and a member of the supervisory board of Reliant Energy N.V. and of the supervisory board of Stichting Holland Casino. He was chairman of Equity Trust Holdings SARL and chair of the Investment Committee of SFB, one of the largest Dutch pension funds.

André Bergen

André Bergen is the vice-chair of the Supervisory Board and chairs the Audit Committee. He was appointed to the Supervisory Board of Euronext N.V. in 2011, and was as a director of NYSE Euronext from 2010 until 2013.

Mr Bergen was appointed as the chief executive officer of KBC Bank in 2003, before being appointed chief executive officer of KBC Group in 2006 and retiring in 2009. He also held various positions at Generale Bank (later Fortis Bank) from 1982 to 1999. He is a member of the board of Cofinimmo S.A., a director of Recticel N.V. and Sapient Investment Managers and a former member of the board of the Flemish Employers Association. During his career, Mr Bergen has taught at different universities in Belgium and abroad and is an economics graduate from the Catholic University of Leuven.

Dominique Aubernon

Dominique Aubernon is a member of the Supervisory Board and a member of the Nomination and Governance Committee. She was appointed to the Supervisory Board in December 2014.

Ms Aubernon is currently the Head of Strategic Advisory of BNP Paribas Group which focuses on defining and implementing the financial policy. She serves as vice-chair of the Supervisory Board of Klépierre and she is a board member of BNP Paribas New Zealand LTD. Prior to her present position, she was CFO of BNP Paribas International Retail Services, a position she held from 2006 to 2008. Previously Ms Aubernon held several senior positions within BNP's and BNP Paribas' Structured Finance, beginning in 1988 when she took an active part in the creation of the Structured Capital Markets and Structured Leasing activities, a department that she headed first in France, then in Europe, and finally worldwide. Her responsibility was then extended to Aircraft and Shipping financing, as Global Head of Asset Financing, from 2002 to 2006. From 1984 to 1990, she was in charge of Origination and Syndication for French issuers within BNP Fixed Income. She joined BNP in 1980 and began her career as asset manager on money market funds. Ms Aubernon holds a BA in Mathematics and Statistics, and a MA in Corporate Finance and Sales Strategy.

Arnoud de Pret

Arnoud de Pret is a member of the Supervisory Board, a member of the Audit Committee and a member of the Nomination and Governance Committee. He was appointed to the Supervisory Board of Euronext N.V. in 2007. He also chairs the advisory board of Euronext Brussels.

From 1991 to 2000, Mr de Pret was a member of the executive committee of Umicore, serving as corporate vice-president finance, and then chief financial officer. Throughout his career, he held a variety of finance positions, including chief financial manager at UCB, treasurer at the Cockerill-Sambre steel company and corporate account manager at Morgan Guaranty Trust Company of New York. He currently sits on both the board and audit committee for UCB, Umicore, Intégrale (Caisse Commune) and Sibelco. Mr de Pret is a representative of the main shareholders of Anheuser-Busch InBev S.A. He trained as a commercial engineer at the University of Leuven.

Koenraad Dom

Koenraad Dom is a member of the Supervisory Board and a member of the Audit Committee. He was appointed to the Supervisory Board in December 2014.

Mr Dom is a finance and risk professional with extensive experience in banking, financial markets, energy and commodities. He has been a member of the Board of Directors and chairs the Audit Committee at Federal Holding & Investment Company (FHIC) since 2006. Before 2012, he was also Group Manager Commodity Risk at Nyrstar, and before 2007 Senior Risk Manager at EDF Luminus. Before that, he held several managing positions at Capco and Fortis AG Group. He started his career as a financial analyst and broker-dealer at Delta Lloyd. Mr Dom holds three masters degrees (Commercial Engineer, European Affairs and Risk Management) and an executive MBA with distinction.

Manuel Ferreira da Silva

Manuel Ferreira da Silva is a member of the Supervisory Board, a member of the Remuneration Committee and a member of the Nomination and Governance Committee. He was appointed to the Supervisory Board of Euronext N.V. in 2012.

Mr Ferreira da Silva has been an executive member of the board of directors of Banco BPI since 2001 and is the CEO of its wholly-owned investment bank. He is chairman of BPI Private Equity and a member of the board of directors of BPI Capital Africa and BPI Madeira. He is also a non-executive member of the Board of the SERRALVES Foundation, Museum of Contemporary Art. He was a member and, between 2012 and 2014, chairman of the representatives council of the University of Porto School of Economics and is a member of the advisory board of the Master in Finance of Católica Lisbon and of the board of PVCI. He was member of the board of the Lisbon and Porto Stock Exchanges between 2000 and 2001 and a member of the advisory board of the Portuguese Securities Market Commission (CMVM) between 2001 and 2005. Between 1980 and 1989, Mr Ferreira da Silva lectured at the University of Porto School of Economics and spent two years as an assistant director of the Navy's Centre of Operational Research. He graduated with a degree in Economics from the Universidade do Porto in 1980 and holds a MBA from the Nova School of Business and Economics (Lisbon, 1982).

Jan-Michiel Hessels

Jan-Michiel Hessels is a member of the Supervisory Board and a member of the Remuneration Committee. He was appointed to the Supervisory Board of Euronext N.V. in 2000 and served as its chairman until 2007, when he left the Supervisory Board to become the chairman of the Board of Directors of NYSE Euronext. After the acquisition of NYSE Euronext by Intercontinental Exchange in 2013, he became a member of the board of directors of ICE (until 2014) and once more a member of the Supervisory Board of Euronext N.V.

Mr Hessels was the chief executive officer of Royal Vendex KBB from 1990 to 2000. He currently chairs Royal Boskalis Westminster N.V. He is also a member of the Supervisory Boards of Euronext Amsterdam and General Atlantic Coop. Mr Hessels has extensive experience as a board member. Over the past fifteen years he served as chairman of the boards for Royal Philips Electronics N.V. He was also a member of the supervisory boards for a number of international companies, including Heineken N.V., Royal Vopak N.V., Laurus N.V., Barnes & Noble Inc., Yule Catto PLC, Dillard's Department Stores Inc. and Fortis N.V. and SC Johnson Inc. in the United States. Mr Hessels holds degrees from the University of Pennsylvania and University of Leiden.

Lieve Mostrey

Lieve Mostrey is a member of the Supervisory Board and chairs the Remuneration Committee. She was appointed to the Supervisory Board in December 2014.

Ms Mostrey joined Euroclear in 2010 as Executive Director and Chief Technology & Services Officer of the Euroclear group. She is a member of the Euroclear Group Management Committee and an Executive Director of the Board. She also chairs 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. Previously, Ms Mostrey was a member of the Executive Committee of BNP Paribas Fortis in Brussels, where she was responsible for IT technology, operations (including securities, payments, credit cards, mortgages, clients and accounts), property and purchasing. Ms Mostrey began her career in 1983 within the IT department of Generale Bank in Brussels, moving to Operations in 1997 and, upon its merger with Fortis in 2006, became country manager for Fortis Bank Belgium. She became Chief Operating Officer of Fortis Bank in 2008, which was acquired by BNP Paribas in 2009. She was also a Non-Executive Director of the Boards of Euroclear PLC and Euroclear S.A./N.V. between 2006 and May 2010. Having earned a degree in civil engineering from Katholieke Universiteit Leuven in 1983, Ms Mostrey completed a post-graduate degree in economics from Vrije Universiteit Brussel in 1988.

Philippe Oddo

Philippe Oddo is a member of the Supervisory Board. He was appointed to the Supervisory Board of Euronext N.V. in 2007.

Mr Oddo is the founder of Oddo Asset Management and has been a general partner at Oddo & Cie since 1987. As the Head of Oddo & Cie, Mr Oddo has diversified the bank's activities, particularly in private and investment banking. He has also overseen the bank's expansion in recent years, including the acquisitions of Delahaye Finances, Pinatton, Crédit Lyonnais Securities Europe, Banque d'Orsay and Banque Robeco. In 1998 he also founded Oddo Asset Management. Mr Oddo is the chairman of the supervisory board of Oddo Seydler Bank AG, a member of the supervisory boards of Fonds de Garantie des Dépôts and European Funds Administration S.A., vice-president of Association Nationale des Sociétés par Actions (ANSA), vice-president of Association Syndicale des Moyennes Entreprises Patrimoniales (ASMEP) and a member of the board of International Fund Raising for Alzheimer Disease. Mr Oddo holds degrees from the University of Paris-Dauphine, the University of New York and the University of Cologne.

The table below contains information on the members of the Supervisory Board that has not been included above (as at 31 December 2014).

Name	Age	Gender	Nationality	Profession	Member since	Independent/ non-independent	End of current term
Rijnhard van Tets	67	Male	Dutch	Asset manager	15/03/2014	Independent	2018
André Bergen	64	Male	Belgian	Banker	15/03/2014	Independent	2018
Dominique Aubernon	58	Female	French	Banker	19/12/2014	Non-independent	2018
Arnoud de Pret	70	Male	Belgian	Consultant	15/03/2014	Independent	2018
Koenraad Dom	46	Male	Belgian	Consultant	19/12/2014	Non-independent	2018
Manuel Ferreira da Silva	57	Male	Portuguese	Banker	15/03/2014	Independent	2018
Jan-Michiel Hessels	72	Male	Dutch	Company Director	15/03/2014	Independent	2018
Lieve Mostrey	54	Female	Belgian	Civil Engineer	19/12/2014	Non-independent	2018
Philippe Oddo	55	Male	French	Banker	15/03/2014	Independent	2018

Three members of the Supervisory Board, namely Dominique Aubernon, Koenraad Dom and Lieve Mostrey, were proposed by the Company's Reference Shareholders, who as a group hold more than a third of the Company's shares. Although this group of shareholders is not a legal entity, the Company regards these three members of the Supervisory Board as non-independent within the meaning of the Dutch Corporate Governance Code. The background of the presence of three non-independent members in Euronext's Supervisory Board is related to the wish of Euronext College of Regulators for Euronext to have a number of stable, long-term shareholders.

Dutch law requires large Dutch companies to pursue a policy of having at least 30% of the seats on both the Managing Board and the Supervisory Board held by men and at least 30% of those seats held by women. This rule is temporary and will cease to have effect on 1 January 2016. Euronext N.V. qualifies as a large Dutch Company and currently does not meet these gender diversity targets with regard to the Supervisory Board, as only two of the nine members of the Supervisory Board are women. It should be noted, however, that with the appointment of two female Supervisory Board members in December 2014 and only one male Supervisory Board member, Euronext is moving towards meeting the criteria and will continue to aim to achieve an even more well-balanced allocation in the future.

During 2014, no Supervisory Board member acted as a delegated Supervisory Board member, nor was any Supervisory Board member involved in Euronext's management.

As far as Euronext is aware, there were no transactions in which there were conflicts of interest with the members of the Supervisory Board that were of material significance to Euronext and/or to any of its subsidiaries during the 2014 financial year.

Euronext's Articles of Association provide for an indemnity for each present or former member of the Managing Board and each present or former member of the Supervisory Board against all costs, charges, losses and liabilities incurred by them in the proper execution of their duties or the proper exercise of their powers in any such capacities in the Company including, without limitation, any liability incurred in defending proceedings in which judgment is given in their favour or in which they are acquitted, or which are otherwise disposed of without a finding or admission of material breach of duty on their part, other than cases of willful misconduct or gross negligence (*opzet of grove nalatigheid*).

The Supervisory Board is supported by Euronext N.V.'s Company secretary, René Geskes.

Euronext N.V.'s registered address serves as the business address for all members of the Supervisory Board, being Beursplein 5, 1012 JW, Amsterdam, The Netherlands.

Committees Supervisory Board

Audit Committee

In 2014, the Audit Committee consisted of André Bergen (Chairman), Arnoud de Pret and Scott Hill. The latter resigned on 10 July 2014 as ICE was no longer a controlling shareholder after Euronext's IPO. Koenraad Dom became a member of the Audit Committee upon his appointment to the Supervisory Board on 19 December 2014.The Audit Committees assists the Supervisory Board in supervising and monitoring the Managing Board by advising on matters such as the compliance by Euronext with applicable laws and regulations, Euronext's disclosure of financial information, including its accounting principles, the recommendation for the appointment of Euronext's external auditor to the General Meeting, the recommendations from Euronext's internal auditor and external auditor, and the review of the internal risk management and control systems and IT and business continuity safeguards.

The roles and responsibilities of the Audit Committee as well as the composition and the manner in which it discharges its duties are set out in the charter of the Audit Committee included in the regulations of the Supervisory Board. The Audit Committee will meet as often as the chairman of the Audit Committee or a majority of the members of the Audit Committee deems necessary but in any event at least twice a year.

Nomination and Governance Committee

Rijnhard van Tets, Arnoud de Pret and Manuel Ferreira da Silva were appointed as members of the Nomination and Governance Committee on 11 December 2014. Dominique Aubernon joined them on 19 December 2014 upon her appointment to the Supervisory Board. The Committee is chaired by Rijnhard van Tets.

The responsibilities of the Nomination and Governance Committee relating to selection and appointment include recommending criteria and procedures to the Supervisory Board for the selection of candidates to the Managing Board and the Supervisory Board and its Committees, identifying and recommending to the Supervisory Board candidates eligible to serve on the Managing Board and the Supervisory Board and its Committees, establishing and overseeing self-assessment by the Managing Board and the Supervisory Board and its Committees, conducting timely succession planning for the CEO and the other positions of the Supervisory Board and the Managing Board and reviewing and evaluating the size, composition, function and duties of the Managing Board and the Supervisory Board, consistent with their respective needs.

The responsibilities of the Nomination and Governance Committee relating to governance include the supervision and evaluation of compliance with the Dutch Corporate Governance Code.

The roles and responsibilities of the Nomination and Governance Committee as well as the composition and the manner in which it discharges its duties are set out in the charter of the Nomination and Governance Committee included in the regulations of the Supervisory Board. The Nomination and Governance Committee will meet as often as necessary and whenever any of its members requests a meeting.

Remuneration Committee

Manuel Ferreira da Silva and Jan-Michiel Hessels were appointed as members of the Remuneration Committee on 8 October 2014. Lieve Mostrey joined them on 19 December 2014 when she was appointed to the Supervisory Board. The Committee is chaired by Lieve Mostrey.

The responsibilities of the Remuneration Committee include analysing the possible outcomes of the variable remuneration components and how they may affect the remuneration of the members of the Managing Board, preparing proposals for the Supervisory Board concerning remuneration policies for the Managing Board to be adopted by the General Meeting, preparing proposals for the Supervisory Board concerning the terms of the service agreements and total compensation of the individual members of the Managing Board, preparing proposals for the Supervisory Board concerning the performance criteria and the application thereof for the Managing Board, preparing proposals for the Supervisory Board concerning the approval of any compensation plans in the form of share or options, reviewing the terms of employment and total compensation of employees directly reporting to the Managing Board and the total compensation of certain other specified employees, defined in consultation with the Managing Board, overseeing the total cost of the approved compensation programmes, preparing and publishing on an annual basis a report of its deliberations and findings and appointing any consultant in respect of executive remuneration.

The roles and responsibilities of the Remuneration Committee as well as the composition and the manner in which it discharges its duties are set out in the charter of the Remuneration Committee included in the regulations of the Supervisory Board. The Remuneration Committee will meet as often as necessary and whenever any of its members requests a meeting.

2.2.5 MANAGING BOARD

The Managing Board is responsible for the day-to-day management of the operations of Euronext and is supervised by the Supervisory Board. As described in the Articles of Associations, the Managing Board is required to inform or seek approval fromthe Supervisory Board depending on the matter. In performing their duties, the members of the Managing Board must act in the interests of Euronext and those of its business. The Managing Board as a whole is authorised to represent Euronext.

As per the Articles of Association, the Managing Board consists of the Chief Executive Officer ("CEO") of the Euronext group, the Head of Markets and Global Sales, the CEOs of the four local exchanges and the Chief Operating Officer ("COO"). The members of the Managing Board are appointed by the General Meeting only in accordance with a proposal of the Supervisory Board or upon a binding nomination by the Supervisory Board. Prior to making a nomination, the proposed nomination must be submitted to the College of Regulators and the Dutch Ministry of Finance for approval.

The Managing Board shall adopt resolutions by an absolute majority of the votes cast knowing that conflicted members cannot participate and that the chairman of the Managing Board has a casting vote.

The following matters require the approval of the Supervisory Board:

- issue and acquisition of shares in the capital of Euronext and debt instruments issued by it or of debt instruments issued by a limited partnership or general partnership of which Euronext is a fully liable partner;
- application for admission of such shares to trading on a regulated market or a multilateral trading facility as described in section 1: 1 of the Dutch Financial Supervision Act or a similar system comparable to a regulated market or multilateral trading facility from a state which is not a member state or the withdrawal of such admission;
- a proposal to reduce the issued share capital;
- entering into or terminating a long-term cooperation with a legal entity or company or as fully liable partner in a limited partnership or general partnership, if such cooperation or termination is of major significance to Euronext;
- the acquisition or disposal of a participating interest in the capital of a company, if the participating interest represents an amount of at least €25 million or such greater amount as the Supervisory Board may determine from time to time and communicates to the Managing Board in writing;
- other investments representing an amount of at least of €25 million or such greater amount as the Supervisory Board may determine from time to time and communicates to the Managing Board in writing;
- a proposal to amend the Articles of Association;
- a proposal to dissolve Euronext;
- a proposal to conclude a legal merger or a legal demerger or to convert Euronext in another legal form;
- application for bankruptcy and for suspension of payments;
- termination of the employment of a considerable number of employees at the same time or within a short period of time;
- far-reaching changes in the employment conditions of a significant number of employees, or far-reaching changes in management incentive schemes or pension schemes;
- the annual budget for the next financial year, including the underlying budgets of the Euronext Market Subsidiaries; and
- proposed investments not covered by the budgets referred to in the preceding paragraph, including proposed investments submitted to the Managing Board by any of the local exchanges, in each case involving an amount greater than such amount as the Supervisory Board may determine from time to time and communicate to the Managing Board in writing.

Additionally, pursuant to Dutch law, resolutions of the Managing Board involving a major change in Euronext's identity or its business require the prior approval of the General Meeting and the Supervisory Board, which in any case include:

- the transfer of the enterprise or practically the whole enterprise to third parties;
- the entering into or the termination of a long-term joint cooperation with another legal entity or company or as fully liable partner in a limited partnership or a general partnership if this cooperation or termination of such a cooperation is of major significance to Euronext;
- the acquisition or disposal of a participating interest in the capital of a company having a value of at least one-third of the amount of the assets according to the balance sheet with explanatory notes thereto, or if Euronext prepares a consolidated balance sheet, according to such consolidated balance sheet with explanatory notes in the last adopted annual accounts.

The Rules of Procedures for the Managing Board provide that the Managing Board of a Euronext Market Subsidiary has the right to reject a resolution by the Managing Board if such resolution solely or principally has an impact on the exchange operated by such Euronext Market Subsidiary and such impact is material or of strategic importance for the Exchange operated by such Euronext Market Subsidiary. Each member of the Managing Board of such Euronext Market Subsidiary has the right to request that the item is placed on the agenda of the Supervisory Board of Euronext. The Supervisory Board shall then discuss the matter with the Managing Board of Euronext, and consider the arguments of the managing board of the Euronext Market Subsidiary, following which the Supervisory Board will take a final and binding decision on the matter.

Members of the Managing Board

The table below lists the members of the Managing Board at 31 December 2014.

Name	Age	Position	Appointed on	Term
Dominique Cerutti	53	Group CEO	15 March 2014	Indefinite
Anthony Attia	40	CEO, Euronext Paris	15 March 2014	Indefinite
Jos Dijsselhof	49	Group COO and Acting CEO, Euronext Amsterdam	16 June 2014	Indefinite
Lee Hodgkinson	42	Head of Markets and Global Sales and CEO of Euronext London	15 March 2014	Indefinite
Luís Laginha de Sousa	49	CEO, Euronext Lisbon	15 March 2014	Indefinite
Vincent Van Dessel	56	CEO, Euronext Brussels	15 March 2014	Indefinite

Dominique Cerutti, Anthony Attia, Lee Hodgkinson, Luís Laginha de Sousa, Vincent Van Dessel and Cees Vermaas were appointed to the Managing Board on 15 March 2014, following the incorporation of Euronext.

Jos Dijsselhof was appointed to the Managing Board on 16 June 2014.

Cees Vermaas resigned from his positions within Euronext on 30 July 2014. Jos Dijsselhof replaced him as acting CEO of Euronext Amsterdam in anticipation of the appointment of a successor.

Euronext has assessed that all appointments to the Managing Board in 2014 are in compliance with the requirements as included in the Dutch 'Wet bestuur en toezicht' regarding the maximum number of Supervisory Board positions.

On 2 February 2015, Euronext announced its intention to have Maurice van Tilburg appointed as a member of the Managing Board and as the CEO of Euronext Amsterdam. Mr Van Tilburg was appointed as the CEO of Euronext Amsterdam on 13 February 2015. He has been with the company and its predecessors in various positions since 1995. Most recently he was Euronext's Head of Business Projects & Design, European Equity and Equity Derivatives Markets. He is also a member of the Amsterdam Economic Board, an advisory body to the city of Amsterdam. Further information on Mr van Tilburg and on the main elements of his employment contract will be included in the agenda of Euronext's Annual General Meeting that will be held on 6 May 2015. Mr van Tilburg is not deemed to have any conflict of interest with Euronext, nor is there any arrangement or understanding with a major shareholder, customer or supplier pursuant to which he was selected to be appointed to these positions.

Euronext's registered address serves as the business address for all members of the Managing Board, being Beursplein 5, 1012 JW, Amsterdam, The Netherlands.

Dominique Cerutti, Chairman and CEO

Dominique Cerutti has been the CEO of Euronext and Chairman of its Managing Board since 2010. From 2010 to 2013, Mr Cerutti was also President and Deputy CEO of NYSE Euronext and member of its Board of Directors. As Global Head of Technology, he was also in charge of both IT and NYSE Technologies, the commercial technology branch of NYSE Euronext. For much of his career Mr Cerutti has worked in international roles covering large scale organisations. Before 2010, Mr Cerutti spent over 20 years at IBM in various roles including General Manager of IBM Europe and General Manager of the leading market services provider in Europe, IBM Global Services EMEA. He was also a member of IBM's Chairman and CEO senior leadership team. Before joining IBM in 1986, Mr Cerutti spent two years at Bouygues, a French civil engineering company, in Saudi Arabia. Mr Cerutti is a Board Member of the LCH.Clearnet Group. He holds an engineering degree from the *École Spéciale des Travaux Publics, du Bâtiment de l'Industrie* (ESTP Paris).

Anthony Attia

Anthony Attia has been the CEO of Euronext Paris since January 2014. With more than 17 years' experience at Euronext, Mr Attia has held a number of responsibilities including market organisation, business strategy, mergers and integration, and trading system design. Mr Attia served as Chief of Staff to the President and Deputy CEO of NYSE Euronext from 2010 to 2013, based in New York. In 2008, following the merger between NYSE and Euronext, he was appointed Senior Vice President in charge of designing and deploying the Universal Trading Platform. In 2004, he served as Executive Director, Head of Operations for Euronext. He was responsible for market surveillance, the operational relationship with customers, and business development projects in Amsterdam, Brussels, Lisbon and Paris. In 2000 he was the Program Director for the Euronext integration, in charge of migrating the French, Belgian and Dutch exchanges to the Euronext Market Model and NSC trading system. Mr Attia joined Société des bourses françaises in 1997. Mr Attia is a board member of LCH.Clearnet S.A., EnterNext, and the French Capital Markets Association (Amafi). He holds an Engineering degree in computer science, applied mathematics and finance from the Institut d'Informatique d'Entreprise and also studied at INSEAD.

Jos Dijsselhof

Jos Dijsselhof has joined Euronext as Chief Operating Officer in 2014. Mr Dijsselhof joined from Australia and New Zealand Bank where he was General Manager Group Hubs based in Singapore. He was responsible for the offshore services for Banking Operations, Shared Services, Technology and Corporate Functions. Before that, in 2008, he joined The Royal Bank of Scotland ("RBS") as Head Group Operations Asia Pacific and managed the integration of ABN AMRO into RBS. Mr. Dijsselhof began his career at ABN AMRO in 1993. At ABN AMRO, he has managed Derivatives, Options Operations and was appointed Regional Head of Markets Operations EMEA in 2000. Subsequently he was promoted to Global Head of Market Operations in 2003 and became the Regional Head of Operations Asia Pacific in 2005. Mr Dijsselhof studied Computer Science and Business Administration and graduated from INSEAD's Advanced Management Program.

Lee Hodgkinson

Lee Hodgkinson is the Head of Markets and Global Sales of Euronext and CEO of Euronext London. Mr Hodgkinson joined Euronext, when it was part of NYSE Euronext, in 2009 as CEO of SmartPool, the European dark pool joint venture with J.P. Morgan, HSBC and BNP Paribas. As a member of the executive committee of NYSE Euronext he led the sales and client coverage division in Europe and Asia for the LIFFE and Euronext businesses. Prior to holding these positions, he was CEO of SIX Swiss Exchange's blue-chip international equity business, SWX Europe (formerly known as virt-x). A member of the Management Board of SIX Swiss Exchange since 2003, he held various executive leadership roles in Zurich including head of the client and products division and head of market operations. Prior to this he spent two years as Head of Market Development at the Cayman Islands Stock Exchange. Mr Hodgkinson began his career with the Markets Division of the London Stock Exchange, where he worked for nine years and is an alumnus of Harvard Business School.

Luís Laginha de Sousa

Luís Laginha de Sousa has been the CEO of Euronext Lisbon and Interbolsa since July 2010. He has joined the Company in 2005 as Chief Operating Officer for Euronext Lisbon. Between 2005 and 2010 he has also held Group responsibilities in the areas of Market Data and Indices/Market Data and Corporate News Distribution. Prior to Euronext, he served as Executive Member on the Board of Caixaweb SGPS, S.A. and as Board Member of several CGD Group companies (Portugal and Spain). He has held managerial roles at Portuguese and Multinational Companies in different Business sectors, and at ICEP (the Portuguese Trade, Tourism and Foreign Investment Agency). Mr Laginha completed the Corporate Finance Programme at London Business School (2004), has an MBA from Universidade Católica Portuguesa (1995) where he also graduated in Economics (1988). He is a lecturer at UCP School of Business and Economics in the courses of International Business (MSc) and Strategic Alliances.

Vincent Van Dessel

Vincent Van Dessel has been the CEO of Euronext Brussels since September 2009. From 2003 to 2009, Mr Van Dessel was General Manager of Euronext Brussels. From January 2000 to June 2003, he was Chairman of the Market Authority of the Brussels Exchanges, responsible for members admission, listing, company information and the supervision of the markets. Upon the merger of the Amsterdam, Paris and Brussels exchanges into Euronext in September 2000, he became member of the Executive Committee of Euronext N.V. Group. He joined the Brussels Stock Exchange in 1992 as Director Markets and Listing and later became member of the managing board of the Brussels Exchanges. Mr Van Dessel started his career as a stockbroker in 1984. He has an MSc in Applied Economics from KU Leuven University and is also a guest lecturer at several universities, including the KU Leuven, UCL Mons and Paris Sorbonne.

Senior Management

Amaury Dauge

Amaury Dauge has been the Chief Financial Officer of Euronext N.V. since January 2014, and is responsible for all aspects of finance, treasury and investor relations. He joined Euronext in 2001. He was Head of Euronext's Strategy and Chief of Staff to the CEO, and in this role he worked on a number of transactions, including Euronext's IPO in 2001, the acquisition of LIFFE and the merger with NYSE, where he led the integration on Euronext's side. After the merger of NYSE and Euronext, he became Chief Operating Officer of European Cash and Listing, in charge of the restructuring of the Business Unit, and of its various business development projects. From 2009 to 2013 he was Head of Corporate Planning and Analysis in New York, where he led the planning process, oversaw performance for the Group, and designed and implemented annual strategic plans to meet the firm's business objectives. Before joining Euronext, he worked as a senior consultant for Atos Origin in Paris, as an auditor for PricewaterhouseCoopers in Luxembourg, and as a credit analyst for BNP Paribas in Dubai. He earned an MBA from INSEAD, a B.A. from INSEEC business school in Paris and is a CIIA (Certified International Investment Analyst – Euro zone CFA equivalent). He has been a member of the SFAF (French Society of Financial Analysts) since 2004.

Catherine Langlais

Catherine Langlais is the Executive Legal Director and General Counsel of the Company. Catherine Langlais joined Euronext Paris' subsidiary Matif S.A. (the French Derivatives exchange) in 1990. Prior to joining Euronext, she had been working since 1977 as an in-house lawyer at Credit National, a French bank (now Natixis). Ms Langlais was involved in the creation of the Euronext group in 2000 and its subsequent listing in Paris in 2001. She was also involved in the merger of NYSE with Euronext in 2007, the acquisition of NYSE Euronext by ICE in 2013 and subsequent separation and IPO of Euronext in 2014.

Ms Langlais has been the Executive Director of Legal and Regulatory Affairs of the Euronext group since 2004, and was a member of the Management Committee of NYSE Euronext. Her present responsibilities include participating in strategy, development policy, and the supervision of all legal matters for the Euronext group. In addition, she coordinates and manages the regulatory and public affairs tasks of the Euronext markets (encompassing Paris, Brussels, Amsterdam, Lisbon and London): rulebook preparation, discussions with the Euronext College of Regulators and approval of all regulatory matters. She also coordinates Euronext group's corporate social responsibility activities. She graduated from the Paris XI Sorbonne University in International Law and from the Paris IV-Sorbonne University in Anglo-American civilization and literature. Ms Langlais has been a *Chevalier de la Légion d'Honneur* since 2009.

Diversity

Dutch law requires large Dutch companies to pursue a policy of having at least 30% of the seats on both the management board and the supervisory board held by men and at least 30% of those seats held by women. This rule is temporary and will cease to have effect on 1 January 2016. Euronext qualifies as a large Dutch Company and currently does not meet these gender diversity targets with respect to the Managing Board, as all of its members are men. This is partly related to historical circumstances and partly to the sectors in which Euronext is active. Euronext will continue to promote gender diversity within its Managing Board by striving to increase the proportion of female members by taking into account all relevant selection criteria including, but not limited to, gender balance, with regard to future appointments.

Service Agreements and Severance Arrangements of the Members of the Managing Board

Set out hereafter is a summary of the termination and severance arrangements included in the service agreements of the members of the Managing Board. The agreements follow applicable local practices and have no provisions that do not comply with any applicable local practice. Notice periods included in the service agreements of the members of the Managing Board to terminate the agreements vary depending on the jurisdiction where the agreement is entered into but do not exceed four months. In addition, severance payment arrangements of the members of the Managing Board also vary depending on the jurisdiction where the agreement is entered into but do not exceed two years base salary.

The agreement with Luís Laginha de Sousa can be terminated upon four months prior notice. The agreement with Vincent Van Dessel can be terminated upon two months prior notice. The agreements with Dominique Cerutti, Anthony Attia, Jos Dijsselhof and Lee Hodgkinson do not contain a notice period for termination of their contract and their contract can be terminated by observing a notice period in accordance with applicable labour law, which period may vary depending on the facts and circumstances at the time of termination of the contract. The agreements for Dominique Cerutti, Anthony Attia and Lee Hodgkinson contain a severance payment arrangement entitling them to a severance payment of two years' salary if the agreement is terminated without cause. The service agreements of Vincent Van Dessel, Luís Laginha de Sousa and Jos Dijsselhof do not include any severance payment arrangements. However, Vincent Van Dessel, Luís Laginha and Jos Dijsselhof may, pursuant to applicable labour law, be entitled to a payment upon termination of their contract which may vary depending on the facts and circumstances at the time of termination of the contract.

2.3 Report of the Supervisory Board

2.3.1 MEETING

The Supervisory Board met eight times in 2014: there were four in-person meetings, two conference calls and two meetings by videoconference.

2.3.2 SUPERVISORY BOARD ATTENDANCE RECORD

On average, 87% of the Supervisory Board members were present at these meetings.

Each Supervisory Board meeting was also attended by all or by most members of the Managing Board. In addition, several managers were invited to discuss specific items included on the Supervisory Board's agenda.

2.3.3 SUPERVISORY BOARD ACTIVITIES

The Supervisory Board was informed and consulted by the Managing Board in all meetings on the course of business and the main risks attached to it, Euronext's financial and operational performance and matters related to the Euronext's governance and strategy. In addition, the IPO of Euronext N.V. and the prospectus and regulatory processes were discussed in depth. The meeting of the Supervisory Board that was held on 19 November 2014 was entirely dedicated to Euronext's strategy.

During the meetings held in 2014, the Supervisory Board approved the quarterly and semi-annual statements, the semi-annual report, the budget for 2015, material contracts, the Prospectus for the IPO of Euronext in relation to its listing on Euronext Amsterdam, Euronext Brussels and Euronext Paris, the Prospectus in relation to the listing on Euronext Lisbon, the Code of Conduct, the Insider Trading policy, the Whistleblower policy, and the agendas of the General Meetings, including the nomination for appointments to the Supervisory Board and the Managing Board, the nomination of the external auditor, proposals regarding the amendment of the Articles of Association, proposals regarding the remuneration policy, the employee share ownership plan and the dividend policy, and proposals regarding Rules of Procedure, among other items.

All meetings of the Supervisory Board were prepared by the Chairman of the Managing Board in close co-operation with the Chairman of the Supervisory Board.

2.3.4 BOARD EVALUATION

Euronext N.V. was incorporated on 15 March 2014. No evaluation of the Supervisory Board took place between that date and 31 December 2014. The first annual evaluation of the Supervisory Board took place in February 2015. This evaluation was conducted through questionnaires, the results of which were compiled by the Corporate Secretary. This report on the outcome of the questionnaires was discussed initially by the Nomination and Governance Committee and subsequently by the Supervisory Board as a whole.

The topics included in the questionnaires covered, among other items, the interaction with the Managing Board, the Supervisory Board meetings, chairmanship, communications, decision making processes, succession and development planning, shareholder value, the composition of the Supervisory Board and the committee structure.

After discussions on the results of the questionnaires, the Supervisory Board concluded that both the Supervisory Board as a whole and its committees have performed well, taking into account that 2014/2015 was a transitional year and that there is still room for improvement. However, it was also a challenging year given the Demerger, the preparations for and the execution of the IPO, and the Supervisory Board is pleased about how this has been dealt with. More in depth conclusions are likely to be drawn from the evaluation to be held in 2016.

2.3.5 REPORT AUDIT COMMITTEE

The Audit Committee convened five times in 2014. Before the IPO, the Audit Committee of Euronext, as a subsidiary of ICE, met three times. After the IPO the Audit Committee met twice. These meetings were regularly attended by, in addition to the members of the Audit Committee, the Chairman of the Supervisory Board, the CEO, members of the executive committee and the external auditors. When discussing certain items of the agenda and where appropriate, senior business managers, the Head of Risk and Compliance department, the General Counsel and the General Auditor were present.

In addition, the Audit Committee held regular individual discussions with – among others – the external auditors, the CFO, the Head of Risk and Compliance department, the General Counsel and the General Auditor. The Supervisory Board was regularly informed about the results of these discussions. The Chairman of the Audit Committee reported to the Supervisory Board about the activities of the Committee and about its meetings and discussions in the next following Supervisory Board meetings.

Apart from several recurring items such as the annual and quarterly figures, risk management, the investor base, the post IPO share price development, the appointment of the external auditor, the General Auditor's audit planning and the Group's budget, much attention was given to specific items around the separation of Euronext from ICE and the preparations of the IPO. On 6 May 2014, the Audit Committee also discussed the many aspects of the separation of Euronext from ICE (including the Service Level Agreements with ICE) and the IPO Prospectus. On 31 July 2014, the Audit Committee also discussed the revolving credit facility and several regulatory demands regarding the capital requirements. On 5 November 2014, items such as treasury matters, the third quarter results, an update on the Risk programme, risk profile of the Company, the design and operating effectiveness of the risk management and control systems, the consolidated risk report and the audit plan of the external auditor were discussed.

2.3.6 REPORT REMUNERATION COMMITTEE

After the IPO, a Remuneration Committee was formed. It held two meetings and several conference calls in 2014. The Committee focusses on the alignment of remuneration strategy with relevant peers and market practice. With an outside consultant specialised in that field, a peer group analysis was conducted and the overall remuneration of the top 20 managers of Euronext (forming the Executive Committee) is being benchmarked against those peers. The results of this benchmark and the effect on the current remuneration composition will be evaluated and implemented in 2015. The guiding principles of potential changes as a consequence of this benchmark will focus on ensuring total compensation is adequate to ensure high calibre senior management can be attracted, retained and motivated while aligning their reward to Company results.

2.3.7 REPORT NOMINATION AND GOVERNANCE COMMITTEE

Given the fact that it was only appointed in December 2014, the Nomination and Governance Committee did not meet in 2014.

2.3.8 FINANCIAL STATEMENTS

The Managing Board has prepared the 2014 financial statements and has discussed these with the Supervisory Board. The financial statements will be submitted for adoption at the 2015 Annual General Meeting as part of the Registration Document.

2.4 Remuneration report

2.4.1 REMUNERATION POLICY

Remuneration

The principles of Euronext's remuneration policy are to ensure adequate performance based rewards are paid to ensure alignment of management with its shareholders' short-term and long-term interests creating the ability for the Company to attract and retain high calibre staff at all levels.

Therefore Euronext's remuneration policy:

- creates a remuneration structure that will allow the Company to attract, reward and retain qualified executives; and
- provides and motivates executives with a balanced and competitive remuneration that is focused on sustainable results and is aligned with Euronext's long-term strategy.

In determining the level and structure of the remuneration of the members of the Managing Board, the Remuneration Committee takes into account, among other things, the financial and operational results as well as non-financial indicators relevant to Euronext's long-term objectives. The Remuneration Committee has performed and will perform scenario analyses to assess that the outcomes of variable remuneration components appropriately reflect performance and with due regard for the risks to which variable remuneration may expose the Company.

In determining the compensation of members of the Managing Board, the Supervisory Board has taken and will take into account the impact of the overall remuneration of the Managing Board on the pay differentials within the Company.

The remuneration of the members of the Managing Board consists of the following components:

- a fixed (base) salary component;
- a short-term variable component in the form of cash and equity;
- a long-term variable component in the form of a long-term incentive policy (the "LTIP"); and
- if and when applicable, pension provisions and fringe benefits.

Euronext believes that it is crucial to provide shareholders with transparent and comprehensible information about its remuneration philosophy. The first source of information for shareholders is the Compensation Report. The information provided during the Company's analyst presentations, meetings with shareholders and during the annual general meeting of shareholders is the second most important source of information. It is also critical to explain to shareholders why a proper remuneration system has a positive impact on the Company and how it helps to align the interest of all stakeholders.

For instance, in some countries, listed companies already have to submit the remuneration of their executives (board of directors, executive committee and/or advisory board) to a binding shareholders say-on-pay vote at the annual general meeting of shareholders. In other countries strong recommendations by national or international corporate governance bodies (such as the International Corporate Governance Network) exist. Euronext is committed to implement best practice for say-on-pay, considering existing applicable legislation, planned legislation such as the EU shareholders rights directive, and recommendations in the jurisdictions in which it is active as guiding principles. Other best practices will be followed such as benchmarking against comparable institutions, defining measurable performance targets and balancing short-term and long-term remuneration components notably through an adequate cash-to-stock ratio.

As of 1 January 2015, these principles will apply to all components of the remuneration of the Managing Board. The tables hereafter reflect the current remuneration of the Managing Board and apply to 2014 only.

Executive Remuneration Summary

The remuneration of the Managing Board is composed of the following key elements:

Element	Purpose	Commentary
Base salary	Reflects the responsibility and scope of the role taking into account seniority and experience	Base salary is reviewed annually against the relevant market.
Variable salary	Reward annual financial and individual performance	Target 150% of base salary for the CEO and 50% or 80% of base salary for other Managing Board members.
		For the Managing Board, 50% of total variable salary is paid in equity. Equity awards vests in three years in three equal instalments.
		The payment of the variable salary component is for 50% based on strict financial performance criteria (such as EBITDA and costs reduction) and for 50% based on individual objectives.
		The full variable salary percentage is payable if 100% of the relevant targets are met. If the relevant targets are met for 70% or less, no variable salary will be payable. If the relevant targets are met for more than 70%, a corresponding percentage of the variable salary will be payable. If the relevant targets are exceeded, up to 133% of the variable salary may be paid out.
LTIP	Incentivises performance over the longer term and aims to retain key employees	Maximum 165% of base salary for the CEO, and ranging from 50% to 120% for other Managing Board members depending on role and seniority. LTIP awards vest after three years. The grant of LTIP awards will be determined on the rules set by the Remuneration Committee and are linked to performance criteria.
Pensions	Provides market competitive pension benefits. Applies only to the Netherlands	Managing Board members who are based in the Netherlands are under an average earning pension scheme which complies with applicable Dutch legislation and is in line with Dutch market practice.

2.4.2 REMUNERATION OF MANAGING BOARD MEMBERS

Managing Board and Senior Management Remuneration for 2014

Euronext's Supervisory Board establishes the individual remuneration of the members of the Managing Board within the framework of its remuneration policy as adopted by the General Meeting upon a recommendation by the Remuneration Committee.

The total remuneration for the members of the Managing Board, for the year 2014 amounts to €5,077,287. This total remuneration amount consists of (i) an aggregate base salary of €2,569,064, (ii) aggregate short-term incentive compensation of €2,508,223 based on the achievements against objective measureable criteria and (iii) aggregate amount to be contributed to pensions of €436,741. For the Managing Board members in active service on 31 December 2014 these amounts are as described herewith:

Base and Variable Salary

Name	Currency	Base Salary	Variable Salary (cash)	Variable Salary (equity)	Pension Contribution
Dominique Cerutti	EUR	725,000	75%	75%	
Anthony Attia	EUR	300,000	40%	40%	
Jos Dijsselhof[(a)]	EUR	400,000	44%	44%	93,025
Lee Hodgkinson	GBP[(b)]	264,600	40%	40%	
Luís Laginha de Sousa	EUR	230,000	25%	25%	
Vincent Van Dessel	EUR	263,551	25%	25%	

(a) Jos Dijsselhof was in active service for six months in 2014 as he joined on 1 July 2014. The amounts have been annualised.

(b) Lee Hodgkinson is based in the United Kingdom and is paid in GBP.

The fixed compensation components consist of base salary and pension contributions, if applicable. These components are linked to the overall job responsibilities of the individual Managing Board member and reflect internal consistency.

The variable salary consists of an annual performance compensation component as a percentage of base salary. The percentages referred to above are target percentages of the annual base salary, which are only payable if all objectives are met. Performance criteria are set and reviewed on an annual basis by the Remuneration Committee and the Supervisory Board and are linked to quantitative financial criteria and qualitative personal objectives both weighing for 50% of the overall achievable result. Of the variable salary, 50% is payable in equity which vests in three years in three equal instalments and 50% is payable in cash.

2.4.3 REMUNERATION OF SUPERVISORY BOARD MEMBERS

Reference is made to the 2014 financial statements included in this annual report for an overview of remuneration paid to Euronext's Supervisory Board members.

The General Meeting held on 19 May 2014 has set the annual remuneration for the members of the Supervisory Board in accordance with the schedule below.

Chairman of the Supervisory Board	€70,000
Vice-chairman of the Supervisory Board	€60,000
Member of the Supervisory Board	€55,000
Chairman of the Audit Committee (in addition)	€10,000
Member of the Audit Committee (in addition)	€6,000
Chairman of the Nominating and Governance Committee (in addition)	€8,000
Member of the Nominating and Governance Committee (in addition)	€6,000
Chairman of the Remuneration Committee (in addition)	€10,000
Member of the Remuneration Committee (in addition)	€6,000

The members of the Supervisory Board have been remunerated pro rata with effect from 19 May 2014. They did not receive compensation before that date in relation to these positions.

The gross amounts that were paid to members of the Supervisory Board after 19 May 2014 are as follows:

Rijnhard van Tets	€43,246.58
André Bergen	€43,246.57
Arnoud de Pret	€37,686.30
Manuel Ferreira da Silva	€33,979.45
Jean-Marc Forneri	€7,986.30
Jan-Michiel Hessels	€33,979.45
Philippe Oddo	€33,979.45
TOTAL	**€234,104.10**

The members of the Supervisory Board who were appointed on 19 December 2014 will receive their remuneration with regard to 2014 in 2015.

Before 19 May 2014, the members of the Supervisory Board received remuneration in relation to their membership of the Supervisory Board of Euronext N.V., which was renamed NYSE B.V. on 2 May 2014 and which was Euronext N.V.'s (until 2 May 2014: Euronext Group N.V.'s) parent company at the time. The amounts that have been paid to the members of the Supervisory Board by Euronext's former parent company are not included in this overview.

The Supervisory Board has six meetings per year and 40% of the remuneration of the members of the Supervisory Board is payable subject to attendance of Supervisory Board meetings.

One of the current members of the Supervisory Board, Lieve Mostrey, has waived remuneration. The Supervisory Board members who, until their retirement following Euronext's separation, were also executive directors or officers of Intercontinental Exchange Group, namely Scott Hill and Jeffrey Sprecher, had also waived remuneration.

Two of the members of the Supervisory Board, Rijnhard van Tets and Jan-Michiel Hessels, also receive remuneration in relation to their positions in the Supervisory Board of Euronext Amsterdam, one of Euronext's subsidiaries.

Euronext does not issue option or share plans or other incentive plans to the Supervisory Board. On 23 June 2014, R. van Tets purchased 5,000 shares of Euronext N.V.

Euronext has not granted any loans to members of the Supervisory Board.

Costs and expenses related to Supervisory Board membership may be reimbursed.

There are no service contracts which provide for benefits upon termination of employment with members of the Supervisory Board.

2.4.4 REMUNERATION CHART AND OPTION SCHEME

Long Term Incentive (LTI)

The annual conditional LTI awards are delivered based on the relative standing of Euronext's performance against the performance 4 direct competitors. The performance criteria used to determine the actual allotment at vesting date of conditionally granted LTI will be:

- the percentage difference between Euronext's Total Shareholder Return ("TSR") performance of the preceding three years (prior to vesting date) compared to the average TSR of the 4 exchanges used as comparator benchmark;
- the percentage difference between Euronext's EBITDA margin of the preceding three years (prior to vesting date) compared to the average EBITDA margin of the 4 exchanges used as comparator benchmark;
- both these percentages having equal weight and being used as the discount or multiplier percentage on the conditionally granted LTI.

An overall underperformance in reference to the comparator group will lead to a discount on the conditional LTI at vesting date whereby a 20% negative deviation leads to a 50% reduction of conditionally granted LTI at vesting date. Over performance will lead to a multiplier whereby a 33.3% outperformance of the comparator group will lead to an increase of 100% in conditionally granted LTI at vesting date. This level of outperformance reflects the absolute cap of the LTI allotment.

The main features of the LTI arrangements are the following:

- Equity awards will be made in the form of performance shares with a 3 year cliff vesting schedule;
- The provisional and conditional target grant of LTI will be a percentage of gross annual salary;
- At vesting date the actual grant will be determined taking into consideration the performance of Euronext against the criteria of TSR and EBITDA (as described above).

The amount of LTI awards will be determined annually by the Supervisory Board depending on the contribution to the long term development of Euronext. In principle it is the intention:

- to issue a maximum of seven and a half percent (7.50%) Restricted Stock Units (the "Restricted Stock Units") entitling to a maximum of five million two hundred fifty thousand, (5,250) million newly issued or already existing Shares of the Company for a five (5) year period starting in 2015;
- to issue in principle an average of one and a half percent (1.50%) Restricted Stock Units per calendar year unless the financial results or exceptional circumstances would allow for a specific under- or over allotment;
- to determine the conditions of grant of the Restricted Stock Units in accordance with the terms and conditions set forth in this Remuneration Policy document;
- to allocate the Restricted Stock Units to employees and Corporate Officers of the Group from time to time (the "Participants") during a fixed period of five (5) years from the date of said General Meeting, in accordance with Dutch law, as determined by the Supervisory Board from time to time and further in accordance with this Remuneration Policy.

LONG-TERM INCENTIVE (LTI) COMPONENT AS A PERCENTAGE OF THE BASE SALARY FOR MANAGING BOARD MEMBERS

Position	On target annual conditional LTI as % of base salary	Maximum LTI as % of base salary at vesting, all performance conditions overachieved by 33.3%
CEO	100.00%	200.00%
COO / Head of Global Markets & Sales / CFO	75.00%	150.00%
CEO France & Netherlands	75.00%	150.00%
CEO Belgium & Portugal	50.00%	100.00%

In addition, on 2 February 2015, Euronext declared unvested unrestricted stock units held by M. Van Tilburg amounting to 5,102 shares.

Short term incentive (STI)

Performance conditions for the short term incentive: these will be set by the Supervisory Board annually for the relevant year and shall include criteria concerning Euronext's financial performance, quantitative criteria representing company performance and/or individual qualitative performance. For 2015 the performance criteria for the short term incentive will be based for:

- 20% on delivery against preset EBITDA targets;
- 20% on delivery against preset cost reductions and cost containment targets;
- 20% on successful execution of certain initiatives in the strategic plan;
- 20% on financing the real economy and developing and running stable local markets;
- 20% on strict individual targets.

The targets that are set for the individual Managing Board members are challenging but realistic. All short term incentive objectives are supportive of the long term strategy of Euronext and aligned with shareholder interests.

An overall underperformance of the set objectives will lead to a discount of the STI payment whereby a 20% negative deviation leads to a 50% reduction of STI. Over performance will lead to a multiplier whereby a 20% outperformance of the set objectives will lead to an increase of 50% of STI. This level of outperformance reflects the absolute cap of the STI.

SHORT-TERM INCENTIVE (STI) COMPONENT AS A PERCENTAGE OF THE BASE SALARY FOR MANAGING BOARD MEMBERS

Position	On target annual STI as % of base salary	Maximum STI as % of base salary
CEO	75.00%	112.50%
COO / Head of Global Markets & Sales / CFO	50.00%	75.00%
CEO France & Netherlands	50.00%	75.00%
CEO Belgium & Portugal	40.00%	60.00%

2.4.5 LOCK-UP OF ORDINARY SHARES

At the time of the IPO, each of the members of the Managing Board and the Supervisory Board agreed that for a period of twelve months they will not, without the prior written consent of the joint global coordinators of the IPO (acting on behalf of the underwriters): (A) directly or indirectly, offer, pledge, sell, contract to sell, sell or grant any option, right, warrant or contract to purchase, exercise any option to sell, purchase any option or contract to sell, or lend or otherwise transfer or dispose of any Ordinary Shares or other shares of the Company or any securities convertible into or exercisable or exchangeable for Ordinary Shares or other shares of the Company or request or demand that the Company file any registration statement under the Securities Act or any similar document with any other securities regulator, stock exchange or listing authority with respect to any of the foregoing; (B) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of any Ordinary Shares or other shares of the Company, whether any such transaction is to be settled by delivery of Ordinary Shares or such other securities, in cash or otherwise; (C) publicly announce such an intention to effect any such transaction; or (D) submit to the Company's shareholders or any other body of the Company a proposal to effect any of the foregoing. The foregoing shall not apply to: (i) any transfer of Ordinary Shares to any legal successors following death or incapacity; or (ii) any transfer of Ordinary Shares following the acceptance of a public takeover bid in respect of the Shares.

2.4.6 EMPLOYEE PROFIT SHARING AND INCENTIVE PLANS

Long-Term Incentive Plan ("LTIP")

Euronext operates an LTIP scheme to ensure long-term alignment of senior and key employees with the financial performance and stability of the Company and for retention purposes. Awards granted under the LTIP vest after three years.

Up to 3% of the currently issued and outstanding share capital of the Company can be granted to employees of the Company under the LTIP and the equity component of the variable salary of the members of the Managing Board by way of newly issued Ordinary Shares or from treasury stock. LTIP awards can be granted to the Managing Board, key managers and directors and high performers within Euronext. The pool of eligible candidates under the LTIP will be reviewed on an annual basis by the Remuneration Committee. The table below sets out the LTIP awards that have been granted to the members of the Managing Board at the date of the Offering expressed as a percentage of the base salary.

Name	LTIP grant as a percentage of Base Salary
Dominique Cerutti	165%
Anthony Attia	120%
Jos Dijsselhof	120%
Lee Hodgkinson	120%
Luís Laginha de Sousa	50%
Vincent Van Dessel	50%

Members of the Managing Board are required to build up and maintain holdings of at least one year of their base salary in Ordinary Shares.

Concurrently with the Offering, the Company offered Ordinary Shares to all eligible employees, which Ordinary Shares are held through the French *Fonds Commun de Placement d'Entreprise* "Euronext Group" ("FCPE"). The number of units held by the members of the Managing Board in the FCPE are included in the table below.

Name	Number of FCPE Units
Dominique Cerutti	5,625
Luís Laginha de Sousa	2,500
Anthony Attia	1,250
TOTAL	**9,375**

2.5 Corporate social responsibility

Euronext considers Corporate Social Responsibility ("CSR") as an ongoing commitment towards all of its stakeholders. Although 2014 was a year of transition for the newly independent group, Euronext was mindful of corporate responsibility all along the year.

The core values that Euronext focused on in 2014 were integrity, innovation and transparency. These are notably reflected in the Company's governance.

Particular attention was shown to the design of a CSR management process during the second semester: the Group's Managing Board has overall responsibility for the CSR policy and an Executive director has been tasked with the coordination of the Group's CSR actions. The new CSR Group Committee, composed of two representatives for each of the five locations and belonging to various departments across the group, has been created and tasked with the objective to identify the CSR actions to be proposed to the Managing Board. One of the Managing Board's directors sponsors the Committee's ongoing tasks.

During Euronext's first semester as an independent entity, the analysis of the Company's corporate responsibility encompasses the following four areas: Stakeholders, Employees, Communities, and Sustainability Awareness.

The corporate responsibility mission statement of Euronext covers the following:

- deliver a high integrity ecosystem, for all its global stakeholders and its community, thereby contributing to enhancing the security and transparency of Euronext's markets;
- favour the wellness of its employees through responsible Human Resources policies;
- engage in contributing to developing the environmental sustainability of the ecosystem.

2.5.1 STAKEHOLDERS

Governance

The governance of Euronext reflects the highest standards of independence, oversight, and transparency. The Company applies strict principles and guidelines to its own governance practice and to the companies that list on its markets.

Euronext's two-tier governance is composed of a Supervisory and a Managing Board. The Supervisory Board's main task is the supervision of the Company's management. The functions of Chief Executive Officer ("CEO") (chairing the Managing Board) and Chairman (chairing the Supervisory Board) are separated. Newly recomposed at the moment of the IPO, by the end of 2014 the Supervisory Board included nine directors including two female directors. Six directors are independent, which corresponds to a ratio of 66% independent directors. Newly appointed directors meet with key managers from within the Company and receive appropriate training.

Executive compensation respects the Company's remuneration policy, ensuring adequate performance based rewards. For further details please see section *"Remuneration Policy"*.

The Enterprise Risk Management framework also illustrates Euronext's commitment to CSR. Please see section 4.2.1 *"Management Control structure"*.

Detailed information about Euronext's Governance can be found on the Corporate Governance page on Euronext's website as well as in sections *"Corporate governance"* and *"Management & control structure"* of this Registration Document.

Shareholders

Euronext has an ongoing dialogue with financial analysts, shareholders and investors. The Company focuses on communicating clearly and providing transparent explanations. Euronext has decided to publish full financial statements on a quarterly basis. These results are commented twice a year in a physical meeting for analysts and investors (semi-annual and annual results), and twice a year through conference calls. In addition, Euronext participated in four conferences in 2014, conducted roadshows in six countries (England, France, Germany, Switzerland, the Netherlands, the United States) and met with over 200 investors. Euronext is willing to continue to engage with its shareholders on a regular basis so as to enhance the knowledge of the Company and the understanding of its strategy.

Clients

Euronext continues to reinforce its business integrity by striving to improve the services it provides, making responsible business decisions, and actively managing the social and environmental impacts of its actions to help individuals, communities, businesses and economies progress and grow.

Euronext is a leading service provider of services for issuers, investors, intermediaries and data vendors. The product and sales teams, the issuer client coverage group, the market supervision team and the technology department provide competent care in the relationship management across all of the Group's customers.

At EnterNext, over 1,200 individuals meetings were held with a broad spectrum of listed and non-listed companies to promote financial markets and accompany entrepreneurs in their development projects. To fulfil its mission, EnterNext capitalises on the local representations that have been set up in major French cities as well as in Lisbon, Brussels and Amsterdam. Pedagogy, education and proximity are core values which underpin EnterNext's strategic deployment. In keeping with this logic, EnterNext seeks to make its issuers aware of social responsibility issues. As an example, in 2014, newly listed issuers donated around €120,000 to charities.

Euronext's markets and sales teams held over 700 transaction client meetings in 2014, covering a vast array of topics, either bilaterally or on a group level, during which it consulted closely with trading customers to create products and services that meet their needs and requirements. Euronext has been particularly active with regard to new equity derivative and commodities product launches, in many cases receiving clients' public endorsement for the Company's development plans.

Suppliers

Euronext's goal is to drive excellence throughout its organisation and to support and positively influence its supply chain.

Euronext works with suppliers who share its own values and focused in 2014 on starting a review of its Requests for Proposals' processes. In 2015, the Company will complete this exercise with specific attention to the suppliers' environmental and social responsibility features, and will introduce a Suppliers' Code of Conduct which will be part of the selection criteria for suppliers.

2.5.2 EMPLOYEES

Human Resources responsible policy

Euronext promotes the values of integrity, communication and excellence among its employees. It fosters a culture of customer service, information sharing, innovation and growth within the management team and staff. The Group worked on the preparation of a global performance-based compensation in the second half of 2014 that includes equity ownership in the Company's share capital by a broad base of its employees to reflect its shared, company-wide objectives, which covers achieving key financial profitability metrics, growth, innovation and a high level of customer service.

The group pays the utmost attention to Career and Talent Management as a way to give opportunity to all employees. For instance in 2014, a pilot program was held for high talented employees within the Markets and Global Services department, and seventeen employees across all Euronext locations participated in a four day training session, enabling them to take control of their career with the benefit of receiving mentoring from senior executive management.

The compensation policy is fully aligned with performance based on a self-evaluation including a personal development plan, discussed during a meeting with managers. A new system will be put in place for 2015, using more granularity to ensure alignment between individual remuneration and the Group's achievements. Please see section *"Remuneration Policy"*.

When development needs have been identified by a department, the HR team provides consulting and assistance to management on appropriate learning and development solutions. Department-specific training is generally defined by local management and HR.

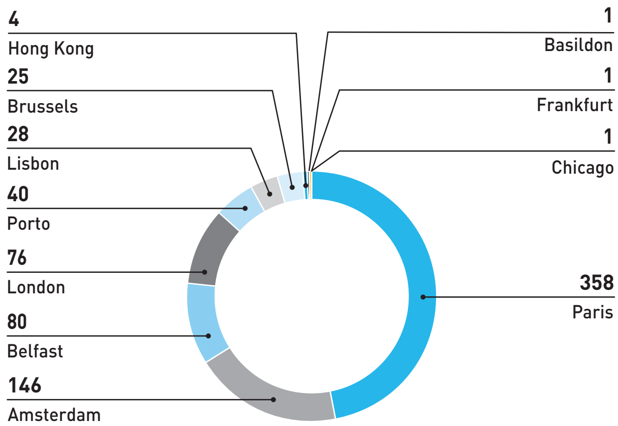
Information sharing with the staff includes regular mini-conferences organised locally in each office for local staff on *ad hoc* subjects, for example updates on European Regulation, product development, internal organisation of a business line, and corporate responsibility.

Euronext Staff at 31 December 2014

The total number of employees as of 31 December 2014 was 760.

Euronext's average employee is 42 years old, with 68% per cent in the 30-50 age bracket (30% in the 31-40 bracket, and 38% in the 41-50 bracket), 12% per cent under 30 years old and 20% per cent above 50 years old.

At 31 December 2014, the split of employees by location is as follows:



Ethics

Euronext's commitment to high ethical and legal standards of conduct remains a top priority, and the Group aims to be a model for the industry by supporting the highest ethical standards in its dealings with its colleagues, employees, business partners, customers and in its communities.

Euronext expects high standards of ethical behaviour from all its employees. The Group Code of Business conduct and Ethics applies to directors and all employees and Euronext is continuously educating its staff about their responsibilities and obligation, and closely monitors compliance. The Code of Conduct explains the Company's core values and basic ethical obligations in conducting business. In particular, it addresses the following themes:

- conflicts of interest;
- inside information and personal trading;
- confidential information and privacy;
- anti-money laundering, sanctions and anti-bribery.

For more information on the Code of Conduct please see section *"Internal control – code of conduct"*.

Diversity

The total number of employees as of 31 December 2014 was 760, among which 236 female and 524 male employees. There is 31% of female employees at Group level.

As the operator of several regulated markets and MTFs spread over Europe, Euronext has offices in Belgium, France, Portugal, the Netherlands, the UK and the US and a representative office in Hong-Kong.

Euronext's employees represent forty-seven different nationalities, reflecting the diversity of its customer base.

The composition of the Supervisory Board and Managing Board also represent the blend of Euronext's cultures. At management level in particular, the Managing Board is composed of Executives from five nationalities, and among the Executive Committee there are fifteen male and four female Executive directors representing seven nationalities.

2.5.3 COMMUNITY

Volunteering

Euronext's employees give time to volunteering initiatives.

In 2014 several initiatives were pursued locally, such as:

- in Amsterdam: Participation in two "Opkikker days" (family outings for people with a child with a long term illness). The Exchange Experience at the exchange building had almost 3000 visitors from educational institutions in 2014, and Euronext staff explained the role of the exchange over 400 years, and its current role in the real economy; activities organised with JINC (a non-profit organisation which helps young people from low-income neighbourhoods to develop, personally, socially and economically). Amsterdam organised several sessions with pre-vocational/vocational secondary schools to help them plan and organise their time and has enabled several flash-internships;
- in Brussels: Courses in finance/securities given in the context of Belgian Junior Achievement organisation VLAJO aiming to create a positive image of entrepreneurship, and participation with Belgian bank representatives in a Commission organised by Karel de Grote University College; legal assistance provided to Plan Belgium (non-profit organisation);
- in Lisbon and Porto: partnership with "Grace", an organisation that creates company volunteering initiatives, through which four volunteers at Interbolsa participated in reforestation and beach cleaning, and five Lisbon employees participated in financial literacy initiatives;
- in London: staff volunteering time with families of sick children on a Sunday at Great Ormond Street Hospital;
- in Paris: long-term volunteering with "Entreprendre pour Apprendre-EPA": seven Young Entrepreneurship programmes were mentored by a dozen staff volunteers during the school year or on an *ad hoc* basis. In June 2014, twenty staff volunteers agreed to either be members of the jury at EPA's national championship to offer "the Best Business Model Award" or to be members of the jury in pairs as "experts" of the business world to identify the best national mini-companies on offer; participation in the "National Day of Young people – JNDJ": ten staff volunteers assisted twenty students studying for competitive literary exams.

In 2015, the CSR Group Committee will identify a common theme across all locations in the area of financial literacy which will be the major action for volunteers.

Giving Visibility

Euronext has a programme of Opening or Closing the markets with a Bell event ("Gong" in Amsterdam). Some of these events gave visibility to international causes or charities – in particular to the following:

- in Amsterdam: charities supported by listed clients and members such as Unilever, Heineken, ING, KPN, RaboBank, ABN Amro, and Royal Dutch, as well as International Women's Day and World Autism Awareness Day;
- in Brussels: International Women's Day; Global Money Week; World Autism Awareness Day; Financial Literacy Week; Make a Wish day; AB Inbev Global Be(er) Responsible Day;
- in Lisbon: International Women's Day; Global Money Week (bell and a presentation to students in partnership with CMVM and Banco de Portugal); World Autism Awareness Day; Financial Literacy Week; Make a Wish day; Entrepreneurship Week;
- in Paris: International Women's Day (bell and a conference on *"Entrepreneurship: Women and risk appetite"*); World Autism Awareness Day; Global Women's Summit (bell and a conference organised by the Summit, on the theme *"Women: Redesigning Economies, Societies"*.)

2.5.4 ENVIRONMENT AND SUSTAINABILITY

Recently, advisory and research firm Corporate Knights Capital published its third annual report on the ranking of the world´s stock exchanges in terms of disclosure of the performance of sustainability indicators. Euronext Amsterdam is ranked number two, Euronext Paris number four and Euronext Lisbon number six. This analysis explored the extent to which the world's publicly traded companies are disclosing the seven basic metrics: employee turnover, energy, greenhouse gas emissions, injury rate, payroll, water consumption and waste.

Environmental impact

Euronext is committed to taking environmental impacts into account when conducting its business.

Euronext has become an organisation that is proactively improving its environmental credentials, particularly the management of its greenhouse gas emissions (GHG). The group's primary GHG arise from energy, waste and water in its offices and data centres, from staff travel, and indirectly from its supply chain.

The efficient management of resources is a crucial issue for businesses and, as a European company, Euronext needs to address this challenge in a way that is appropriate for each location. The Group rolls out water-saving initiatives such as motion sensors on taps and water saving toilet flushes. Motion detector lighting saves the necessary energy in meeting rooms, storages and sanitary rooms. Where possible, regular lamps are being replaced by LED and other energy saving lamps. Euronext aims to send as little waste as possible to the incinerators. The Company separates waste at the source and works with secondary parties who specialise in sorting and recycling waste. In terms of mechanical installations, significant savings were achieved by increasing the temperature in Euronext's data centres by 1°C. In addition, Euronext uses free air (natural air) for its air-conditioning systems when the outside temperature drops below 12°C. Thanks to the Group's building management system, technical installations are automatically switched off during the night and at week-ends. High efficiency boilers provide buildings with the necessary heating during the winter season, and where possible thermal insulation is placed in the form of wall and roof insulation and double-glazed windows.

Euronext also decided it would relocate its Paris office to new premises in the La Défense business centre in 2015 for a nine year lease. New office Praetorium benefits from the following certifications: HEQ (High environmental quality), BREEAM (sustainable building design and construction) and VHEP (very high energetic performance). More specifically, Praetorium benefits from presence detectors to monitor external blinds, lighting and air conditioning, depending on the climate; it has triple glazed windows to optimise insulation and enable maximum natural heating, and possesses sensors to analyse air quality to ensure employees have access to a clean environment. Finally, the bee hive on the roof has 60,000 bees and contributes to a more sustainable environment.

Green IT

Euronext data centres have been at the forefront of technology and sustainability for many years. Euronext continues to run an aggressive strategy of virtualisation, making more efficient use of the Group's assets and lowering its overall power consumption.

Sustainability Indices

Vigeo Partnership

Euronext entered into a cooperation agreement with Vigeo in March 2013. Vigeo is the leading European expert in the assessment of companies and organisations with regard to their practices and performance on environmental, social and governance ("ESG") issues.

Seven indices exist (Euronext Vigeo World 120, Euronext Vigeo Europe 120, Euronext VigeoEurozone 120, Euronext Vigeo US 50, Euronext Vigeo France 20, Euronext Vigeo United Kingdom 20 and Euronext Vigeo Benelux 20), whose components are reviewed and updated twice a year. Two filters are applied to determine the new indices' constituents. Companies are excluded if:

- their level of commitment is insufficient with regard to their overall score or their score in one of six key areas reviewed by Vigeo;
- they are subject to recurrent and critical controversies to which they failed to provide visible evidence of corrective measures or to engage with stakeholders.

Low Carbon 100 Europe Index

Launched in 2008, the Low Carbon 100 Europe Index®measures the performance of Europe's 100 largest blue chips with the lowest CO_2 emissions in their respective sectors or sub-sectors. Designed with the support from a group of international experts and in close partnership with Non-Governmental Organisations, the index is today an underlying for ETF products.

In November 2014, Pascal Canfin – former French Deputy Minister for Development – was appointed Chairman of the Index Expert Committee. Pascal Canfin is the lead advisor on international climate issues at the World Resources Institute (WRI), now contributing to preparations for COP 21, the 21st Conference of the Parties on Climate Change 2015. Mr Canfin's appointment underscores Euronext's commitment to offering investors an increasingly relevant benchmark for portfolio management along with an underlying reference for a wide range of index products.

The Index Expert Committee's mission is to keep the methodology for selecting indexed companies cutting edge, making the Low Carbon 100 Europe Index an important resource to change investor practices and bring them gradually into line with a low-carbon economy, which in turn will help fight climate change more effectively.

Green bonds

In 2014, Euronext was the most active listing place for green bonds in Europe. Two iconic transactions illustrate this: the €2.5 billion GDF Suez green bond and the €1 billion AFD climate bond. Those two transactions obtained a rating from Euronext's partner Vigeo. By promoting green and climate bonds to issuers from various sectors and geographies, Euronext provides issuers with new sources of financing and promotes a sustainable growth strategy which encourages the dialogue between ESG and Socially Responsible Investment investors. These new financing sources will enable Euronext's issuers to address the energy and environmental challenges faced by society: meeting energy needs, ensuring security of supply, fighting climate change, and optimising natural resources.

By favouring the development of those transparency disclosures within its listed companies, Euronext is actively showing its support of sustainability indicators.

3

SELECTED HISTORICAL COMBINED FINANCIAL INFORMATION AND OTHER FINANCIAL INFORMATION

In compliance with Article 28 of EC regulation No. 809/2004, the following information is incorporated by reference in the Registration Document:

For financial year 2013

Required disclosures in the Report of the Managing Board appearing in the Statement of the Managing Board , the consolidated financial statements are presented on pages F1 - F38 and the corresponding Auditors' Report is presented on page 179 of the 2014 Prospectus Document filed with the Autoriteit Financiële Markten on 12 September 2014.

For financial year 2012

Required disclosures in the Report of the Managing Board appearing in the Statement of the Managing Board, the consolidated financial statements are presented on pages F1 - F38 and the corresponding Auditors' Report is presented on page 179 of the 2014 Prospectus Document filed with the Autoriteit Financiële Markten on 12 September 2014.

SELECTED HISTORICAL CONSOLIDATED AND COMBINED FINANCIAL INFORMATION

The selected consolidated and combined financial information set out below is derived from the audited consolidated and combined financial statements for the financial years ended 31 December 2014 and 2013 and should be read in conjunction with, and is qualified by reference to, those financial statements.

Selected Consolidated and Combined Income Statement Data

	Year ended		
In thousands of euros	31 December 2014	31 December 2013	31 December 2012
Revenue			
Listing	61,737	53,282	60,967
Trading revenue	212,013	187,166	201,974
of which			
• Cash trading	165,565	138,428	140,307
• Derivatives trading	46,448	48,738	61,667
Market data & indices	93,348	83,980	86,545
Post-trade	57,268	21,253	20,958
of which			
• Clearing	35,979	-	-
• Custody and Settlement	21,289	21,253	20,958
Market Solutions & Other revenue	33,443	41,009	50,325
Other income	645	-	-
TOTAL THIRD PARTY REVENUE AND OTHER INCOME	**458,454**	**386,690**	**420,769**
Total ICE transitional revenue and other income	34,044	94,982	74,341
TOTAL REVENUE AND OTHER INCOME	**492,498**	**481,672**	**495,110**
Salaries and employee benefits	(123,991)	(132,720)	(125,683)
Depreciation and amortisation	(16,644)	(19,924)	(21,766)
Other operational expenses	(143,100)	(149,047)	(168,153)
Operating profit before exceptional items	**208,763**	**179,981**	**179,508**
Exceptional items	(44,603)	(22,086)	(8,761)
Operating profit	**164,160**	**157,895**	**170,747**
Net financing income/(expense)	(6,452)	(424)	(690)
Results from equity investments	4,557	(18,040)	934
Profit before income tax	**162,265**	**139,431**	**170,991**
Income tax expense	(44,091)	(51,915)	(57,790)
Profit for the year	**118,174**	**87,516**	**113,201**

Selected Consolidated and Combined Balance Sheet Data

In thousands of euros	As at 31 December 2014	As at 31 December 2013	As at 31 December 2012
Assets			
Non-current assets			
Property, plant and equipment	25,948	27,782	35,511
Goodwill and other intangible assets	321,266	323,916	330,927
Deferred income tax assets	9.712	21,951	28,994
Equity investments	113,596	48,075	94,789
Post-employment benefits	-	-	3,704
Other receivables	1,702	2,046	3,433
TOTAL NON-CURRENT ASSETS	**472,224**	**423,770**	**497,358**
Current assets			
Trade and other receivables	105,825	121,268	131,920
Income tax receivable	22,375	1,180	14,206
Related party loans	-	268,778	178,237
Derivative financial instruments	-	1,893	1,310
Financial investments	15,000	-	-
Cash and cash equivalents	241,639	80,827	13,560
TOTAL CURRENT ASSETS	**384,839**	**473,946**	**339,233**
TOTAL ASSETS	**857,063**	**897,716**	**836,591**
Equity/Parent's net investment and liabilities			
TOTAL EQUITY/PARENT'S NET INVESTMENT	**341,750**	**233,681**	**115,402**
Non-current liabilities			
Borrowings	248,369	-	-
Related party borrowings	-	40,000	40,000
Deferred income tax liabilities	483	530	341
Post-employment benefits	14,997	9,488	19,466
Provisions	32,418	5,246	3,039
Other liabilities	1,400	2,925	1,010
TOTAL NON-CURRENT LIABILITIES	**297,667**	**58,189**	**63,856**
Current liabilities			
Borrowings	129	-	-
Related party borrowings	-	407,025	460,976
Current income tax liabilities	78,043	49,483	49,382
Trade and other payables	126,427	143,661	141,519
Provisions	13,047	5,677	5,456
TOTAL CURRENT LIABILITIES	**217,646**	**605,846**	**657,333**
TOTAL EQUITY/PARENT'S NET INVESTMENT AND LIABILITIES	**857,063**	**897,716**	**836,591**

Selected Statement of Cash Flows Data

In thousands of euros	Year ended 31 December 2014	31 December 2013	31 December 2012
Net cash provided by operating activities	**148,591**	**160,473**	**155,241**
Net cash provided by/(used in) investing activities	**28,124**	**21,776**	**(18,878)**
Net cash provided by/(used in) financing activities	**39,863**	**(115,075)**	**(153,441)**
Non-cash exchange gains/(losses) on cash and cash equivalents	482	93	320
Net increase/(decrease) in cash and cash equivalents	**160,812**	**67,267**	**(16,758)**
Cash and cash equivalents - Beginning of year	80,827	13,560	30,318
Cash and cash equivalents - End of year	**241,639**	**80,827**	**13,560**

OTHER FINANCIAL INFORMATION

EBITDA Margin

The table below presents Euronext's EBITDA margin for the years ended 31 December 2014, 2013 and 2012. The Company defines EBITDA margin as operating profit before exceptional items and depreciation and amortisation, divided by total revenue.

In thousands of euros (except for percentages)	Year ended 31 December 2014	31 December 2013	31 December 2012
Operating profit before exceptional items	208,763	179,981	179,508
Depreciation and amortisation	16,644	19,924	21,766
Operating profit before exceptional items and depreciation and amortisation	225,407	199,905	201,274
TOTAL REVENUE AND OTHER INCOME	**492,498**	**481,672**	**495,110**
EBITDA margin[(a)]	46%	42%	41%

(a) EBITDA margin is a non-IFRS measure and is not audited. EBITDA margin should not be considered as an alternative to, or more meaningful than, and should be read in conjunction with, operating profit before exceptional items.

4

GENERAL DESCRIPTION OF THE COMPANY AND ITS SHARE CAPITAL

4.1 Legal information on the Company

4.1.1 GENERAL

Euronext is a public company with limited liability (*naamloze vennootschap*) incorporated under the laws of the Netherlands and is domiciled in the Netherlands. The Company was incorporated in the Netherlands on 15 March 2014. Euronext's statutory seat (*statutaire zetel*) is in Amsterdam, the Netherlands, and its registered office and principal place of business is at Beursplein 5, 1012 JW Amsterdam, the Netherlands. The Company is registered with the trade register of the Chamber of Commerce for Amsterdam, the Netherlands, under number 60234520, and the telephone number is +31 (0)20-5504444.

4.1.2 CORPORATE OBJECTS

Euronext's corporate objects, as set out in article 3 of the Articles of Association, are to participate and to manage other enterprises and companies of which the objects are to set up, develop, hold and operate, directly or indirectly, one or more regulated and other markets or other facilities with regard to the listing of, the trading in, the post-trade processing of transactions in, and related services and process in, securities and derivatives, as well as to manage and finance subsidiaries, to enter into joint ventures with other enterprises and other companies engaged in one or more of the activities referred to above; to acquire, operate and dispose of industrial and intellectual property rights as well as real property; to provide security for the debts of the Company, its subsidiaries or any other legal person and to undertake all that is connected to the foregoing or in furtherance thereof.

4.2 Share Capital

4.2.1 AUTHORISED AND ISSUED SHARE CAPITAL

Under the Articles of Association, Euronext's authorised share capital amounts to €200,000,001.60 and is divided into 125,000,000 Ordinary Shares, each with a nominal value of €1.60 and one priority share with a nominal value of €1.60. All of Euronext's shares have been created under Dutch law.

As of 31 December 2014. Euronext's issued and outstanding share capital amounts to €112,000,000 and is divided into 70,000,000 Ordinary Shares. The Priority Share is currently not outstanding. As of 31 December 2014, Euronext held 27,135 shares in its own share capital before settlement (23,436 shares after settlement) and custody of trades made on 30 and 31 December 2014. All shares that are issued and outstanding at the date of the Registration Document are fully paid up.

Euronext is subject to the provisions of the Dutch Financial Supervision Act and the Articles of Association with regard to the issue of shares following admission. The shares are in registered form and are only available in the form of an entry in Euronext's shareholders' register and not in certificated form.

4.2.2 ISSUE OF SHARES

Under its Articles of Association Euronext may issue shares, or grant rights to subscribe for shares, only pursuant to a resolution of the General Meeting upon proposal of the Supervisory Board or upon proposal of the Managing Board, which proposal has been approved by the Supervisory Board.

Euronext's Articles of Association provide that the General Meeting may designate the authority to issue shares or grant rights to subscribe for shares, to the Managing Board upon proposal of the Supervisory Board on a proposal of the Managing Board, which proposal has been approved by the Supervisory Board. Pursuant to the Dutch Civil Code and Euronext's Articles of Association, the period of designation may not exceed five years. Such designation may be renewed by a resolution of the General Meeting for a subsequent period of up to five years each time. Unless the resolution determines otherwise, the designation is irrevocable. At the designation, the number of shares which may be issued by the Managing Board must be determined.

On 27 May 2014, the General Meeting designated the Managing Board as the body authorised, subject to the approval of the Supervisory Board, to issue shares and to grant rights to subscribe for shares for a period of 18 months as of the date of listing of Euronext which took place on 20 June 2014. The designation is limited to up to 10% of the issued share capital outstanding at the time the General Meeting designated the Managing Board, of which 10% can be used for general purposes, including but not limited to the financing of mergers and acquisitions as well as facilitating grants under the Company's employee remuneration and long term incentive plans, whereby no more than 2% of the issued Ordinary Shares outstanding at the time the General Meeting designated the Managing Board out of the aforementioned 10% will be issued for facilitating these plans.

No resolution of the General Meeting or the Managing Board is required for an issue of shares pursuant to the exercise of a previously granted right to subscribe for shares.

4.2.3 PRE-EMPTION RIGHTS

Dutch company law and Euronext's Articles of Association in most cases give shareholders pre-emption rights to subscribe on a *pro rata* basis for any issue of new shares or upon a grant of rights to subscribe for shares. Exceptions to these pre-emption rights include the issue of shares and the grant of rights to subscribe for shares (i) to Euronext's employees, (ii) in return for non-cash consideration, or (iii) the issue of shares to persons exercising a previously granted right to subscribe for shares.

A shareholder may exercise pre-emption rights during a period of two weeks from the date of the announcement of the issue or grant. The General Meeting or the Managing Board, if so designated by the General Meeting, may restrict the right or exclude shareholder pre-emption rights. A resolution by the General Meeting to designate the authority to exclude or limit pre-emption rights to the Managing Board requires a majority of at least two-thirds of the votes cast if less than 50% of Euronext's issued share capital is represented and can only be taken upon proposal of the Supervisory Board or upon proposal of the Managing Board, which proposal has been approved by the Supervisory Board. If the General Meeting has not designated this authority to the Managing Board, the General Meeting may itself vote to limit or exclude pre-emption rights and will also require a majority of at least two-thirds of the votes cast, if less than 50% of Euronext's issued share capital is represented at the General Meeting. In addition, on 27 May 2014, the General Meeting designated the Managing Board, with the approval of the Supervisory Board, as the authority to limit or exclude statutory pre-emption rights in relation to an issue of shares resolved by the Managing Board.

4.2.4 ACQUISITION OF SHARES IN EURONEXT'S CAPITAL

Euronext may acquire fully paid shares at any time for no consideration (*om niet*), or, subject to the following provisions of Dutch law and its Articles of Association, Euronext may acquire fully paid shares for consideration, namely if (i) its shareholders' equity, less the payment required to make the acquisition, does not fall below the sum of paid-in and called-up share capital and any statutory reserves, (ii) Euronext and its subsidiaries would thereafter not hold shares or hold a pledge over Euronext shares with an aggregate nominal value exceeding 50% of its issued share capital, and (iii) the Managing Board has been authorised by the General Meeting, with the prior approval of the Supervisory Board.

Authorisation from the General Meeting to acquire Euronext shares must specify the number and class of shares that may be acquired, the manner in which shares may be acquired and the price range within which shares may be acquired. Such authorisation will be valid for no more than 18 months. Any shares Euronext holds may not be voted or counted for voting quorum purposes.

Under the Facilities Agreement, Euronext's ability to acquire its shares is restricted, subject to certain exceptions. On 27 May 2014 the General Meeting authorised the Managing Board, with the approval of the Supervisory Board, to acquire shares for a period of 18 months after the date of authorisation. The number of Ordinary Shares to be acquired is limited to a maximum of 10% of the issued share capital outstanding at the time the General Meeting authorised the Managing Board. Resolutions by the Managing Board to acquire shares are subject to the approval of the Supervisory Board.

4.2.5 REDUCTION OF SHARE CAPITAL

Under Euronext's Articles of Association, upon a proposal from the Supervisory Board, or upon proposal of the Managing Board, which has been approved by the Supervisory Board, the General Meeting may resolve to reduce Euronext's issued and outstanding share capital by cancelling its shares, or by amending Euronext's Articles of Association to reduce the nominal value of its shares. The decision to reduce Euronext's share capital requires a majority of at least two-thirds of the votes cast if less than 50% of Euronext's issued share capital is present or represented at the General Meeting.

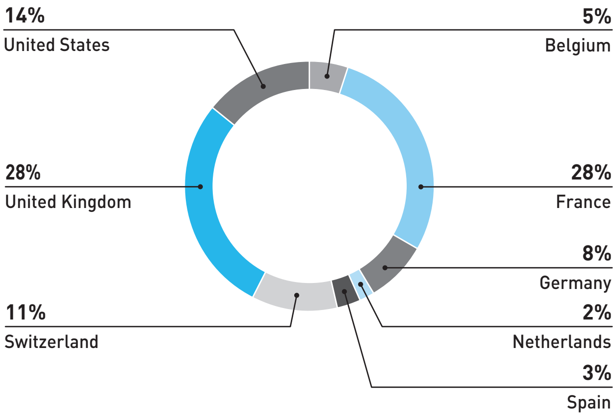
4.3 Shareholder structure

The shareholding structure as of 31 December 2014 was as follows.

Shareholders	Number of Shares	% of capital
Reference shareholders	23,352,000	33.36%
Employees	182,808	0.26%
Treasury Shares	27,135[(a)]	0.04%
Free Float	46,438,057	66.33%
TOTAL	**70,000,000**	**100%**

(a) As communicated by Euronext's liquidity provider on 31 December 2014, excluding settlement and custody for trades on 30 and 31 December 2014.

GEOGRAPHIC BREAKDOWN OF THE FREE FLOAT IN 2014



4.4 Share classes and major shareholders

4.4.1 REFERENCE SHAREHOLDERS

Prior to the IPO, on 27 May 2014, a group of institutional investors (collectively, the "Reference Shareholders", and each a "Reference Shareholder") purchased an aggregate of 33.36% of the issued and outstanding Ordinary Shares from the ICE, the selling shareholder at the IPO, at €19.20 or a 4% discount to the Offer Price (€20.00).

This Group of Reference Shareholders is comprised of Novo Banco, an affiliate of Banco Espírito Santo, S.A., BNP Paribas S.A., BNP Paribas Fortis S.A./N.V., ABN AMRO Bank N.V. through its subsidiary ABN AMRO Participaties Fund I B.V., ASR Levensverzekering N.V. (a company of the ASR Nederland group), Caisse des Dépôts et Consignations, Bpifrance Participations, Euroclear S.A./N.V., Société Fédérale de Participations et d'Investissement/Federale Participatie – en Investeringsmaatschappij, Société Générale and BancoBPI Pension Fund represented by BPI Vida e Pensões – Companhia de Seguros, S.A.

Name of Reference Shareholder	Number of shares	Individual Shareholding (% of Capital)
BNP Paribas S.A.	3,850,000	5.50%
BNP Paribas Fortis S.A./N.V.	1,050,000	1.50%
ABN AMRO Bank N.V. through its subsidiary ABN AMRO Participaties Fund I B.V.	1,148,000	1.64%
ASR Levensverzekering N.V.	581,000	0.83%
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%
Novo Banco B.A.	875,000	1.25%
Société Fédérale de Participations et d'Investissement/ Federale Participatie – en Investeringsmaatschappij	3,150,000	4.50%
Société Générale	2,100,000	3.00%
BancoBPI Pension Fund represented by BPI Vida e Pensões – Companhia de Seguros, S.A.	798,000	1.14%
TOTAL SHAREHOLDING	**23,352,000**	**33.36%**

Reference Shareholders Agreement

The Reference Shareholders have entered into a reference shareholders agreement (the "Reference Shareholders Agreement") governing the relationship among the Reference Shareholders.

Share Transfer Restriction

Under the Reference Shareholders Agreement, each of the Reference Shareholders has agreed not to sell or otherwise transfer or dispose of any of the Ordinary Shares such Reference Shareholder acquires pursuant to the Share Purchase Agreement for a period of three years commencing on the date of pricing of the Offering on 19 June 2014. This transfer restriction will not apply to any transfers to (i) affiliates of a Reference Shareholder, provided that the transferee agrees to be bound by this transfer restriction and the other terms and conditions of the Reference Shareholders Agreement and shall accede to the Reference Shareholders Agreement, (ii) another Reference Shareholder, provided that the Ordinary Shares transferred will continue to be subject to the transfer restriction and the other terms and conditions of the Reference Shareholders Agreement as if originally held by the acquiring Reference Shareholder, and (iii) a third party with the unanimous consent in writing of the Reference Shareholders (subject to the consent of the relevant regulator(s), such consent not to be unreasonably withheld and provided the third party shall accede to the Reference Shareholders Agreement, and further provided that no mandatory bid obligation is triggered by such transfer. In the case of transfers to an affiliate of a Reference Shareholder, such affiliate must re transfer the relevant Ordinary Shares to the original Reference Shareholder prior to ceasing to be an affiliate of such Reference Shareholder. In the case of proposed transfers to another Reference Shareholder, the other Reference Shareholders will have a right of first refusal *pro rata* to their respective holdings, and such transfer may not result in any Reference Shareholder, together with its affiliates, holding one third or more of the aggregate shareholding of the Reference Shareholders. In addition, repo and securities lending transactions may be excluded from this restriction on the basis of guidelines to be agreed.

In the event of a tender offer announced or made by any person to acquire all or a portion of the Ordinary Shares, the Reference Shareholders will review and assess the merits of the proposed bid and adopt a common position. Subject to consulting with the Euronext College of Regulators, if the outcome of that procedure is that the Reference Shareholders decide to accept the offer, once made, the transfer restriction will not apply, except as provided to the contrary in any declaration of no-objection and subject to any and all other requirements and restrictions under applicable law and regulation, and with the understanding that no Reference Shareholder will be obliged to sell its Ordinary Shares regardless the common position taken.

Further Restrictions

Each of the Reference Shareholders has agreed not to enter into any transaction or do anything, and not to permit its affiliates to enter into any transaction or do anything, if such transaction or action would result in the Reference Shareholders or any of them becoming obligated to make a mandatory bid (verplicht openbaar bod) for the Ordinary Shares within the meaning of section 5: 70 of the Netherlands Wet op het financiëel toezicht (Financial Supervision Act) implementing article 5 of Directive 2004/25/EC.

Supervisory Board Representation

For so long as the aggregate shareholding of the Reference Shareholders amounts to at least 25% of the issued share capital of the Company, the Reference Shareholders, acting jointly, will have the right to one third of the Supervisory Board seats. Members of the Supervisory Board who are appointed upon a nomination by the Reference Shareholders are referred to as "Reference Shareholder Directors". If one third of the number of members of the Supervisory Board is not a round number, the next higher integral number shall apply. The Supervisory Board undertakes to include the name of the person nominated by the Reference Shareholders in its binding nomination to the shareholders meeting of Euronext, unless the Supervisory Board objects against the nomination if it reasonably believes that the nominee may not fulfil the suitability and integrity criteria under applicable Dutch law, and always subject to any applicable regulatory assessments, approvals and requirements.

The Reference Shareholder Directors have been appointed by the Extraordinary General meeting of the shareholders that was held in Amsterdam on 19 December 2014 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.

Committee of Representatives

Each Reference Shareholder has appointed one representative and one alternate duly authorized to represent and act for and in the name of the relevant Reference Shareholder and any and all of its affiliates for all purposes of the Reference Shareholders Agreement, who shall be the contact person vis-à-vis the other Reference Shareholders and the Company. The representatives of all Reference Shareholders constitute the Committee of Representatives which decides on all matters requiring a joint decision of the Reference Shareholders. The decisions of the Committee of Representatives shall be binding upon all Reference Shareholders.

Voting

Depending on the decision concerned, the decisions of the Committee of Representatives shall be adopted by absolute majority of the votes cast or by qualified majority of two thirds of the votes cast, as indicated below. Each Reference Shareholder will have such number of votes equal to the aggregate number of Ordinary Shares held by the Reference Shareholder and its affiliates, provided that no Reference Shareholder shall at any time have one-third or more of the votes within the Committee of Representatives regardless of the number of Ordinary Shares held.

In all instances where the Reference Shareholders Agreement calls for joint decision making of the Reference Shareholders in the General Meeting, each Reference Shareholder will exercise, and will cause any of its affiliates to exercise, its voting rights in such shareholders' meeting in accordance with the decision of the Committee of Representatives on the relevant subject.

The Reference Shareholders agree to vote in accordance with the decision of the Committee of Representatives on any proposed shareholders' resolutions.

The following resolutions require a qualified majority of two thirds of the votes cast:

- any issuance of Ordinary Shares by the Company or rights to acquire Ordinary Shares (and exclusion or limitation or pre-emption rights, as the case may be);
- any decrease in the share capital of the Company;
- any authorisation for the Company to acquire its own shares;
- any issuance of securities other than Ordinary Shares, to the extent these give exposure to Ordinary Shares, including but not limited to hybrids and covered bonds;
- any proposal to appoint, suspend or remove any member of the Supervisory Board (including but not limited to any Reference Shareholders Director);
- any going private transaction or other change of control of the Company;
- any major identity transforming transactions requiring shareholders' approval pursuant to Section 2: 107a of the Dutch Civil Code;
- any other major acquisitions or disposals not requiring approval under Section 2: 107a of the Dutch Civil Code;
- any amendment of the articles of association of the Company; and
- any proposal for legal merger, demerger, conversion or dissolution of the Company.

For the following resolutions, the adoption is by absolute majority of the votes cast:

- any proposal to appoint, suspend or remove any member of the Managing Board;
- adoption of the annual financial statements of the Company;
- discharge of the members of the Managing Board and the Supervisory Board; and
- any dividend or other distribution to shareholders.

Mandatory Bid Rules

In the Netherlands, the European rules on takeover bids are in force and implemented in the Dutch Financial Supervision Act. In accordance with section 5: 70 of the Dutch Financial Supervision Act, any person who, alone or in concert with others, acquires predominant control (30% of the voting rights) in a listed public company with limited liability established in the Netherlands, is obligated to make a public takeover bid for all the listed shares of the listed public company with limited liability. A party is exempted from the mandatory bid rules, *inter alia*, if that party has acquired predominant control in the company concerned before an IPO.

The Reference Shareholders Agreement and the Share Purchase Agreement are in place to ensure that the Reference Shareholders are acting in compliance with the relevant guidelines. Under the Reference Shareholders Agreement, the Reference Shareholder that will act as coordinator shall actively monitor the obligation of all Reference Shareholders not to enter into any transaction or do anything, nor to permit its affiliates to enter into any transaction or do anything, if such transaction or action would result in the Reference Shareholder or any of the becoming obligated to make a mandatory bid for the Ordinary Shares.

Termination

The Reference Shareholders Agreement and all restrictions and requirements thereunder or pursuant thereto shall terminate upon the earlier of (i) expiry of the Restricted Period, unless extended by written agreement signed by all Reference Shareholders, subject to any regulatory declarations of no objection or regulatory approvals, (ii) the receipt of a written confirmation of all relevant competent regulatory authorities that from their respective regulatory perspectives the transfer restriction described above under *"Share Transfer Restriction"* is no longer required, unless extended by written agreement by all Reference Shareholders ultimately four weeks after receipt of such confirmation, (iii) the Company becoming bankrupt or being granted a (provisional) suspension of payment, and (iv) at any time after the Restricted Period, the aggregate shareholding of the Reference Shareholders becoming less than 25% of the issued share capital of the Company unless increased to at least 25% again within 30 days after such event.

Letter Agreement

In connection with the Reference Shareholders Agreement, the Company and the Reference Shareholders (through Euroclear S.A./N.V. as their coordinator) have entered into a letter agreement (the "Letter Agreement") dated 4 June 2014. Pursuant to the Letter Agreement, the Company agreed (i) to take all appropriate action within its power to implement the appointment of the members of the Supervisory Board that will be nominated by the Reference Shareholders; (ii) to give reasonable prior notice to the Reference Shareholders, or if required, to all shareholders, in the event of issuance of Ordinary Shares pursuant to the designation of the Managing Board as the authorized body to issue Ordinary Shares by the General Meeting, as granted on 27 May 2014, in relation to payment in Ordinary Shares in case of merger or acquisition transactions and (iii) not to use the designation of the Managing Board granted by the General Meeting on 27 May 2014 to buy back existing Ordinary Shares if such a buy back could trigger an obligation for the Reference Shareholders to make a mandatory bid for the Ordinary Shares.

4.4.2 MAJOR SHAREHOLDINGS

On top of the Reference Shareholders who own jointly 33.36% and whose individual holdings are disclosed above and according to the AFM any substantial holding and gross short positions in issuing institutions and shares with special controlling rights have to be notified.

An issuing institution is: a public limited company (*naamloze vennootschap*) incorporated under Dutch law whose (depositary receipts for) shares are admitted to trading on a regulated market in the Netherlands or in another Member State of the European Union or an EEA State, or a legal entity incorporated under the law of a state that is not an EU Member State and whose (depositary receipts for) shares are admitted to trading on a regulated market in the Netherlands.

As soon as the substantial holding or short position equals or exceeds 3% of the issued capital, the holder should report this. Subsequently, they should notify the AFM again when their substantial holding or short position consequently reaches, exceeds or falls below a threshold. This can be caused by the acquisition or disposal of shares by the shareholder or because the issued capital of the issuing institution is increased or decreased. Thresholds are: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% en 95%.

The duty to notify applies to legal entities as well as natural persons.

In 2014 the following crossings of thresholds were declared:

Date	Shareholder having crossed the threshold	Crossing of threshold in capital and voting rights	Type	Nb of shares	% of voting rights
20/06/2014	Société Générale S.A. (RSH)	30%	Increase	23,352,000	33.36%
20/06/2014	Société Fédérale de Participations et d'Investissement (SFPI) (RSH)	30%	Increase	23,352,000	33.36%
20/06/2014	ABN AMRO Group N.V. (RSH)	30%	Increase	23,352,000	33.36%
20/06/2014	Banco Esperito Santo S.A. (RSH)	30%	Increase	23,352,000	33.36%
03/08/2014	Banco Esperito Santo S.A. (RSH)	30%	Decrease	23,352,000	33.36%
03/08/2014	Novo Banco B.A. (RSH)	30%	Increase	23,352,000	33.36%
20/06/2014	Euroclear S.A./N.V. (RSH)	30%	Increase	23,352,000	33.36%
20/06/2014	BNP Paribas S.A. (RSH)	30%	Increase	23,352,000	33.36%
20/06/2014	Caisse des Dépôts et Consignations (RSH)	30%	Increase	23,352,000	33.36%
20/06/2014	BPI Vide e Pensoes Companhia de Seguros S.A. (RSH)	30%	Increase	23,352,000	33.36%
20/06/2014	ASR Nederland N.V.(RSH)	30%	Increase	23,352,000	33.36%
20/06/2014	Intercontinental Exchange Inc.	75%	Decrease	46,648,000	66.64%
24/06/2014	Intercontinental Exchange Inc.	10%	Decrease	4,399,749	6.29%
11/12/2014	Intercontinental Exchange Inc.	3%	Decrease	-	0.00%
22/07/2014	M&G Investment Management Limited	3%	Increase	2,350,057	3.36%
23/06/2014	Aviva plc	3%	Increase	2,272,590	3.25%
25/06/2014	York Capital Management Global Advisors LLC	3%	Increase	2,113,000	3.02%

As of the date of the Registration Document, the Shareholders of the Company that hold 3% or more in the capital of the Company are as follows:

Shareholder	Nb of shares	% of voting rights
Reference Shareholders	23,352,000	33.36%
Société Générale S.A.		
Société Fédérale de Participations et d'Investissement (SFPI)		
ABN AMRO Group N.V.		
Novo Banco B.A.		
Euroclear S.A./N.V.		
BNP Paribas S.A.		
Caisse des Dépots et Consignations		
BPI Vide e Pensoes Companhia de Seguros S.A.		
ASR Nederland N.V.		
UBS Group AG	3,211,680	4.59%
M&G Investment Management Limited	2,350,057	3.36%
Aviva plc	2,272,590	3.25%
York Capital Management Global Advisors LLC	2,113,000	3.02%

From 24 June 2014 to the Registration Document, none of Euronext's shareholders hold 10% or more in the capital of the Company.

4.4.3 INTERCONTINENTAL EXCHANGE (ICE) HOLDING

Until the IPO, ICE owned 100% of the issued and outstanding share capital and voting rights of Euronext. Following the sale of 33.36% of the capital to the Group of Reference Shareholders prior to the IPO, ICE continued to own up to 6.02% of Euronext N.V. Ordinary Shares as the over-allotment option granted to the Joint Global Coordinators at the time of the IPO for stabilisation purposes was not exercised within thirty calendar days after the first trading date. ICE entered into a lock-up agreement for its remaining stake that was due to expire on 21 December 2014.

On 8 December 2014, ICE announced that it had received a waiver of the lock-up agreement and that it had sold all of its remaining stake by way of an accelerated book-building to institutional investors.

Following this sale, ICE no longer holds, to the Company's knowledge, any of Euronext's share capital and voting rights.

4.5 General meeting of shareholders and Voting Rights

The Annual General Meeting must be held within six months after the end of each financial year. An Extraordinary General Meeting may be convened, whenever Euronext's interests so require, by the Managing Board or the Supervisory Board. Shareholders representing alone or in aggregate at least one-tenth of Euronext's issued and outstanding share capital may, pursuant to the Dutch Civil Code, request that a General Meeting be convened. Within three months of it becoming apparent to the Managing Board that Euronext's equity has decreased to an amount equal to or lower than one-half of the paid-in and called-up capital, a General Meeting will be held to discuss any requisite measures.

Euronext will give notice of each General Meeting by publication on its website and in any other manner that Euronext may be required to follow in order to comply with and the applicable requirements of regulations pursuant to the listing of its shares on Euronext Amsterdam, Euronext Brussels, Euronext Lisbon and Euronext Paris. The notice convening any General Meeting must include, among other items, an agenda indicating the place and date of the meeting, the items for discussion and voting, the proceedings for registration including the registration date, as well as any proposals for the agenda. Pursuant to Dutch law, shareholders holding at least 3% of Euronext's issued and outstanding share capital have a right to request the Managing Board and the Supervisory Board to include items on the agenda of the General Meeting. The Managing Board and the Supervisory Board must agree to these requests, provided that (i) the request was made in writing and motivated, and (ii) the request was received by the chairman of the Managing Board or the chairman of the Supervisory Board at least 60 days prior to the date of the General Meeting.

The Managing Board must give notice of a General Meeting, by at least such number of days prior to the day of the meeting as required by Dutch law, which is currently forty-two days.

Each Shareholder (as well as other persons with voting rights or meeting rights) may attend the General Meeting, to address the General Meeting and, in so far as they have such right, to exercise voting rights *pro rata* to its shareholding, either in person or by proxy. Shareholders may exercise these rights, if they are the holders of shares on the registration date which is currently the 28th day before the day of the meeting, and they or their proxy have notified Euronext of their intention to attend the meeting in writing at the address and by the date specified in the notice of the meeting.

The Managing Board may decide that persons entitled to attend General Meetings and vote there may, within a period prior to the General Meeting to be set by the Managing Board, which period cannot start prior to the registration date, cast their vote electronically or by post in a manner to be decided by the Managing Board. Votes cast in accordance with the previous sentence are equal to votes cast at the meeting.

Each Shareholder may cast one vote for each Ordinary Share held. Members of the Managing Board and the Supervisory Board may attend a General Meeting in which they have an advisory role. The voting rights attached to shares are suspended as long as such shares are held by Euronext. The rights of the holders of Ordinary Shares that were offered and sold in the Offering rank *pari passu* with each other and with all other holders of the Ordinary Shares, including the Reference Shareholders, with respect to voting rights and distributions. Euronext has no intention of changing the rights of Shareholders.

Resolutions of the General Meeting are taken by an absolute majority, except where Dutch law or Euronext's Articles of Association provide for a qualified majority or unanimity.

Four General Meetings were held in 2014. Three of these were held before Euronext became a listed company. In these meetings decisions were taken on Euronext's name, capital and articles of association, on a number of matters relating to the Initial Public Offering, on the employee share ownership plan, on the designation of the authority to issue shares or grant rights to subscribe for shares, on the appointment of Jos Dijsselhof to the Managing Board, on the remuneration of the Supervisory Board, on the remuneration policy, on the dividend policy, on the grant of a call option to Stichting Euronext and on the appointment of the external auditor, among other items. In the Extraordinary General Meeting held on 19 December 2014 decisions were taken to draw up and publish the annual accounts and the annual report of Euronext only in the English language and to appoint Dominique Aubernon, Koenraad Dom and Lieve Mostrey as members of the Supervisory Board.

4.6 Anti-takeover provisions

Euronext currently does not have any anti-takeover provisions.

4.7 Obligations of Shareholders and Members of the Managing Board to Disclose Holdings

Shareholders may be subject to notification obligations under the Dutch Financial Supervision Act. Pursuant to chapter 5.3 of the Dutch Financial Supervision Act, any person who, directly or indirectly, acquires or disposes of an actual or potential capital interest and/or voting rights in the Company must immediately give written notice to the AFM of such acquisition or disposal by means of a standard form if, as a result of such acquisition or disposal, the percentage of capital interest and/or voting rights held by such person reaches, exceeds or falls below the following thresholds: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95%. In addition, any person whose capital interest or voting rights reaches, exceeds or falls below a threshold due to a change in Euronext's outstanding share capital, or in votes that can be cast on the shares as notified to the AFM by the Company, should notify the AFM no later than the fourth trading day after the AFM has published Euronext's notification of the change in its outstanding share capital.

Each person holding an interest in Euronext's share capital or voting rights of 3% or more at the time of admission of Euronext's shares to trading must immediately notify the AFM. Furthermore, every holder of 3% or more of the Company's share capital or voting rights whose interest at 31 December at midnight differs from a previous notification to the AFM must notify the AFM within four weeks.

For the purpose of calculating the percentage of capital interest or voting rights, the following interests must be taken into account: (i) shares and/or voting rights directly held (or acquired or disposed of) by any person, (ii) shares and/or voting rights held (or acquired or disposed of) by such person's subsidiaries or by a third party for such person's account or by a third party with whom such person has concluded an oral or written voting agreement, (iii) voting rights acquired pursuant to an agreement providing for a temporary transfer of voting rights in consideration for a payment, and (iv) shares and/or voting rights which such person, or any controlled entity or third party referred to above, may acquire pursuant to any option or other right to acquire shares and/or the attached voting rights.

Special rules apply to the attribution of shares and/or voting rights that are part of the property of a partnership or other form of joint ownership. A holder of a pledge or right of usufruct in respect of shares can also be subject to notification obligations, if such person has, or can acquire, the right to vote on the shares. The acquisition of (conditional) voting rights by a pledgee or beneficial owner may also trigger notification obligations as if the pledgee or beneficial owner were the legal holder of the shares and/or voting rights. Under the Dutch Financial Supervision Act, Euronext was required to file a report with the AFM promptly after the date of listing its shares setting out its issued and outstanding share capital and voting rights. Thereafter, Euronext is required to notify the AFM promptly of any change of 1% or more in its issued and outstanding share capital or voting rights since the previous notification. The AFM must be notified of other changes in Euronext's issued and outstanding share capital or voting rights within eight days after the end of the quarter in which the change occurred. The AFM will publish all Euronext's notifications of its issued and outstanding share capital and voting rights in a public register. If a person's capital interest and/or voting rights reach, exceed or fall below the above-mentioned thresholds as a result of a change in Euronext's issued and outstanding share capital or voting rights, such person is required to make a notification not later than on the fourth trading day after the AFM has published Euronext's notification as described above.

Furthermore, each member of the Managing Board, the Supervisory Board and certain other persons who, *inter alia*, have (co-)managerial responsibilities in respect of the Company, as well as certain persons closely associated with any such members or other persons, must immediately give written notice to the AFM by means of a standard form of all shares and voting rights in Euronext held by him or her at the time of admission of Euronext's shares to listing and thereafter of any change in his or her holding of shares and voting rights in Euronext.

4.8 Short Positions

Each person holding a net short position amounting to 0.2% or more of the issued share capital of a Dutch listed company must report it to the AFM. Each subsequent increase of this position by 0.1% above 0.2% will also have to be reported. Each net short position equal to 0.5% of the issued share capital of a Dutch-listed company and any subsequent increase of that position by 0.1% will be made public *via* the AFM short selling register. To calculate whether a natural person or legal person has a net short position, their short positions and long positions must be set off. A short transaction in a share can only be contracted if a reasonable case can be made that the shares sold can actually be delivered, which requires confirmation of a third party that the shares have been located. There is also an obligation to notify the AFM of gross short positions. The notification thresholds are the same as apply in respect of the notification of actual or potential capital interests in the capital and/or voting rights, as described above.

The AFM keeps a public register of all notification made pursuant to these disclosure obligations and publishes any notification received. In 2014 the following crossing of thresholds were declared:

Date	Shareholder having crossed the threshold	Crossing of threshold in capital and voting rights	Type	Nb of shares	% of voting rights	Comment
20/06/2014	Goldman Sachs Group Inc.	3%	Increase	3,092,604	4.42%	Short
27/06/2014	Goldman Sachs Group Inc.	3%	Decrease	1,057,599	1.51%	Short
27/06/2014	UBS AG	3%	Increase	2,477,474	3.54%	
				2,457,474	3.51%	Short
29/07/2014	UBS AG	5%	Increase	3,585,651	5.12%	
				3,540,951	5.06%	Short
28/11/2014	UBS AG	3%	Decrease	-	0.00%	
				-	0.00%	Short
28/11/2014	UBS Group AG	5%	Increase	3,986,422	5.69%	
				3,817,875	5.45%	Short
04/12/2014	UBS Group AG	5%	Decrease Short	3,986,422	5.69%	
				3,464,189	4.95%	Short
09/12/2014	UBS Group AG	5%	Increase Short	3,986,422	5.69%	
				3,683,605	5.26%	Short
11/12/2014	UBS Group AG	5%	Decrease Short	3,986,422	5.69%	
				3,499,077	5.00%	Short
19/12/2014	UBS Group AG	5%	Decrease	3,211,680	4.59%	
				3,499,077	5.00%	Short

4.9 Market Abuse Regime

The Dutch Financial Supervision Act implementing the EU Market Abuse Directive 2003/6/EC and related Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, provides for specific rules that intend to prevent market abuse, such as the prohibitions on insider trading, divulging inside information and tipping, and market manipulation (the "EU Market Abuse Rules"). Euronext is subject to the EU Market Abuse Rules as implemented in the Dutch Financial Supervision Act, and non-compliance with these rules may lead to criminal fines, administrative fines, imprisonment or other sanctions.

The EU Market Abuse Rules on market manipulation may restrict Euronext's ability to buy back its shares. In certain circumstances, investors in Euronext can also be subject to the EU Market Abuse Rules. Pursuant to the Dutch Financial Supervision Act, members of the Euronext Managing Board and any other person who has (co) managerial responsibilities in respect of Euronext or who has the authority to make decisions affecting Euronext's future developments and business prospects and who may have regular access to inside information relating, directly or indirectly, to Euronext must notify the AFM of all transactions with respect to the shares or in financial instruments the value of which is (co)determined by the value of the shares, conducted for its own account.

In addition, certain persons closely associated with members of Euronext's Managing Board or any of the other persons as described above and designated by the Dutch Financial Supervision Act Decree on Market Abuse (*Besluit Marktmisbruik Wft*), or the Decree, must also notify the AFM of any transactions conducted for their own account relating to the shares or in financial instruments the value of which is (co)determined by the value of the shares. The Decree determines the following categories of persons: (i) the spouse or any partner considered by national law as equivalent to the spouse, (ii) dependent children, (iii) other relatives who have shared the same household for at least one year at the relevant transaction date and (iv) any legal person, trust or partnership whose, among other things, managerial responsibilities are discharged by a person referred to under (i), (ii) or (iii) above or by the relevant member of the Managing Board or other person with any authority in respect of Euronext as described above. These notifications must be made no later than on the fifth business day following the transaction date and by means of a standard form. The notification may be postponed until the moment that the value of the transactions performed for that person's own account, together with the transactions carried out by the persons closely associated with that person, reaches or exceeds an amount of €5,000 in the calendar year in question.

The AFM keeps a public register of all notifications under the Dutch Financial Supervision Act. Third parties can request to be notified automatically by e-mail of changes to the public register. Pursuant to the Dutch Financial Supervision Act, Euronext will maintain a list of its insiders and adopt an internal code of conduct relating to the possession of and transactions by members of its Managing Board and employees in Euronext shares or in financial instruments of which the value is (co)determined by the value of the shares. Euronext's internal code of conduct has been published on its website on https://www.euronext.com/en/investors/corporate-governance.

4.10 Transparency Directive

After the admission of its shares to listing on Euronext Amsterdam, Euronext Brussels and Euronext Paris on 20 June 2014, and on Euronext Lisbon on 17 September 2014, Euronext became a public limited liability company (*naamloze vennootschap*) incorporated and existing under the laws of the Netherlands. The Netherlands is Euronext's home member state for the purposes of Directive 2004/109/EC (as amended by Directive 2013/50/EU, the "Transparency Directive") as a consequence of which it is subject to the Dutch Financial Supervision Act in respect of certain on-going transparency and disclosure obligations upon admission to listing and trading of its shares on Euronext Amsterdam, Euronext Brussels, Euronext Lisbon and Euronext Paris.

4.11 Dutch Financial Reporting Supervision Act

The Dutch Financial Reporting Supervision Act (*Wet toezicht financiële verslaggeving*) (the "FRSA") applies to financial years starting from 1 January 2006. On the basis of the FRSA, the AFM supervises the application of financial reporting standards by, among others, companies whose corporate seat is in the Netherlands and whose securities are listed on a Dutch Regulated Market or Multilateral Trading Facility or foreign stock exchange. Pursuant to the FRSA, the AFM has an independent right to (i) request an explanation from Euronext regarding its application of the applicable financial reporting standards and (ii) recommend to Euronext the making available of further explanations. If Euronext does not comply with such a request or recommendation, the AFM may request that the Enterprise Chamber order Euronext to (i) make available further explanations as recommended by the AFM, (ii) provide an explanation of the way it has applied the applicable financial reporting standards to its financial reports or (iii) prepare Euronext's financial reports in accordance with the Enterprise Chamber's instructions.

4.12 Dividends and Other Distributions

Euronext may make distributions to its shareholders only insofar as its shareholders' equity exceeds the sum of the paid-in and called-up share capital plus the reserves as required to be maintained by Dutch law or by its Articles of Association. Under Euronext's Articles of Association, the Managing Board decides which part of any profit will be reserved.

Euronext's dividend policy is to achieve a dividend pay-out ratio of approximately 50% of net income, upon the approval of the Annual general Meeting, and as long as the Company is in position to pay this dividend while meeting all its various duties and obligations. More specifically, the Facilities Agreement restricts Euronext's ability to make any dividend, share redemption or any other distributions, save for (i) distributions of an amount of up to 50% of the net income of the Company in any financial year; (ii) following the repayment of €125.0 million of the term loan facility, the redemption or repurchase of shares or any other distribution provided that following any such redemption, repurchase or distribution as the case may be, the leverage ratio as defined in the Facilities Agreement is less than 1.5x; and (iii) at any time, repurchase of shares for the needs of the Employee Offering and employee shareholding and management incentive programs that Euronext may implement from time to time, which may be offered for free or at a discount (iv) repurchase shares in accordance with liquidity or market making programmes.

Euronext may make a distribution of dividends to its shareholders only after the adoption of Euronext's statutory annual accounts demonstrating that such distribution is legally permitted. The profit, as this appears from the adopted annual accounts, shall be at the free disposal of the General Meeting, provided that the General Meeting may only resolve on any reservation of the profits or the distribution of any profits pursuant to and in accordance with a proposal thereto of the Supervisory Board or a proposal of the Managing Board, which has been approved by the Supervisory Board. Resolutions of the General Meeting with regard to a distribution at the expense of the reserves shall require the approval of the Managing Board and the Supervisory Board.

The Managing Board is permitted to resolve to make interim distributions to Euronext shareholders, subject to approval of the Supervisory Board. The General Meeting may also resolve to make interim distributions to Euronext shareholders, pursuant to and in accordance with a proposal thereto by the Managing Board, which has been approved by the Supervisory Board.

The Managing Board may decide that, subject to approval of the Supervisory Board, a distribution on shares shall not be made in cash or not entirely made in cash but other than in cash, including but not limited in the form of shares in the Company or decide that shareholders shall be given the option to receive a distribution either in cash or other than in cash. The Managing Board shall, subject to approval of the Supervisory Board, determine the conditions under which such option can be given to Euronext's shareholders.

Shareholders are entitled to share the profit *pro rata* to their shareholding. Claims to dividends and other distributions not made within five years from the date that such dividends or distributions became payable will lapse, and any such amounts will be considered to have been forfeited to Euronext (*verjaring*).

4.13 Financial Calendar

First Quarter 2015 Results	6 May 2015
Annual General Meeting	6 May 2015
Second Quarter and First Half 2015 results	30 July 2015
2015 Third Quarter Results	5 November 2015

5

OPERATING AND FINANCIAL REVIEW

The following review relates to Euronext historical financial condition and results of operations for the years ended 31 December, 2013 and 2014. This "Operating and Financial Review" is based on the audited financial statements for the years ended 31 December 2013 and 2014, which are included in this Registration Document and should be read in conjunction with "General description of the Company" and "Financial Statements". Prospective investors should read the entire Registration Document and not just rely on the information set out below. The financial information included in this "Operating and Financial Review" has been extracted from the audited consolidated and combined financial statements.

The following discussion of Euronext results of operations and financial condition contains forward-looking statements. Euronext actual results could differ materially from those that are discussed in these forward-looking statements. Factors that could cause or contribute to such differences include those discussed below and elsewhere in this Registration Document, particularly under "Risk Factors".

5.1 Overview

Euronext is a pan-European exchange group, offering a diverse range of products and services and combining transparent and efficient equity, fixed income securities and derivatives markets in Paris, Amsterdam, Brussels, Lisbon and London. Euronext businesses comprise: listing, cash trading, derivatives trading, Market Data and Indices, post-trade and Market Solutions & Other.

Euronext management reviews the performance of the business, and makes decisions on allocation of resources, only on a company-wide basis. Therefore, Euronext has one reportable segment.

Euronext has been operating as an independent, publicly traded company since 20 June 2014. From April 2007 through November 2013 Euronext businesses were integrated with the other businesses of NYSE Euronext, and from November 2013 to June 2014, Euronext businesses were part of ICE as a result of ICE's acquisition of NYSE Euronext on 13 November 2013.

5.1.1 DEFINITIONS

The following defined terms are used in this Operating and Financial Review:

"Legacy Euronext" means the historical operations of the former Euronext N.V. (existing prior to 15 March 2014, "Old Euronext") and its subsidiaries, including LIFFE.

"Parent" means NYSE Euronext, through 13 November 2013, and ICE, from 13 November 2013.

5.1.2 ESTABLISHMENT OF EURONEXT AS AN INDEPENDENT, PUBLICLY TRADED COMPANY

The legal entities of the Group have been owned by Euronext N.V. since the date that the internal reorganisation was finalised in March 2014. The Consolidated Financial Statements as of and for financial years ended 31 December 2014 and the Combined Financial Statements as of and for financial year ended 31 December 2013 have been prepared by combining all individual legal entities into one reporting entity, as described further in Note 1 to the consolidated financial statements (see *"Financial Statements"*). All transactions and balances between consolidated entities have been eliminated on consolidation. All transactions and balances with Parent entities are reflected as related party transactions and balances.

Cost Allocations since 1 January 2014

In March 2014, in connection with the separation of Euronext from ICE, the transfer pricing agreements described below were terminated and replaced by transitional and long-term SLAs providing for a specific identification of each individual service rendered to or received from ICE. Each individual service is priced separately, generally on a fixed fee basis, based on actual usage or mutually agreed service level. These SLAs do not provide for the allocation of actual cost incurred, plus overheads and mark-up, in proportion to revenues.

The historical transfer pricing agreements were amended as of 1 January 2014 in order to provide for pricing consistent with the SLAs implemented in March 2014. Accordingly, the recharges to and from the Parent are made on a consistent basis throughout the rest of the year 2014. Services rendered to ICE primarily include the IT support to LIFFE, which terminated at the end of 2014, as well as various ancillary services.

Services received from ICE under the SLAs include the use of data centre infrastructure, corporate information systems and web support, as well as certain market data, market operations, internal audit and other services. With the exception of data centre infrastructure, the services received from ICE are transitional.

Euronext will continue to benefit from a perpetual license to use the Euronext UTP technology on a royalty-free basis.

For a detailed overview of revenue generated and expense incurred from the Parent since 1 January 2014, please refer to Note 16 to the consolidated financial statements for the year ended 2014 included in this Registration Document in *"Financial Statements"*.

Cost Allocations before 1 January 2014

As described above, the Group did not operate as a stand-alone entity prior to the IPO. Euronext's 2013 combined financial statements include allocations of shared costs made in accordance with transfer pricing agreements between the legal entities. The 2013 combined financial statements do not purport to reflect what Euronext combined results of operations, financial position and cash flows would have been had the Group operated as a stand-alone publicly-traded entity, rather than as a part of the NYSE Euronext group and ICE, during the periods presented. As a result, the combined financial statements are not necessarily indicative of Euronext future performance as a separate entity.

Euronext believes the combined financial statements as of and for financial year ended 31 December 2013 are meaningful to investors because they present the historical financial condition and results of operations of the businesses comprising the Group, and therefore are relevant to an understanding of the historical development of the businesses comprising the Group. In addition, by presenting for each period the breakdown of revenue between related party revenue, which is anticipated to be non-recurring after the year ending 31 December 2014, and third party revenue, Euronext believes the combined financial statements are relevant in assessing what the revenue would have been had the Group been a stand-alone entity for the periods presented.

There are limitations inherent in the preparation of all combined financial statements due to the fact that Euronext business was previously part of a larger group. The basis of preparation included in Note 1 to the consolidated financial statements provides a detailed description of the treatment of historical transactions.

As noted above, the 2013 combined financial statements reflect allocations of shared support costs as recognised on a historical basis in the accounting records of the Legacy Euronext subsidiaries in accordance with existing transfer pricing agreements between the legal entities. These transfer pricing agreements provide for (i) the sharing of costs of certain global functions, including corporate management and software development, between Legacy Euronext entities and the U.S. operations of the Parent and (ii) allocation of shared IT infrastructure, corporate support and other mutualised costs among the Legacy Euronext exchange entities, including LIFFE. The most important historic cost allocations were:

Global Functions

Costs of global functions incurred by the Parent include global corporate management and web support. Costs of global functions incurred by Euronext entities include certain global management positions and shared support services. Costs of global functions have historically been allocated in proportion to revenues and the resulting cross-charges with the Parent have been recorded in the accounts of the individual legal entities within the Group in accordance with the transfer pricing agreements. These historical cross-charges resulted in net expense of €4.3 million recorded in the combined financial statements for the year ended 31 December 2013. Euronext does not expect a significant increase in costs relating to the establishment of corporate functions in connection with becoming a stand-alone public company.

IT Recharge to LIFFE

At separation, Euronext retained all shared internal IT resources that supported both the Group's and LIFFE's derivative exchange businesses. In accordance with the transfer pricing agreement, the derivatives IT costs have been recharged to the Legacy Euronext exchange entities, including LIFFE, on the basis of allocated costs, including overhead costs, plus a 10% mark-up. The allocation between the local exchange entities was made in proportion to their respective derivatives trading revenue. Accordingly, the historical recharge to LIFFE of allocated IT costs plus mark-up is reflected as related party revenue in the combined financial statements in the amounts of €93.3 million for the year ended 31 December 2013.

This related party revenue is materially affected by the Service Level Agreements ("SLAs") that became effective upon the Separation. The relevant SLA provides for a reduction in the IT service once LIFFE has completed its migration to another technology platform. Substantially all of this related party revenue is therefore non-recurring.

Other Costs of Operating the Derivatives Business

The derivatives businesses of Legacy Euronext historically were managed on a Europe-wide basis with a high level of cross-border integration. In accordance with a profit split agreement ("PSA"), the derivatives operating expenses historically were allocated to the local exchange entities, including LIFFE, in proportion to their respective derivatives revenues. Differences between actual cost incurred and allocated costs pursuant to the PSA have resulted in "retrocessions" between exchange entities. These historical PSA retrocessions between LIFFE and the Group are recorded within operating expense in the combined financial statements in the amounts of €13.6 million for the year ended 31 December 2013.

For a detailed overview of revenue generated and expense incurred from the Parent prior to 1 January 2014, please refer to Note 16 to the combined financial statements included in this Registration Document.

5.1.3 SOURCES OF REVENUES

Listing

Admission fees comprise fees paid by companies to list and admit to trading equity and debt securities on Euronext markets and corporate activity and other fees, which consist primarily of fees charged for centralising securities in connection with new listings and tender offers and delisting fees. In addition, companies whose securities are listed or admitted to trading on Euronext markets pay annual fees.

Euronext has adopted a common set of admission and annual fees for the Euronext and Alternext markets. Companies having equity securities listed or admitted to trading on Euronext or Alternext markets are subject to the following types of fees:

- initial admission fee charged based on the market capitalisation at first admission and calculated on a cumulative scale with decreasing rates and capped;
- subsequent admission fees charged based on the amount of capital raised and calculated on a cumulative scale with decreasing rates and capped, and other corporate events related fees;
- annual fees based on a variable decreasing percentage of the number of outstanding securities and a fixed fee based on the issuer's market capitalisation over a threshold level. The annual fee is capped.

Euronext distinguishes domestic issuers and non-domestic issuers that have their primary or single listing on its markets from non-domestic multi-listed issuers. Non-domestic multi-listed issuers primarily use Euronext markets to increase visibility, and the fees charged to this category of issuers have lower caps and lower flat fees. In order to facilitate access to capital markets for small- and medium-sized enterprises, which Euronext defines as companies with a market capitalisation below €1 billion ("SMEs"), and in conjunction with the launch of EnterNext in June 2013, Euronext has reduced fees for the first admission of SMEs on Euronext and Alternext and for those SMEs that transfer from a Euronext markets to another Euronext markets until the end of 2015.

Admission fees for debt securities, issued both on a stand-alone basis or under a note programme, are based on the maturity and principal amount admitted to trading, and, in respect of long-term debt (maturity over one year), number of years to maturity. Euronext offers lower admission fees for issuers that access the debt capital markets frequently and for issuers qualifying as SMEs.

The admission fees described above also apply to the EasyNext markets operated by Euronext Brussels and Euronext Lisbon. The admission fees for the Marché Libre of Euronext Paris and Euronext Brussels follow the same principles as the admission fees for Euronext and Alternext markets. Issuers quoted on the Marché Libre pay a flat annual fee.

Euronext offers centralisation services for orders in connection with a public offer, a public tender offer or a sales facility, in respect of securities admitted or to be admitted to any Euronext markets whether regulated or not.

A common set of admission and annual fees apply to ETPs. Issuers of ETPs listed and/or admitted to trading on Euronext markets are subject to the following types of fees:

- for warrants & certificates traded *via* the quote driven model, issuers are invoiced listing fees based on the average size of their products range (grouped in packages). There are several discounts available for which issuers can qualify in order to reduce their listing fees. A one-time admission fee is charged to issuers of structured notes and certificates not traded *via* the quote driven model, as well as a market access fee per instrument;
- primary and secondary listings of ETFs, exchange traded vehicles and exchange traded notes are charged initial admission fees. Additional admission fees are charged per cross and multi-currency listing; charges are also applicable on delisting and merger of instruments. An annual fee is charged each entire calendar year based on the value of the total shares outstanding under each ISIN;
- fund issuers are charged a one-time admission fee and a flat annual fee per listed open-end investment fund. A monthly service fee is also charged per fund traded on the net asset value trading facility. A flat delisting fee is charged per open-end investment fund.

Cash and Derivatives Trading

Revenues from Euronext cash trading and derivatives trading businesses consist of transaction-based fees for executing trades on Euronext cash markets and derivatives markets. These transaction fees are charged per executed order and based on value traded in cash equities and are charged per lot in derivatives. Trading volume in equity products is primarily driven by price volatility in equity markets and indices. The level of trading activity for all products is also influenced by market conditions and other factors.

Derivative trading revenues received from transactions conducted on Euronext markets are variable, based on the volume and value of traded contracts, and recognised when executed. The principal types of derivative contracts traded are equity and index products and commodities products.

Market Data and Indices

The Group charges data vendors on a per-user basis for the access to its real-time data and Enterprise licences are charged for access to historic and reference data products and proprietary market data information services. The Group also collects periodic license fees from vendors for the right to distribute the Group data to third parties. These fees are recognised on a monthly basis as services are rendered.

Post-Trade

Euronext operates Interbolsa, the Portuguese national CSD, and receive fees mainly with respect to the settlement of trades/instructions and the custody of securities registered/deposited in the centralised securities systems, namely the securities traded in Portugal. Euronext also receives a share of clearing income based on treasury services and the number of cleared derivatives trades cleared through LCH.Clearnet, in exchange for which Euronext pays LCH.Clearnet a fixed fee plus a variable fee based on derivatives trading volume.

Market Solutions & Other

Market Solutions & Other revenue includes software license fees and IT services provided to third-party market operators and connection services and data centre co-location services provided to market participants. Licence fees for software that does not need significant customisation recognised upon delivery or acceptance by the client. Fees for software customisation and implementation services are recognised either on a time and materials basis or under the percentage completion method, depending upon the nature of the contract. When standard UTP software requires significant customisation and implementation work both software license and professional services fees are recognised together on a percentage of completion basis. The stage of completion is measured based on the number of man days incurred to date as a percentage of total estimated number of man days to complete. Software maintenance fees, managed services fees, connection and subscription fees, and annual license fees are recognised ratably over the life of the agreement.

5.1.4 COMPONENTS OF EXPENSES

Euronext's operating expenses include salaries and employee benefits, depreciation and amortisation, and other operational expenses, which include systems and communications, professional services, accommodation, PSA retrocession, and other expenses.

Salaries and Employee Benefits

Salaries and employee benefits expenses include employee salaries, incentive compensation (including stock-based compensation) and related benefits expenses, including pension and medical charges.

Depreciation and Amortisation

Depreciation and amortisation expenses consist of costs from depreciating fixed assets (including computer hardware and capitalised software) and amortising intangible assets over their estimated useful lives.

Systems and Communications

Systems and communications expenses include costs for development, operation and maintenance of trading, regulatory and administrative systems; investments in system capacity, reliability and security; and cost of network connectivity between customers and data centres, as well as connectivity to various other market centres. Systems and communications expenses also include fees paid to third-party providers of networks and information technology resources, including fees for consulting, research and development services, software rental costs and licenses, hardware rental and related fees paid to third-party maintenance providers.

Professional Services

Professional services expenses include consulting charges related to various technological and operational initiatives as well as legal and audit fees.

Accommodation

Accommodation expenses include costs of leasing the properties used by the Group, as well as utilities, maintenance and security costs to maintain the properties used by the Group.

Other Expenses

Other expenses include marketing, taxes, insurance, travel, professional membership fees, UTP software sublicensing fees paid to the Parent, corporate management recharges from the Parent, and other expenses.

5.1.5 KEY FACTORS AFFECTING BUSINESSES AND RESULTS OF OPERATIONS

The economic and business environment in which Euronext operates directly affects Euronext's results of operations. The results have been and will continue to be affected by many factors, including the factors set out below. Euronext continues to focus its strategy to broaden and diversify its revenue streams, as well as on its company-wide expense reduction initiatives in order to mitigate these uncertainties.

Trading Activity

A large proportion of Euronext's business is transaction-based. For the year ended 31 December 2014, Euronext derived 46% of its third party revenue from its cash trading and derivatives trading businesses. Accordingly, fluctuations in the trading volumes directly affect Euronext revenues. During any period, the level of trading activity in Euronext markets is significantly influenced by factors such as general market conditions, market volatility, competition, regulatory changes, capital maintenance requirements, market share and the pace of industry consolidation.

A reduction in trading activity could make Euronext's markets less attractive to market participants as a source of liquidity, which in turn could further discourage existing and potential market participants and thus accelerate a decline in the level of trading activity in these markets. Because Euronext's cost structure is largely fixed, if the trading volumes and the resulting transaction fee revenues decline, Euronext may not be able to adjust its cost structure to counteract the associated decline in revenues, which would adversely affect its net income. Euronext's largely fixed cost structure also provides operational leverage, such that an increase in its trading volumes and the resulting transaction fee revenues would have a positive effect on its margins.

Targeted Operating Optimisation

Euronext as a newly established stand-alone company has identified various ways to streamline its processes and enhance its operational efficiency. As such Euronext has thus identified the potential for pre-tax operating optimisation and net efficiencies of approximately €60 million by the end of H1 2015 and of €80 million by the end of 2016 on a run-rate basis, ie taking into account the full-year impact of any cost saving measure to be undertaken before the end of this period. These efficiencies can be classified in three buckets, generating each a third of the total expected amount:

- rationalisation of the IT services in London: post separation some IT services were servicing all Euronext derivatives exchanges as well as LIFFE's exchanges – now part of ICE. These resources were working throughout 2014 on the Euronext separation programme as well as on the migration of LIFFE products onto ICE trading platform. This migration was finalised by the end of 2014 and these resources will be restructured at the beginning of 2015;
- simplification of the Group: Euronext as being part of a large US-based Company was allocated a portion of the costs of the Group that are no longer needed and has identified a number of areas where setting up its own contracts generates costs efficiencies: insurance and security costs have for example strongly decreased as a result of becoming a mid-size European Company;
- restructuring of the Company: Euronext is pursuing its efforts to being more efficient and has identified both IT and non-IT items that could lead to costs reductions: on the IT side some overlap of applications is due to disappear while Euronext has reviewed its real-estate footprint to identify potential for cost reduction. Euronext has thus decided to relocate its Brussels and Paris offices and its disaster recovery centre to cheaper premises.

Expenses incurred to realize the efficiencies described above are classified as "Exceptional items" in the Income statement, for a total of €45 million in 2014. Further reference is made to note 8 in the Financial statements.

Derivatives Clearing Agreement

On 14 October 2013, Euronext entered into the Derivatives Clearing Agreement with LCH.Clearnet in respect of the clearing of trades on its continental Europe derivatives markets. Under the terms of the Derivatives Clearing Agreement, effective starting 1 April 2014, Euronext has agreed with LCH.Clearnet to share revenues. Euronext receives a share of clearing income based on treasury services and the number of cleared derivatives trades cleared through LCH.Clearnet, in exchange for which Euronext pays LCH.Clearnet a fixed fee plus a variable fee based on derivatives trading volume. Subject to certain conditions and exceptions, the term of the Derivatives Clearing Agreement is through 31 December 2018, after which date the agreement will renew automatically until terminated by either party upon written notice. Our estimated derivatives clearing revenue would have been €46 million and the associated clearing expense would have been €27 million for the year ended 31 December 2013, had the contract been in place for 12 months. For the year ended 31 December 2014 those revenues are €36 million and the associated expense is €20 million over a period of 9 months.

Relocation Paris head office

As part of its cost reduction programme, Euronext decided not to renew the lease contract (ending 31 August 2015) for its head office building ("Cambon") in rue Cambon, Paris. New premises are located in the La Défense business centre. The 9-year lease contract for this office building ("Praetorium") was signed on 21 November 2014 and will be effective as per 1 May 2015.

5.1.6 GOODWILL

Goodwill recorded at the Legacy Euronext level and attributable to the Continental Europe businesses of Legacy Euronext has been recorded in the combined financial statements. It includes the entire goodwill that arose from the acquisition of the Amsterdam and Brussels stock exchanges in 2000 and the Lisbon stock exchange in 2002. It also includes an allocation of the goodwill that arose from the acquisition of Atos Euronext Market Solutions ("AEMS"), Euronext's preferred IT service provider, in 2008. Atos Euronext Market Solutions was acquired to obtain full control over the IT function supporting the Legacy Euronext exchanges and, accordingly, the related goodwill was allocated to the Group's exchanges and to LIFFE in proportion to their respective fair values. Conversely, the goodwill attributable to the acquisition of LIFFE and the portion of AEMS goodwill allocated to LIFFE have both been excluded from these consolidated financial statements. In addition, the goodwill recorded in these consolidated financial statements does not include any allocation of the goodwill that arose from the acquisition of Legacy Euronext by NYSE Group, Inc. in April 2007 or from the acquisition of NYSE Euronext by ICE in November 2013.

5.1.7 FINANCIAL AND TRADING POSITION

Other than as decribed below, there has been no significant change in Euronext's financial or trading position since 1 January 2015.

Cannon Bridge House Lease

Historically LIFFE was the tenant of the operating lease for the Cannon Bridge House ("CBH") facility, based in London, which includes a disaster recovery Centre used by both the Group and LIFFE, and office space, primarily used by LIFFE. The Financial Statements for the year ended 31 December 2013 reflect the Group's share of the costs of using the disaster recovery Centre. On 19 May 2014, in connection with the Separation, (i) the CBH operating lease was reassigned from LIFFE to the Group who, as new tenant, became obliged to make rental payments until the expiration of the non-cancellable term of the lease in 2017; and (ii) a short-term subleasing agreement was put in place between the Group and LIFFE. This subleasing was terminated by the end of 2014, as LIFFE completed the relocation of its corporate offices and its migration to another IT platform (see Note 16).

With respect to the office space component of the contract, the unavoidable costs of the operating lease until 2017 are in excess of expected subleasing benefits to be received from ICE in the short term and from third parties in subsequent periods. The resulting onerous lease liability assumed from the Parent, which is estimated to be approximately €21.9 million, has been recorded in the second quarter of 2014 with a corresponding reduction to Shareholders' equity.

The Group decided in Q4 2014 to relocate its disaster recovery Centre to new premises, effectively vacating this area of CBH by the end of 2015. This increased the unavoidable cost of the lease contract and increased the onerous lease liability over expected future benefits by €10.8 million. The increase has been recorded as an exceptional expense in Q4 2014 (see Note 8).

The Group is working on an alternative scenario to decrease the liability.

Facilities Agreement

On 6 May 2014, Euronext entered into a €500.0 million facilities agreement.

The full amount of the €250.0 million term loan facility was drawn on 20 June 2014 to refinance a €250.0 million short-term promissory note due to ICE incurred on 29 April 2014 in exchange for €250.0 million in cash.

In the first quarter of 2015, the Group intends to repay €140 million as an early prepayment of the term loan and simultaneously increase the revolving credit facility to €390 million. For more details, please refer to *"Facilities Agreement"*.

Euroclear Investment

On April 30, 2014, the Parent contributed to the Group a 2.75% ownership interest into Euroclear plc, an unlisted company involved in the settlement of securities transaction and related banking services. The fair value of the investment was €63 million. The Euroclear shares have been recorded as a non-current equity investments. Due to a share buy back from Euroclear the direct investment in Euroclear increased from 2.75% to 3.12%. Based on the new information available as of 31 December 2014, management determined that the fair value could be reliable measured as of 31 December 2014. As a result, management recorded a fair value adjustment through Other Comprehensive Income of €3.7 million. The fair value of the investment is €66.8 million.

5.1.8 RESULTS OF OPERATIONS

Year Ended 31 December 2014 Compared to Year Ended 31 December 2013

The table below sets forth Euronext's results of operations for the years ended 31 December 2014 and 2013.

	Year ended	
In thousands of euros	31 December 2014	31 December 2013
Third party revenue and other income	458,454	386,690
ICE transitional revenue and other income	34,044	94,982
TOTAL REVENUE AND OTHER INCOME	**492,498**	**481,672**
Salaries and employee benefits	(123,991)	(132,720)
Depreciation and amortisation	(16,644)	(19,924)
Other operational expenses	(143,100)	(149,047)
Operating profit before exceptional items	**208,763**	**179,981**
Exceptional items	(44,603)	(22,086)
Operating profit	**164,160**	**157,895**
Net financing income/(expense)	(6,452)	(424)
Results from equity investments	4,557	(18,040)
Profit before income tax	**162,265**	**139,431**
Income tax expense	(44,091)	(51,915)
Profit for the year	**118,174**	**87,516**

Total Revenue

Euronext's total revenue for the year ended 31 December 2014 was €492.5 million, compared to €481.7 million for the year ended 31 December 2013, an increase of €10.8 million or 2%. Euronext total revenue comprises revenue from third parties and related party revenue from Parent entities.

Third party revenue. The table below sets forth Euronext's third party revenue for the years ended 31 December 2014 and 2013.

In thousands of euros	2014	2013
Listing	61,737	53,282
Trading revenue	212,013	187,166
of which		
• Cash trading	165,565	138,428
• Derivatives trading	46,448	48,738
Market data & indices	93,348	83,980
Post-trade	57,268	21,253
of which		
• Clearing	35,979	-
• Custody and Settlement	21,289	21,253
Market Solutions & Other revenue	33,443	41,009
Other income	645	-
TOTAL THIRD PARTY REVENUE AND OTHER INCOME	**458,454**	**386,690**

Euronext third party revenue for the year ended 31 December 2014 was €458.5 million, compared to €386.7 million for the year ended 31 December 2013, an increase of €71.7 million or 19%.

For the year ended 31 December 2014:

Listing

Listing revenues were €61.7 million in 2014, an increase of 15.8% compared to the €53.3 million achieved in 2013. This strong performance was driven by healthy IPO and secondary market activity. 50 new listings took place in 2014 (versus 36 in 2013), of which 35 IPOs (versus 21 in 2013), and a total of €10.8 billion of capital raised, compared to €3.1 billion in 2013.

Trading

Cash trading

The cash trading business achieved a strong full-year performance with revenues of €165.6 million, an increase of 19.7% compared to €138.4 million in 2013. This performance results from strong trading volumes, up 17.6% compared to 2013, combined with successful yield management and a stable market share. Our domestic market share in a highly competitive environment was 64.2% for the full year.

The ETF segment was particularly dynamic this year with volumes up 24% compared to 2013.

Derivatives trading

Derivatives trading revenue decreased by 4.5% in 2014 compared to 2013, amounting to €46.5 million (compared to €48.7 million in 2013). This is due to the dampening effects of lower volatility in the second and in the third quarters of the year and to competition in the Dutch segment of the individual equity options business.

For the full year commodity products achieved a strong performance, with an increase in volumes traded of 25% compared to 2013.

Market data & indices

Market data & indices revenue, which now account for 20% of our revenues, posted an 11% increase in 2014 revenues compared to 2013: €93.3 million versus €84 million.

This growth was due to a strong client take up of the Continental Derivatives data packages, delayed data agreements and a record number of licensed products on Euronext indices which rose by 40% to over 5,600.

Post-trade

Clearing

The financial benefits of the derivatives clearing agreement with LCH. Clearnet came into force on 1 April 2014. To facilitate the comparison, Euronext has decided to provide adjusted figures for 2013, estimating the impact this contract would have had, had it been in place from Q2 2013 onwards.

For the full year of 2014 Euronext recorded clearing revenues of €36 million, (full year 2013 adjusted: €33.8 million, or 2013 reported: €0.0 million).

As explained above, this increase compared to the adjusted number for 2013 results from the favourable impact of the derivatives product mix.

Settlement & Custody

Full year revenues for Interbolsa in Portugal in 2014 amounted to €21.3 million, flat compared to 2013.

Market solutions & other

Revenues from market solutions decreased in 2014 compared to 2013 (from €41 million to €33.5 million), as expected in the middle of the adaptation period to refocus the strategy of commercial technology and due to the change in accounting principles outlined above.

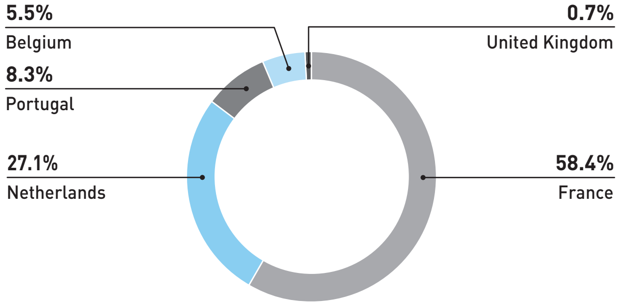
Four Euronext UTP deals were signed in 2014, the highest annual number since the launch of the platform.

ICE transitional revenue & other income

In 2014 ICE transitional revenue & other income amounted to €34.0 million, whilst it was €95.0 million for the full year of 2013.

This revenue reflects (i) the IT support services provided to Liffe for the operation of its derivatives exchanges in the UK and in the US and its foreseen migration onto the ICE platform; (ii) the invoicing of Cannon Bridge House (started as of 19 May 2014) and (iii) ancillary services. This should not be compared to the revenues booked last year as, until 1 January 2014, the financial statements were combined financial statements and included recharge of shared costs made in accordance with the historical transfer pricing agreement between the legal entities which has been terminated and replaced by SLAs for providing services to ICE. These SLAs are priced separately for each service rendered in accordance with market prices.

EURONEXT 2014 THIRD PARTY REVENUE BY GEOGRAPHY



Operating Expenses

The table below sets forth Euronext operating expenses for the years ended 31 December 2014 and 2013.

	Year Ended	
In thousands of euros	31 December 2014	31 December 2013
Salaries and employee benefits	(123,991)	(132,720)
Depreciation and amortisation	(16,644)	(19,924)
Other operational expenses	(143,100)	(149,047)
TOTAL OPERATING EXPENSES	**(283,735)**	**(301,691)**

Euronext operating expenses for the year ended 31 December 2014 were €283.7 million, compared to €301.7 million for the year ended 31 December 2013, a decrease of €18.0 million or 6%.The 2014 expenses include 9 months of Clearing contract, which is not comparable with 2013 : the adjusted 2013 expenses with 9 months of Clearing contract amount to €321.5 million. Euronext delivered robust cost discipline in 2014 and expenses were down by €37.8 million versus adjusted 2013 expenses. Euronext operating expenses comprise salaries and employee benefits, depreciation and amortisation, and other operational expenses.

Salaries and employee benefits

Salaries and Employee Benefits decreased by €-8.7 million, or -7%, to €124.0 million at the end of December 14 YTD, compared to €132.7 million at the end of December 13 YTD. This decrease is mainly attributable to a decrease in the IT headcount, a reduction LTIP expenses as a result of the early vesting of RSU/LTIP due to the ICE acquisition and to a decrease in bonus including social charges.

Depreciation and amortisation

Depreciation and Amortisation decreased by €-3.3 million, or -16%, to €16.6 million at the end of December 14 YTD, compared to €19.9 million at the end of December 13 YTD. This decrease is mainly attributable to the end of the amortization of the historic UTP licence, as it was fully amortised.

Other operational expenses

The table below sets forth Euronext's other operational expenses for the years ended 31 December 2014 and 2013:

In thousands of euros	2014	2013
Systems and communications	(22,201)	(26,286)
Professional services	(51,376)	(59,307)
Clearing expenses	(20,263)	-
Accommodation	(25,653)	(17,677)
PSA retrocession	-	(13,631)
Other expenses	(23,607)	(32,146)
TOTAL	**(143,100)**	**(149,047)**

System and Communication decreased by €-4.1 million, or -15%, to €22.2 million at the end of December 2014, compared to €26.3 million at the end of December 2013. This decrease is mainly attributable to the replacements of former intercompany expenses by SLAs with ICE and to lower level of telecom costs.

Professional Services decreased by €-7.9 million, or -13%, to €51.4 million at the end of December 2014, compared to €59.3 million at the end of December 2013. This decrease is mainly attributable to the reduction in the number of IT consultants, the replacement of former intercompany expenses by SLAs with ICE Group, and to the transfer of CBH to Euronext in May 2014 (prior to that transfer, part of these costs were recharged to Euronext in the line Professional Services).

Clearing expenses were €20.3 million at the end of December 2014. These expenses relate to the new Clearing agreement that started in April 2014 (full year adjusted: €19.8 million or 2013 reported: €0 million).

Accommodation increased by €+8.0 million, or +45%, to €25.7 million at the end of December 2014, compared to €17.7 million at the end of December 2013. This increase is mainly attributable to the transfer of CBH to Euronext in May 2014.

The line Other Expenses includes Transfer Pricing expenses in 2013 for €4.3 million:

- Other Expenses excluding Transfer Pricing, decreased by €-4.2 million, or -15%, to €23.6 million at the end of December 2014. This decrease was mainly attributable to the reduction in marketing expenses and to the reduction in travel expenses.
- The Transfer Pricing of €4.3 million at end of December 13 contains the cross charge of corporate expenses with US, which is no longer applicable after the separation of Euronext in 2014.

Operating Profit Before Exceptional Items

Euronext operating profit before exceptional items for the year ended 31 December 2014 was €208.8 million, compared to €180.0 million for the year ended 31 December 2013, an increase of €28.8 million.

In thousands of euros	2014	2013
Initial public offering costs	(2,878)	(674)
Restruction costs	(44,090)	(3,628)
Share plan vesting acceleration/settlement	(2,803)	(12,707)
Exceptional income	5,574	-
Pension plan amendment/settlement	-	(4,380)
Grant claw back	-	(697)
Other	(406)	-
TOTAL	**(44,603)**	**(22,086)**

Exceptional Items

In 2014, exceptional items include:

- €2.9 million expense for costs directly related to the IPO project. Such costs are related mainly to legal and bank fees.
- €44.1 million of restructuring costs incurred in connection with the Separation, including,
  - expenses for employee benefits and contractor retention bonuses related to the restructuring of the London-based IT operations and expenses for employee termination benefits in relation with the restructuring of other Euronext locations, which cost saving results are expected to impact the Group's income statement as from first half of 2015. The amounts provisioned are based on signed contracts, leaving no significant estimates for restructuring costs on the balance sheet at the end of 2014 (see Note 26).
  - expenses for costs related to onerous contracts and new offices, including expenses for the onerous contract related to exiting the disaster recovery center of the 'Cannon Bridge House' building in London (see Note 2) and expenses related to the relocation of activities from the Paris head office 'Cambon' to the new building 'Praetorium' (see Note 2).
  - other exceptional expenses, mainly related to the lease termination of the Evere Building in Brussels. See Note 26.
- €2.8 million of expenses for the acceleration of vesting and settlement of share-based plans, of which €2.3 million was related to the accelerated vesting of LTIP 2013. In addition a €0.5 million discount on Employee shares plan related to the IPO was recognised in the second quarter of 2014 and recorded as exceptional expense.
- €5.6 million of exceptional income, including a €3.2 million release of social tax provision and a €1.0 million refund of organic tax, both in France. In the Netherlands, a €0.5 million one-off legal claim was released and in connection with the liquidation of the Amsterdam Pension fund 'Mercurius' a €0.9 million refund has been recorded as exceptional income.

Operating Profit

Euronext operating profit for the year ended 31 December 2014 was €164.2 million, compared to €157.9 million for the year ended 31 December 2013, an increase of €6.3 million or 4%.

Net Financing Income

Euronext's net financing income for the year ended 31 December 2014 was a net expense of €6.5 million, compared to a net expense of €0.4 million for the year ended 31 December 2013, an increase in net expense of €6.0 million. The table below sets forth Euronext's net financing income for the years ended 31 December 2014 and 2013.

In thousands of euros	2014	2013
Interest income	407	1,012
Interest expense	(2,381)	(1,611)
Gain/(loss) on disposal of treasury investments	89	179
Net foreign exchange (loss)/gain	(4,567)	(4)
NET FINANCING INCOME/(EXPENSE)	**(6,452)**	**(424)**

Results from Equity Investments

Euronext results from equity investments, which increased from net loss of €18.0 million for the year ended 31 December 2013 to a net income of €4.6 million for the year ended 31 December 2014, is explained by the received dividend from Euroclear and Sicovam.

Profit before Income Tax

Euronext profit before income tax for the year ended 31 December 2014 was €162.3 million, compared to €139.4 million for the year ended 31 December 2013, an increase of €22.8 million or 16%.

Income Tax Expense

Euronext's income tax expense for the year ended 31 December 2014 was €44.1 million, compared to €51.9 million for the year ended 31 December 2013, a decrease of €7.8 million or 15%. Euronext effective tax rate was 27% for the year ended 31 December 2014 compared to 37% for the year ended 31 December 2013.

The domestic tax rates have not significantly changed in 2014. The decrease in effective tax rate from 37% for the year ended 31 December 2013 to 27% for the year ended 31 December 2014 is primarily attributable to the items discussed below.

(a) The impairment of the financial assets in 2013 relates to the impairment of Sicovam in Euronext Paris.

(b) In connection with the Demerger, certain sublicense agreements within IP entities of the Group have been terminated in April 2014. As a consequence of this legal reorganisation, deferred tax assets held by some IP entities no longer meet the recoverability criteria as of 31 March 2014. These deferred tax assets were primarily arising from deductible temporary differences on intangible assets and tax losses carry-forwards. The de-recognition of the related deferred tax assets amounted to €15.7 million.

(c) The non-deductible expenses mainly related to intercompany interest paid in France and non-deductible expenses in connection with the transfer of SFTI to ICE. Further the non-deductible expenses were positively impacted when the French Government published final guidelines on article 212 of the French tax code, which resulted in a release of a tax provision in connection with non-deductible inter-company interest of €18.6 million

(d) In Q4 2014 an additional deferred tax asset on tax losses carry forward of €4.8 million was recognized on the liquidation of Bluenext S.A. in 2012 following discussions with the French tax authorities.

Profit for the Year

Euronext reported profit for the year ended 31 December 2014 was €118.2 million, compared to €87.5 million for the year ended 31 December 2013, an increase of €30.7 million or 35%.

YEAR ENDED 31 DECEMBER 2013 COMPARED TO YEAR ENDED 31 DECEMBER 2012

The table below sets forth Euronext results of operations for the years ended 31 December 2013 and 2012.

	Year Ended 31 December	
In thousands of euros	2013	2012
Third party revenue	386,690	420,769
Related party revenue	94,982	74,341
TOTAL REVENUE	**481,672**	**495,110**
Salaries and employee benefits	(132,720)	(125,683)
Depreciation and amortisation	(19,924)	(21,766)
Other operational expenses	(149,047)	(168,153)
Operating profit before exceptional items	**179,981**	**179,508**
Exceptional items	(22,086)	(8,761)
Operating profit	**157,895**	**170,747**
Net financing income / (expense)	(424)	(690)
Results from equity investments	(18,040)	934
Profit before income tax	**139,431**	**170,991**
Income tax expense	(51,915)	(57,790)
PROFIT FOR THE YEAR	**87,516**	**113,201**

Total Revenue

Euronext total revenue for the year ended 31 December 2013 was €481.7 million, compared to €495.1 million for the year ended 31 December 2012, a decrease of €13.4 million or 3%. Euronext total revenue comprises revenue from third parties and related party revenue from Parent entities.

Third party revenue. The table below sets forth Euronext third party revenue for the years ended 31 December 2013 and 2012.

	Year Ended 31 December	
In thousands of euros	2013	2012
Listing	53,282	60,967
Trading revenue	187,166	201,974
of which:		
• Cash trading	138,428	140,307
• Derivatives trading	48,738	61,667
Market data & indices	83,980	86,545
Post-trade	21,253	20,958
Market Solutions & Other	41,009	50,325
TOTAL THIRD PARTY REVENUE	**386,690**	**420,769**

Euronext third party revenue for the year ended 31 December 2013 was €386.7 million, compared to €420.8 million for the year ended 31 December 2012, a decrease of €34.1 million or 8%. This decrease was largely attributable to lower revenue from derivatives trading due to lower trading volumes and lower average fee per lot, as well as lower revenue from Market Solutions & Other and listing.

For the year ended 31 December 2013:

- Listing revenue decreased by 13% compared to the year ended 31 December 2012, primarily due to a decrease in structured products listing fees and lower bond listing fees (due to listing no longer being mandatory for Titres de Créances Négociables debt instruments), which was partially offset by higher equities listing fees as a result of the higher number of IPOs compared to the prior year. Fees generated by corporate customers increased to €43 million (annual fees: €20 million; admission and other listing fees: €23 million) compared to €41 million for the year ended 31 December 2012 (annual fees: €20 million; admission and other listing fees: €21 million). Fees generated by ETFs and warrants decreased to €11 million (annual fees: €4 million; admission fees: €6 million) from €20 million for the year ended 31 December 2012 (annual fees: €14 million; admission fees: €6 million);
- Cash trading revenue decreased by 1% compared to the year ended 31 December 2012, principally as a result of lower trading volumes, which were 5% lower than the prior year, partially offset by a 4% higher average fee per trade. The decrease in cash trading volumes was largely attributable to macroeconomic conditions in Europe, as well as the implementation of the French FTT. The increase in the average fee per trade was largely the result of an increase in the average trade size for equities products;
- Derivatives trading revenue decreased by 21% compared to the year ended 31 December 2012, principally as a result of lower trading volumes, which were 12% lower than the prior year, and a 10% lower average fee per lot. The decrease in derivatives trading volumes was largely attributable to macroeconomic conditions in Europe, as well as the implementation of the French FTT. Volumes in equity options trading, which constitute approximately half of total derivatives trading volume, decreased by 16% compared to the prior year, primarily as a result of a loss in market share. The decrease in the average fee per lot was mainly driven by fee changes for equity options products (20% lower average fee per lot compared to the prior year);
- Market data & indices revenue decreased by 3% compared to the year ended 31 December 2012, principally as a result of a decrease in the number of real-time end user terminals, partially offset by the introduction of fees for non-display use and index constituents and weights information;
- Post-trade revenue remained largely unchanged compared to the year ended 31 December 2012;
- Market Solutions & Other revenue decreased by 19% compared to the year ended 31 December 2012, largely due to one-off impacts in the prior year relating to contracts signed with new customers.

For the year ended 31 December 2013, 58.1% of Euronext third party revenue was generated from its businesses in France, 26.7% from the Netherlands, 8.6% from Portugal, 5.8% from Belgium and 0.8% from the United Kingdom. For the year ended 31 December 2012, 60.4% of Euronext third party revenue was generated from its businesses in France, 25.8% from the Netherlands, 8.3% from Portugal, 4.9% from Belgium and 0.6% from the United Kingdom. Trading, listing and market data revenue is attributed to the country in which the exchange is domiciled. Other revenue is attributed to the billing entity.

Related party revenue. Related party revenue primarily consists of IT services rendered to NYSE Euronext group companies and historically billed by Euronext entities in accordance with transfer pricing agreements. These agreements are "cost plus" arrangements providing for the recharge of allocated costs, including overhead costs, plus a mark-up of 10%. As at the effective date of the Separation, these transfer pricing agreements were replaced by transitional SLAs, which are expected to be terminated as soon as LIFFE has completed its migration to the ICE technology platform, which Euronext anticipates to occur by the end of 2014. Consequently, Euronext expects that substantially all related party revenue will be non-recurring.

The underlying costs, used as a basis to generate the related party revenue are primarily allocated fixed costs arising from mutualised resources, rather than directly attributable costs. Consequently, Euronext does not expect these costs to be representative of the costs that will be eliminated when the LIFFE IT services are terminated. As at 31 December 2013, Euronext has already announced a restructuring of its London-based IT operations, which are primarily supporting the LIFFE exchange and the Euronext derivatives trading business.

The table below sets forth Euronext related party revenue for the years ended 31 December 2013 and 2012.

	Year Ended 31 December	
In thousands of euros	2013	2012
IT operations and maintenance services – LIFFE UK	87,913	61,872
IT operations and maintenance services – LIFFE US	5,363	7,285
R&D services	1,706	5,184
TOTAL RELATED PARTY REVENUE	**94,982**	**74,341**

Euronext related party revenue for the year ended 31 December 2013 was €95.0 million, compared to €74.3 million for the year ended 31 December 2012, an increase of €20.6 million or 28%.

The bulk of related party revenue derives from IT support services provided to NYSE Euronext for the operation of the LIFFE derivatives exchange. The allocation between LIFFE and Euronext's own derivatives business was made in proportion to their respective derivatives trading revenue. Accordingly, LIFFE absorbed 87% and 83% of the cost-plus recharge in the years ended 31 December 2013 and 2012, respectively. The increase in related party revenue for the year ended 31 December 2013 compared to the prior year was largely attributable to a €26.0 million increase in IT operations and maintenance services provided to LIFFE UK, which principally related to project workload undertaken in the year ended 31 December 2013 to support the derivatives trading business.

The remainder of related party revenue derives from the recharge of UTP research and development costs to the U.S. operations of NYSE Euronext in proportion to their contributions to NYSE Euronext consolidated revenue, in accordance with the global research and development cost sharing agreement.

Operating Expenses

The table below sets forth Euronext operating expenses for the years ended 31 December 2013 and 2012.

	Year Ended 31 December	
In thousands of euros	2013	2012
Salaries and employee benefits	(132,720)	(125,683)
Depreciation and amortisation	(19,924)	(21,766)
Other operational expenses	(149,047)	(168,153)
TOTAL OPERATING EXPENSES	**(301,691)**	**(315,602)**

Euronext operating expenses for the year ended 31 December 2013 were €301.7 million, compared to €315.6 million for the year ended 31 December 2012, a decrease of €13.9 million or 4%. Euronext operating expenses comprise salaries and employee benefits, depreciation and amortisation, and other operational expenses.

Salaries and employee benefits. Salaries and employee benefits increased by €7.0 million, or 6%, to €132.7 million for the year ended 31 December 2013, compared to €125.7 million for the year ended 31 December 2012. This increase was attributable to higher bonus payments, including social charges, due to improved financial results of NYSE Euronext, as well as annual payroll increase and higher tax provisions compared to the prior year.

Depreciation and amortisation. Depreciation and amortisation decreased by €1.8 million, or 8%, to €19.9 million for the year ended 31 December 2013, compared to €21.8 million for the year ended 31 December 2012. This decrease reflects a €1.1 million, or 13%, year-over-year decrease in depreciation of tangible fixed assets and a €0.8 million, or 6%, year-over-year decrease in amortisation of intangible fixed assets. This decrease relates to the natural asset roll-off given the level of investment in prior years.

Other operational expenses. The table below sets forth Euronext other operational expenses for the years ended 31 December 2013 and 2012.

	Year Ended 31 December	
In thousands of euros	2013	2012
Systems and communications	(26,286)	(27,671)
Professional services	(59,307)	(62,772)
Accommodation	(17,677)	(17,561)
PSA retrocession	(13,631)	(10,825)
Other expenses	(32,146)	(49,324)
TOTAL OTHER OPERATIONAL EXPENSES	**(149,047)**	**(168,153)**

Euronext other operational expenses for the year ended 31 December 2013 were €149.0 million, compared to €168.2 million for the year ended 31 December 2012, a decrease of €19.1 million or 11%. This decrease was principally attributable to a €17.2 million decrease in other expenses, principally relating a one-off retrocession on UTP licencing fees paid to the Parent in the prior year in the amount of €8.2 million, as well as a decrease in regulatory and membership fees compared to the prior year. In addition, professional services expenses decreased by €3.5 million, which was principally related to a reduction in IT contracting. These decreases were partially offset by an increase in PSA retrocession expense.

Operating Profit Before Exceptional Items

Euronext operating profit before exceptional items for the year ended 31 December 2013 was largely unchanged at €180.0 million, compared to €179.5 million for the year ended 31 December 2012, an increase of €0.5 million. This result reflected Euronext lower total revenues offset by lower operating expenses in the year ended 31 December 2013 compared to the year ended 31 December 2012, as discussed above.

Exceptional Items

In 2013, exceptional items include:

- €0.7 million expenses for costs directly related to the IPO Project,
- In September 2013, the Group announced a restructuring of its London-based IT operations, which was expected to be implemented by the end of 2014, when the IT support services provided to Liffe will be terminated. Employee severance benefits payable upon termination were conditional upon future service and, accordingly, were accrued over the expected service period. In addition, retention payments were made to contractors. In the aggregate, a €3.6 million expense has been recognized in the year ended 31 December 2013 for employee benefits and contractor bonuses in relation to the expected restructuring of the London IT operations.
- €12.7 million expenses for the acceleration of vesting and settlement of NYSE Euronext share-based plans, which occurred in connection with the acquisition of NYSE Euronext by ICE and is comprised €5.1 million for non-cash share-based expenses and €7.6 million for related social security contributions and other taxes,
- A net €4.4 million related to the Dutch pension plan, including a €0.8 million gain on the settlement of the Dutch defined benefit plan and a €5.2 million one-time contribution to the new plan,
- €0.7 million expenses for a government grant that became repayable.

Operating Profit

Euronext operating profit for the year ended 31 December 2013 was €157.9 million, compared to €170.7 million for the year ended 31 December 2012, a decrease of €12.9 million or 8%.

Net Financing Income

Euronext net financing income for the year ended 31 December 2013 was a net expense of €0.4 million, compared to a net expense of €0.7 million for the year ended 31 December 2012, a decrease in net expense of €0.3 million. The table below sets forth Euronext net financing income for the years ended 31 December 2013 and 2012.

	Year Ended 31 December	
In thousands of euros	2013	2012
Interest income	1,012	1,800
Interest expense	(1,611)	(2,250)
Gain / (loss) on disposal of available-for-sale financial assets	179	954
Net foreign exchange loss	(4)	(1,194)
Net financing income / (expense)	(424)	(690)

Results from Equity Investments

Euronext results from equity investments, which decreased from net income of €0.9 million for the year ended 31 December 2012 to a net loss of €18.0 million for the year ended 31 December 2013, primarily reflects an impairment charge of €27.2 million relating to Euronext equity investment in Sicovam Holding SA, which holds 13.06% of Euroclear plc. This charge was partially offset by a gain of €7.9 million on the partial disposal of Euronext equity investment in LCH.Clearnet Group and €1.2 million of dividends received.

Profit before Income Tax

Euronext profit before income tax for the year ended 31 December 2013 was €139.4 million, compared to €171.0 million for the year ended 31 December 2012, a decrease of €31.6 million or 18%.

Income Tax Expense

Euronext income tax expense for the year ended 31 December 2013 was €51.9 million , compared to €57.8 million for the year ended 31 December 2012, a decrease of €5.9 million or 10%. Euronext effective tax rate was 37.2% for the year ended 31 December 2013 compared to 33.8% for the year ended 31 December 2012. The increase in the effective tax rate was primarily caused by a non-deductible impairment recorded on Sicovam, offset by a decrease relating to various other non-deductible items and a decrease of 2.7% in the weighted average statutory tax rate.

Profit for the Year

Euronext reported profit for the year ended 31 December 2013 was €87.5 million, compared to €113.2 million for the year ended 31 December 2012, a decrease of €25.7 million or 23%.

5.1.9 CASH FLOW

The table below summarises Euronext consolidated cash flow for the years ended 31 December 2014, 2013 and 2012.

	Year Ended		
In thousands of euros	31 December 2014	31 December 2013	31 December 2012
Net cash provided by operating activities	148,591	160,473	155,241
Net cash provided by/(used in) investing activities	(28,124)	21,776	(18,878)
Net cash used in financing activities	39,863	(115,075)	(153,441)
Non cash exchange gains on cash and cash equivalents	482	93	320
Net increase/(decrease) in cash and cash equivalents	160,812	67,267	(16,758)

Net Cash Provided by Operating Activities

Net cash provided by operating activities was €148.6 million in the year ended 31 December 2014, compared to €160.5 million in the year ended 31 December 2013, a decrease of €11.9 million. This decrease principally reflects, amongst others, a €26.0 million increase in income tax paid compared to the prior year. This is partly mitigated by a €20.4 million positive variance of changes in working capital in the year ended 31 December 2014 compared to the prior year.

Net cash provided by operating activities was €160.5 million in the year ended 31 December 2013, compared to €155.2 million in the year ended 31 December 2012, an increase of €5.2 million. This increase principally reflects, among other factors, a €27.2 million positive adjustment to profit before income tax for impairment losses recognised in the year ended 31 December 2013 and a €25.0 million decrease in income tax paid compared to the prior year. These factors offset the lower profit before income tax and a €7.9 million negative adjustment to profit before income tax for a gain on the disposal of equity investments recognised in the year ended 31 December 2013 and a €4.8 million negative adjustment to profit before income tax for changes in working capital in the year ended 31 December 2013 compared to a positive adjustment of €3.0 million in the prior year.

Net Cash Provided by/(Used in) Investing Activities

Net cash used in investing activities was €28.1 million in the year ended 31 December 2014, compared to net cash provided by investing activities of €21.8 million in the year ended 31 December 2013, a decrease in net cash outflow of €49.9 million. This decrease principally reflects, among other factors, a €27.8 million cash inflow from proceeds from the partial disposal of the LCH.Clearnet equity investment in 2013 as well as higher cash outflows for purchase of property, plant and equipment, net purchase of short-term investments and purchase of intangible assets.

Net cash provided by investing activities was €21.8 million in the year ended 31 December 2013, compared to net cash used in investing activities of €18.9 million in the year ended 31 December 2012, an increase in net cash inflow of €40.7 million. This increase principally reflects, among other factors, a €27.8 million cash inflow from proceeds from the partial disposal of the LCH.Clearnet equity investment in 2013, as well as lower cash outflows for purchase of property, plant and equipment, net purchase of short-term investments and purchase of intangible assets.

Net Cash Used in Financing Activities

Net cash provided by financing activities was €39.9 million in the year ended 31 December 2014, compared to net cash used of €115.1 million in the year ended 31 December 2013, an increase of €154.9 million. This increase includes the net proceeds from borrowings of €247.9 million. In addition, it reflects a change in net transfers to/from the Parent from a net distribution outflow of €29.9 million in the prior year to a net distribution outflow of €92 million in the year ended 31 December 2014. The change in net distribution outflow to the Parent is primarily caused by a share capital redemption made by Group entities to Parent entities. This was partially offset by movements in short-term cash pooling loans and borrowings with the Parent, which represented a net payment of €137.9 million in the year ended 31 December 2014, compared to net receipt of €144.9 million in the prior year.

Net cash used in financing activities was €115.1 million in the year ended 31 December 2013, compared to €153.4 million in the year ended 31 December 2012, a decrease of €38.4 million. This decrease reflects a change in net transfers to/from the Parent from a net distribution outflow of €475.2 million in the prior year to a net contribution inflow of €29.9 million in the year ended 31 December 2013, primarily caused by a reduction in dividend distributions and share capital redemptions made by Group entities to Parent entities. This was partially offset by movements in short-term cash pooling loans and borrowings with the Parent, which represented a net payment of €144.9 million in the year ended 31 December 2013, compared to net receipt of €321.8 million in the prior year.

5.1.10 FACILITIES AGREEMENT

On 6 May 2014, Euronext entered into a €500 million facilities agreement with BNP Paribas S.A. and ING Bank N.V. as active bookrunners and mandated lead arrangers (the "Facilities Agreement"). The Facilities Agreement provides for a €250 million term loan facility and a €250 million revolving credit facility.

Euronext drew the full amount of the €250.0 million term loan facility on 20 June 2014.

Term, Repayment and Cancellation

The Facilities Agreement will terminate three years following the date of the Facilities Agreement, subject to an option to extend the term by 12 months on two occasions. Euronext will be able to voluntarily cancel facilities in whole or part or prepay amounts it borrows under the facilities.

The Facilities Agreement includes a mandatory prepayment provision, which requires the net proceeds raised from any debt capital markets issuance (including convertible instruments) by the Company or any of its subsidiaries guaranteed by the Company be used to prepay and permanently reduce the term loan facility under the Facilities Agreement by a certain percentage (determined on a sliding scale based on the leverage ratio as defined in the Facilities Agreement on the testing date immediately preceding the relevant issuance). Any amount prepaid under the term loan facility may not be redrawn.

Interest Rates and Fees

The term loan facility will bear interest at a rate equal to EURIBOR plus an initial margin of 0.80%, and borrowings under the revolving credit facility will bear interest at a rate equal to EURIBOR plus an initial margin of 0.50%. The applicable base margin rates for both facilities are subject to adjustment based on Euronext leverage ratio (as defined in the Facilities Agreement) in respect of the rolling 12 month period ending on 31 December and 30 June in each year. The table below sets out the range of ratios and the related margin percentage per annum for each facility.

Leverage Ratio *In % p.a.*	**Term Loan Facility Margin**	**Revolving Credit Facility Margin**
Greater than or equal to 2.0: 1	1.05	0.75
Greater than or equal to 1.5: 1 and less than 2.0: 1	0.90	0.60
Greater than or equal to 1.0: 1 and less than 1.5: 1	0.80	0.50
Less than 1.0: 1	0.70	0.40

For each 12-month extension of the term of the Facilities Agreement, an extension fee of 0.05% of the full amount of the extended facilities is payable to those lenders that consent to extend at the time each extension is consented to. For the revolving credit facility, a utilisation fee accrues on a daily basis at the following applicable rate per annum to be applied on the amount drawn:

- if less than 33% of the total commitment under the revolving credit facility has been drawn at the relevant date, 0.075%;
- if 33% or more (but less than 66%) of the total commitment under the revolving credit facility has been drawn at the relevant date, 0.15%; or
- if 66% or more of the total commitment under the revolving credit facility has been drawn at the relevant date, 0.30%.

There are also customary commitment fees at a rate per annum equal to 35% of the then applicable margin for the relevant facility on each lender's available commitment under the relevant facility during its availability period.

Change of Control

The facilities will be immediately cancelled and all outstanding loans will become immediately due and payable if any person (or persons acting in concert) other than ICE and/or one or more of the Reference Shareholders acquires beneficial ownership of more than 30% of the issued and outstanding shares in the Company.

Certain Covenants and Undertakings

The Facilities Agreement contains a number of additional undertakings and covenants that, among other things, restrict, subject to certain exceptions, Euronext ability to:

- grant security interests over their assets;
- sell, transfer or dispose of their assets;
- incur financial indebtedness;
- invest in or acquire any person or business, or the whole or substantially the whole of the assets of any person;
- enter into certain joint ventures;
- make loans or grant credit;
- enter into any amalgamation, demerger, merger or corporate reconstruction;
- with respect to the Company only, make any dividend, share redemption or any other distributions, save for (i) distributions of an amount of up to 50% of the net income of the Company in any financial year; (ii) following the repayment of €125.0 million of the term loan facility, the redemption or repurchase of shares or any other distribution provided that following any such redemption, repurchase or distribution as the case may be, the leverage ratio as defined in the Facilities Agreement is less than 1.5x; and (iii) at any time, repurchase of shares for the needs of the Employee Offering and employee shareholding and management incentive programs that Euronext may implement from time to time, which may be offered for free or at a discount (iv) repurchase shares in accordance with liquidity or market making programmes; and
- make any substantial change to the general nature of Euronext business.

Euronext is permitted, among other things, to dispose of assets in the ordinary course of trading on arm's length terms for full market value without restriction, and otherwise where the aggregate fair market value of the assets disposed of does not exceed 5% of Euronext consolidated total assets in any financial year. No restrictions on investments in acquisitions and joint ventures apply if Euronext leverage ratio as defined in the Facilities Agreement would not be greater than 2.0x, in each case calculated on a *pro forma* basis taking into account the impact of such acquisition or joint venture.

In addition, Euronext is required to maintain compliance with a maximum leverage ratio. The maximum leverage ratio measures Euronext total gross debt to EBITDA (as such terms are defined in the Facilities Agreement). Euronext is required to maintain a leverage ratio of no more than 2.5x.

Events of Default

The Facilities Agreement contains customary events of default, in each case with customary and appropriate grace periods and thresholds, including, but not limited to:

- non-payment of principal or interest;
- violation of financial covenants or other obligations;
- representations or statements being materially incorrect or misleading;
- cross-default and cross-acceleration relating to indebtedness of at least €12.5 million;
- certain liquidation, insolvency, winding-up or bankruptcy events;
- creditors' process and attachment;
- invalidity and unlawfulness;
- cessation of business;
- loss of any licence required to carry on the Company's or any material subsidiary's business; and
- repudiation by the Company of a finance document.

5.1.11 CONTRACTUAL OBLIGATIONS

The table below summarises Euronext debt, future minimum payment lease obligations under non-cancellable operating leases and capital expenditure commitments as at 31 December 2014.

	Payments Due by Year				
In thousands of euros	**Total**	**2015**	**2016-2019**	**Thereafter**	**Notes**
Debt (principal and accrued interest obligations)	248,498.00	129.00	248,369.00	-	Note 30.1 - Liquidity risk
Debt (future interest obligations)	3,924.00	1,820.00	2,104.00		
Operating leases – minimum payments	38,896.00	8,582.00	16,300.00	14,014.00	Note 32.2 - Non-cancellable operating leases
Capital expenditure commitments	3,907.00	807.00	2,620.00	480.00	Note 32.1 - Capital Commitments
	295,225.00	11,338.00	269,393.00	14,494.00	

Capital Expenditures

Euronext capital expenditures were €13.9 million and €7.4 million for the years ended 31 December 2014 and 2013, respectively. Euronext capital expenditures in both years were principally related to hardware and capitalised software development costs. To a lesser extent, capital expenditures were also incurred to perform improvements in the facilities used by the Group.

Euronext capital expenditure requirements depend on many factors, including the rate of its trading volume growth, strategic plans and acquisitions, required technology initiatives, regulatory requirements, the timing and introduction of new products and enhancements to existing products, the geographic mix of Euronext business, and the continuing market acceptance of its electronic platform.

For the year ending 31 December 2014, Euronext has made operational capital expenditures as well as incurred capitalised software development costs. These expenditures were aimed at enhancing Euronext technology and supporting the continued expansion of Euronext businesses. Euronext has launched in 2014 a program to separate the UK and continental Europe derivatives products. They were both originally traded using the UTP—Derivative application suite. As part of this program Euronext have simplified the architecture, eliminated overlap and redundancies of application by migrating all derivatives applications to similar applications the Company was using to operate its cash markets. In addition, Euronext is decommissioning legacy and obsolete infrastructure and replacing it by a modular and flexible architecture approach. The program will be completed in Q1 2015. In 2014, Euronext spent approximately €5.4 million on hardware and investments in properties and €8.6 million on development efforts and acquisition of third party licenses. Euronext funded this investment with cash from operations and availability under its bank credit facilities.

5.1.12 OFF-BALANCE SHEET ARRANGEMENTS

Euronext is not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on Euronext financial condition, results of operations, liquidity, capital expenditure or capital resources, other than the €250 million revolving credit facility under the Facilities Agreement and the commitments described in Note 32 to the consolidated financial statements.

5.1.13 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a result of Euronext operating and financing activities, Euronext is exposed to market risks such as interest rate risk, currency risk and credit risk. Euronext has implemented policies and procedures designed to measure, manage, monitor and report risk exposures, which are regularly reviewed by the appropriate management and supervisory bodies. The Group's central treasury is charged with identifying risk exposures and monitoring and managing such risks on a daily basis. To the extent necessary and permitted by local regulation, the Group's subsidiaries centralise their cash investments, report their risks and hedge their exposures in coordination with the Group's central treasury team. Euronext performs sensitivity analyses to determine the effects that may result from market risk exposures. Euronext uses derivative instruments solely to hedge financial risks related to its financial position or risks that are otherwise incurred in the normal course of its commercial activities. Euronext does not use derivative instruments for speculative purposes.

Interest Rate Risk

Substantially all significant interest-bearing financial assets and liabilities of the Group are either based on floating rates or based on fixed rates with an interest term of less than one year. Euronext exposure to interest rate risk primarily arises from its floating rate borrowings under the Facilities Agreement. Euronext drew the full amount of the €250.0 million term loan facility on 20 June 2014 and no further changes occurred since June 2014.

A 0.5% increase/decrease in the Euribor 3-month or 6-month interest rates, to which Euronext borrowings under the Facilities Agreement are indexed, would result in an increase/decrease of its annual interest expense by €40,000 based on the net cash as of 31 December 2014.

Liquidity Risk

Liquidity Risk as at 31 December 2014

The discussion below describes the liquidity risk to which the Group was exposed as at 31 December 2014, as reported in Note 30 to the consolidated financial statements included in this Registration Document.

The Group would be exposed to liquidity risk in the case where its short-term liabilities become, at any date, higher than its cash, cash equivalents, short-term financial investments and available bank facilities in the case where the Group is not able to refinance this liquidity deficit, for example, through new banking lines.

Cash, cash equivalents and short term financial investments are managed as a global treasury portfolio invested into non-speculative financial instruments, readily convertible to cash, such as bank balances, money market funds, overnight deposits, term deposits and other money market instruments, thus ensuring a very high liquidity of the financial assets. Euronext's policy is to ensure that cash, cash equivalents and available bank facilities allow the Group to repay its short term financial liabilities, even disregarding incoming cash flows generated by operational activities, excluding the related party loans granted by the Group to its Parent.

The net position of the current financial assets and current financial liabilities, excluding working capital items, as of 31 December 2014, is described in the table below:

In thousands of euros	2014	2013
Cash, cash equivalents and short term financial investments	241,639	80,827
Available credit facilities	250,000	200,000
Financial debt (excluding related party loans to/from Parent)	(248,498)	-
NET POSITION	**243,141**	**280,827**

As of 31 December 2013, the Group had a €200.0 million loan facility granted by the Parent available for drawdown and maturing in June 2015. This loan facility was early terminated in June 2014 following the IPO. On May 6, 2014, the Group entered into a syndicated bank loan facilities agreement ("the Bank facilities"), with BNP Paribas and ING Bank N.V. as Lead Arrangers, providing for a €250.0 million term loan facility and a €250.0 million revolving loan facility, both maturing or expiring in three years, with two extensions for one year.

Maturity Schedule of Financial Liabilities

In thousands of euros	Maturity < 1 year	Maturity between 1 and 5 years	Maturity > 5 years	Total
2014				
Related party borrowings	-	-	-	-
Trade and other payables	126,427	-	-	126,427
Borrowings	129	248,369	-	248,498
2013				
Related party borrowings	407,025	40,000	-	447,025
Trade and other payables	143,661	-	-	143,661
Borrowings	-	-	-	-

Currency Risk

A portion of Euronext assets, liabilities, income and expenses is recorded in pound sterling. Therefore, Euronext is exposed to a currency risk. When the pound sterling decreases in value against the euro, the contribution of equity, being the balance of assets and liabilities, and income in pound sterling, once translated into euros, in the combined financial statements decreases.

The assets and liabilities of subsidiaries with functional currencies other than the euro at the end of the reporting periods are summarised as follows:

In thousands	2014	2013
Assets	£ 68,551	£ 26,451
Liabilities	£ (38,757)	£ (24,914)
Net currency position	£ 29,794	£ 1,537
Impact on combined net parent investment of 10% decrease in the currency exchange rate	€ (3,837)	€ (185)

Most operating revenue and expenses in the various subsidiaries of the Group are denominated in the functional currency of each relevant subsidiary. The Group's consolidated income statement is exposed to foreign currency risk arising from receivables and payables denominated in currencies different from the functional currency of the related entity. As of 31 December 2014, a decrease of 10% of the GBP would result in a material impact on the foreign exchange gain or loss.

Credit Risk

Euronext is exposed to credit risk in the event of a counterparty's default. Euronext exposure to credit risk primarily arises from the investment of cash equivalents and short term financial investments. Euronext limits its exposure to credit risk by rigorously selecting the counterparties with which it executes agreements. Credit risk is monitored by using exposure limits depending on ratings assigned by rating agencies as well as the nature and maturity of transactions. Investments of cash and cash equivalents in bank current accounts and money market instruments, such as short term fixed and floating rate interest deposits, are strictly restricted by rules aimed at reducing credit risk:

- maturity of deposits is lower than six months;
- counterparties' credit ratings are permanently monitored; and
- individual counterparty limits are reviewed on a regular basis.

In addition to the intrinsic creditworthiness of counterparties, the Group's policies also prescribe the diversification of counterparties (banks, financial institutions, funds) so as to avoid a concentration of risk. Derivatives are negotiated with leading high-grade banks.

In addition, Euronext is exposed to credit risk with its customers on trade receivables. Most customers of the Group are leading financial institutions that are highly rated.

5.1.14 SIGNIFICANT ACCOUNTING POLICIES

Euronext consolidated financial statements included in this Registration Document has been prepared and presented in accordance with IFRS.

5.1.15 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

In the application of the Group's accounting policies, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. All assumptions, expectations and forecasts used as a basis for certain estimates within Euronext financial statements represent good faith assessments of its future performance for which Euronext management believes there is a reasonable basis. These estimates and assumptions represent Euronext view at the times they are made, and only then. They involve risks, uncertainties and other factors that could cause Euronext actual future results, performance and achievements to differ materially from those estimated or forecasted. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. The estimates and assumptions that may have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below. Euronext has discussed the development and selection of these critical accounting policies and estimates with its independent auditors.

Significant judgments made in the preparation of the consolidated financial statements include the following:

Impairment of Goodwill

Goodwill represents the excess of the consideration paid in a business combination over the Group's share in the fair value of the net identifiable assets and liabilities of the acquired business at the date of acquisition. Goodwill is not amortised but is tested at least annually for impairment, or whenever an event or change in circumstances indicate a potential impairment.

For the purpose of impairment testing, goodwill arising in a business combination is allocated to the cash-generating units ("CGUs") or groups of CGUs that are expected to benefit from the synergies of the combination. Each CGU or CGU group to which goodwill is allocated represents the lowest level within the Group at which the goodwill is monitored for internal management purposes. Goodwill is monitored and tested at the Group level, which represents a single operating segment.

The carrying value of a CGU group is compared to its recoverable amount, which is derived from the discounted future free cash flows of the CGU group. Cash flow projections are based on budget and business plan approved by management and covering a 5-year period. Cash flows beyond the business plan period are extrapolated using a perpetual growth rate.

The key assumptions used and the related sensitivity analysis are described in Note 13 to Euronext consolidated financial statements included in this Registration Document.

Income taxes

Due to the inherent complexities arising from the nature of the Group's business, and from conducting business and being taxed in a substantial number of jurisdictions, significant judgments and estimates are required to be made for income taxes. The Group computes income tax expense for each of the jurisdictions in which it operates. However, actual amounts of income tax due only become final upon filing and acceptance of the tax return by relevant authorities, which may not occur for several years subsequent to issuance of the consolidated financial statements.

The estimation of income taxes also includes evaluating the recoverability of deferred income tax assets based on an assessment of the ability to use the underlying future tax deductions against future taxable income before they expire. This assessment is based upon existing tax laws and estimates of future taxable income. To the extent estimates differ from the final tax return, earnings may be affected in a subsequent period.

The Group operates in various countries with local tax regulations. New tax legislation being issued in certain territories as well as transactions that the Group enters into regularly result in potential tax exposures. The calculation of our tax liabilities involves uncertainties in the application of complex tax laws. Our estimate for the potential outcome of any uncertain tax position is highly judgmental. However we believe that we have adequately provided for uncertain tax positions. Settlement of these uncertainties in a manner inconsistent with our expectations could have a material impact on our results of operations, financial condition and cash flows. The Group recognises a liability for uncertain tax positions when it's probable that an outflow of economic recourses will occur. Measurement of the liability for uncertain tax positions is based on management's best estimate of the amount of tax benefit/cost that will be realized upon settlement.

Fair value of investments

The Group holds investments in unlisted equity securities, which are carried at fair value on the balance sheet. The valuation methodology and key assumptions are described in Note 15 to Euronext consolidated financial statements included in this Registration Document.

5.2 Relationships & related party transactions

5.2.1 SERVICES AGREEMENTS AND RELATED ARRANGEMENTS BETWEEN EURONEXT AND ICE

In connection with the Separation of Euronext from ICE, Euronext and ICE entered into a series of services agreements and related agreements ("SLAs") to ensure that Euronext and ICE (including LIFFE) can continue to operate their respective businesses. Principally, there are three key agreements for the provision of core services by ICE to Euronext ("ICE Core Services"). Further, there are ancillary services provided by ICE to Euronext (the "ICE Ancillary Services") and Euronext also provides certain ancillary services in return ("Euronext Ancillary Services") (together, "Ancillary Services").

The provision of the ICE Core Services is covered by the following:

- Data Centre Services Agreement;
- Colocation Agreement; and
- Connectivity Agreement.

Amongst other things, the ICE Ancillary Services cover market data services and market operations, communication services to Euronext offices and IT services in the United States; and the Euronext Ancillary Services cover finance, market data services and market operations. Both Euronext and ICE may engage third parties to provide certain services covered by the SLAs. Euronext and ICE cooperate if Euronext and ICE identify from time to time any additional services or transfers of any rights or assets as may be required to ensure that both Euronext and ICE can continue to operate the respective business in much the same way prior to the separation of LIFFE from the Euronext group of businesses.

The SLAs for the ICE Core Services have been granted a declaration of non-objection by the Euronext College of Regulators. In relation to the Data Centre Services Agreement and Colocation Agreement, which are longer term agreements, there are detailed change management, incident management and exit management procedures, which are typical arrangements within services agreements in the financial services sector. With the exception of the Connectivity Agreement and the SFTI hosting agreement, all other service agreements as described further in this section are transitional in nature.

The SLAs became operative on or about 1 April 2014. Some SLAs are transitional in nature and are scheduled to continue for a specified initial term until Euronext develops its own independent capabilities or when ICE no longer requires such services from Euronext, either because of the completion of the migration of contracts traded on LIFFE to ICE Futures Europe or otherwise. This varies with the types of services to be provided.

Euronext pays ICE mutually agreed-upon fees for the ICE Data Centre Services and Ancillary Services, and ICE pays Euronext mutually agreed-upon fees for the Euronext Ancillary Services during the period for which services are performed under the agreements. ICE also pays Euronext a commission on the revenue it earns from the colocation and connectivity services provided to its customers. If the term of the agreements were to be extended beyond the duration provided for in the agreements (including any extension period), such fees may be renegotiated. For the year ended 2014 Euronext recognised expenses of €23.8 million and revenue of €38.1 million. The fees charged by and to ICE varied from quarter to quarter. Euronext believes that the terms of the SLAs, including the fees charged, are reasonable and reflect arm's length arrangements. However, these payments made to and from ICE are not necessarily indicative of, and it is not practical for Euronext to estimate, the level of expenses that Euronext might incur in procuring these services from alternative sources.

Under the SLAs, the performance of a service does not subject the service provider to any liability whatsoever except to the extent that such failure directly results from the negligence or wilful default or fraud of the service provider (or its subsidiaries). Liability is also excluded where the failure to perform a service is caused or exacerbated by any negligent failure or delay on the part of the recipient of the service whether it be Euronext or ICE. Under the agreements providing for a service supplied between Euronext and ICE, the service provider of each service is indemnified by the recipient against all third-party claims relating to provision or receipt of the services, except where the claim is directly caused by the service provider's negligence or wilful default or fraud. In respect of SLAs which are longer term in nature, there is an additional limitation that the liability shall not exceed 12 months of fees per annum.

Data Centre Services Agreement

ICE provides data centre services to Euronext from the Basildon site. Specifically, ICE houses the data centre equipment in the Data Centre and provides sub-services, such as power, access, physical security, environment, fire protection, connectivity, monitoring, support, remote hands, installation, receiving and warehouse space.

The agreement will subsist for an initial term of five years, with automatic renewal for a further five-year period, unless notice of termination is provided by either party at least 12 months before expiry of the initial term but no earlier than 24 months before the end of the initial term. ICE will guarantee to continue providing the services for a further two-year period from the date on which notice of non-renewal is received. Accordingly, the minimum period for this service is five years.

Colocation Agreement

ICE provides co-location services directly to Euronext members on terms that are no worse than the terms on which ICE currently provides equivalent co-location services to its members. As the service is provided to members, there is no services agreement between ICE and Euronext but rather a commitment and payment of commission to Euronext by ICE for the right to provide the services.

This agreement will remain in force for a period of five years unless terminated earlier with mutual agreement. ICE will commit not to increase the pricing, nor reduce the service or performance levels of colocation for the initial two-year period to ensure that Euronext customers receive colocation services at an equal (or better) standard to that currently provided by Euronext without any adverse price impact. Euronext is free to build its own colocation facility after the end of this two-year period if it wishes to do so, and in that case ICE will have the right to terminate the agreement on six months' notice.

ICE pays to Euronext commission in respect of the fees received under the colocation contracts as follows: 35% of the colocation hosting fee; 35% of any LCN fees; and 100% of any subscription fees (for specific Euronext exchanges).

Connectivity Agreement

Euronext's customers are connected to the SFTI network either *via* an SFTI managed connection, a direct connection, or a third-party connection. ICE provides application services, including logical connections to the relevant Euronext products between the subscriber and host infrastructure. ICE agrees to provide the SFTI services to Euronext customers on terms (including pricing, service, and performance) that, in the aggregate, are no worse than the standard terms on which ICE provides equivalent connectivity services to its customers.

This agreement will remain in force for five years unless terminated earlier with mutual agreement. This agreement contains substantially the same terms as the colocation agreement, including a general commitment not to raise fees or reduce services for two years. Euronext receives a commission based on 50% of the revenue earned from the access/subscription fees to Euronext markets *via* SFTI.

Cannon Bridge House Lease

The Group's Cannon Bridge House includes a disaster recovery centre used by both the Group and LIFFE, and office space, primarily used by LIFFE. The Group's consolidated financial statements included in the "Financial Statements" section in the Registration Document reflect the Group's share of the costs of using the disaster recovery centre. On 19 May 2014, in connection with the Separation, (i) the Cannon Bridge House operating lease was assigned from LIFFE to the Group which, as the new tenant, became responsible for the rental payments until the expiration of the non-cancellable term of the lease in 2017; and (ii) a short-term sublease arrangement was put in place between the Group and LIFFE. This sublease arrangement terminated on 19 December 2014. Furthermore, in December 2014 it was decided that Euronext's disaster recovery site would be transferred out of Cannon Bridge House in the course of 2015 and into another facility based in continental Europe.

With respect to the office space component of the contract, the unavoidable costs of the operating lease until 2017 are in excess of expected subleasing benefits to be received from ICE in the short term and from third parties in subsequent periods. The resulting onerous lease liability assumed from the Parent, which is estimated to be approximately €21.9 million, has been recorded in the second quarter of 2014 with a corresponding reduction to Shareholders' equity. The Group is working on an alternative scenario to decrease the liability.

The Group decided in Q4 2014 to relocate its disaster recovery center to new premises, effectively vacating this area of CBH by the end of 2015. This increased the unavoidable cost of the lease contract and increased the onerous lease liability over expected future benefits by €10.8 million. The increase has been recorded as an exceptional expense in Q4 2014 (see Note 8).

ICE Ancillary Services

In addition to the above, the other SLAs cover the following ancillary services:

- **IT services in the United States:** covers the support and development of test tools and services shared with Euronext;
- **Corporate systems:** covers maintenance, user support, and minor enhancements (data migration) of Euronext IT systems for corporate functions such as human resources, finance, accounting and procurement (PeopleSoft, Oracle, Salesforce software);
- **Digital services:** covers the development, test and project management of web services for Euronext and content management and digital strategy for Euronext's websites;
- **Market data systems and services:** covers the maintenance of the web site; the data delivery solution for Euronext's reference data products; market data administration system; Euronext store billing information database; and administrative support and services;
- **Market operations:** covers the maintenance of reference data management services in respect of the Euronext (continental) derivative markets.

Other ancillary agreements, amongst other things, cover the provision of historical trading data as required by Euronext in relation to continental derivatives products to be provided by ICE on request.

Euronext Ancillary Services

The following SLAs were in place up to end 2014 and covered the following services:

- **Market data administration:** account management, operational support, administration, billing, compliance/audits (vendor reporting analysis, compliance reviews of combined product sets before product split), and contract management for LIFFE UK market data;
- **Finance:** primarily relating to the use of the existing European Shared Service Centre hosted by Euronext Amsterdam;
- **Market operations:** (i) the management of UK Derivative Corporate Actions in partnership with the LIFFE Database System team at ICE; (ii) the market maker monitoring support for those market maker schemes that are in place for LIFFE; and (iii) the general business and Management Information reporting services in relation to LIFFE. This includes regular activity reports, performance reports and Liquidity Provider monitoring, inter alia regular (daily, weekly, monthly, quarterly, annual) and *ad hoc* reporting provided internally as well as for external distribution to the website, various regulators and other external parties at the request of LIFFE;
- **IT services to LIFFE:** Euronext IT teams supported the IT operation and development of the LIFFE UK and LIFFE U.S. markets and associated local London-based systems until the end of 2014.

Euronext provides data centre hosting and housing of equipment to ICE for its SFTI access centre requirements in Amsterdam. This SFTI hosting agreement for Amsterdam access centre is a long-term arrangement (ie not an SLA) with a rolling two-year term.

Deed of Separation between Euronext and ICE

Euronext and ICE entered into a deed of separation dealing with the conduct of various matters between the parties following the IPO. The principal terms of the deed of separation are as follows:

- non-solicitation: neither party may solicit or employ any executive or senior management personnel of the other party for a twelve month period, subject to the written consent of the other party;
- mutual release and indemnification: each of the parties: (i) releases and discharges the other party and its group from liability existing or arising in connection with the Separation and IPO; (ii) indemnifies the other party and its group against third-party claims arising out of or in connection with the Separation and the IPO;
- indemnification for guarantees provided by ICE: Euronext indemnifies ICE in respect of guarantees provided by ICE entities of the obligations of the Group; and
- financial reporting, audit and accounting and related covenants: Euronext covenants to provide certain information to ICE for the purposes of ICE's financial reporting, audit and accounting obligations and to act in accordance with ICE's contractual obligations and relevant anti-corruption and sanctions compliance regimes.

5.2.2 INTELLECTUAL PROPERTY

The key licencing arrangement is in respect of the UTP and related trading technology as set out in the UTP and Trading Technology Licence Deed. In addition, there are other licences granted in respect of the use of equity indices and related trademarks, the UTP trademark, certain website code and certain patent applications.

UTP and Trading Technology Licence Deed

The intellectual property in the UTP and other trading technology, including core software and technology ("Core Items") and related support items ("Support Items") that are currently being used for the continental Euronext market is licensed by ICE (through NYSE Arca, LLC) to Euronext (through Euronext IP CV) for the operation of the Euronext trading platforms.

Under the licence agreement, Euronext has been granted a perpetual, irrevocable, worldwide, non-exclusive, royalty-free and fully paid-up licence in respect of the use, modification and maintenance of the Core Items for any purpose and in respect of the use, modification and maintenance of the Support Items for the sole purpose of enabling the use of the Core Items. The licence includes any improvements or enhancements to the Core Items and the Support Items that are made before the IPO on 20 June 2014. Euronext has owned improvements or enhancements that it will have made to the Core Items and the Support Items after the IPO, and Euronext and ICE are not obliged to share their respective improvements or enhancements after the IPO.

Euronext may sub-licence its rights, including through multiple tiers of sub-licences. However, for a period of two years from the IPO, neither Euronext nor ICE is entitled to permit a defined list of exchange operators or owners of registered swap execution facilities or their affiliates to use UTP (though this will not affect any licences that were already in place as at 13 November 2013). The restricted list includes any of Nasdaq OMX, CME Group, Inc., BM&F Bovespa, London Stock Exchange Group Plc, Singapore Exchange Limited, Hong Kong Stock Exchange, Deutsche Börse Group, BATS Global Markets, Inc., Direct Edge, or Chi-X Global Holdings LLC; any person that acquires all or substantially all of the business of any of these entities; any person that at the time of the assignment or licence operates a registered swap execution facility; and any affiliate of any such persons.

There are no circumstances in which the licence may be terminated by ICE.

Except where there is a breach of warranty by the indemnified parties, Euronext will indemnify NYSE Arca and its affiliates within ICE for all liability incurred under a third-party claim in connection with use of the UTP by Euronext or any of its sub-licensees after the IPO.

In the event of any infringement of the licensed rights, ICE will have the right to determine what enforcement action to take. ICE will offer Euronext the right to participate in any action it takes. If ICE does not take any enforcement action, Euronext will have the sole right to determine what enforcement action to take. If Euronext or any sub-licensee of Euronext is sued for infringement, ICE will provide all such information and assistance as Euronext may reasonably require.

Euronext Equity Index Trademark Licence Agreement

Under the licence agreement, LIFFE is granted a worldwide and non-exclusive licence in relation to the trademarks and associated logos for the indices generated by the Euronext Regulated Markets. The licence permits the use of these trademarks and associated logos in connection with the marketing, listing and trading of any tradable contract. However, until 1 January 2016, the licensed use is limited to LIFFE's current tradeable contracts for listings on Bclear and only in respect of equity indices for AEX, BEL 20, CAC 40, and PSI 20. This limitation will terminate early where a third-party infrastructure provider acquires control of any Euronext company, or is granted a licence by Euronext company to use any of the trademarks for any of the indices generated by the Euronext Regulated Markets. Subject to appropriate limitations, LIFFE may sub-license the rights to ICE.

For its use of the licensed trademarks and associated logos, LIFFE pays the greater of (i) €0.05 per traded contract and (ii) 15% of the exchange and clearing fees on the traded contracts. If LIFFE elects before 1 January 2016 to pay an additional sum of €40 million, then LIFFE's obligation to make any further royalty payments will cease and Euronext will no longer have any rights of termination under the licence agreement.

LIFFE will indemnify Euronext and its affiliates for all liability incurred under a third-party claim in connection with ICE's use of the licensed trademarks, other than where the third-party claim is for trademark infringement.

The licence agreement recognises that the parties may need to renegotiate the terms where Euronext is required, by a change in the law, to grant licences at market rates and on a non-discriminatory basis albeit such renegotiation shall take due account for the fact that ICE has already provided value for the use of the equity indices as part of the acquisition of NYSE Euronext by ICE. Subject to LIFFE's election to pay €40 million (as described above), Euronext may terminate the licence agreement for a material breach by ICE that remains unremedied.

Intellectual Property Agreement

Under this agreement, Euronext is granted a perpetual, irrevocable, worldwide, non-exclusive, royalty-free and fully paid-up licence to use and sub-license the name "Euronext UTP" in connection with its use of the UTP technology. The licence is not supported by any warranties from ICE. There are no circumstances in which the licence may be terminated by ICE.

To the extent that ICE wishes to use the name "UTP" in connection with its version of the UTP technology, ICE has agreed that it will use the name "NYSE UTP".

Also under this agreement, Euronext and ICE have permitted each other's groups to have until 1 June 2015 to cease current uses of each other's trademarks.

Also under this agreement, Euronext is granted a perpetual, irrevocable, worldwide, non-exclusive, royalty free and fully paid-up licence for use and modify the proprietary software code that is used by ICE to manage Euronext's websites as part of the ancillary digital services provided by ICE. Euronext may only use the software code for its internal business purposes. It may only sub-license use of the software code to its group companies and to external service companies that are supporting Euronext's websites. There are no circumstances in which the license may be terminated by ICE.

Also under this agreement, Euronext is granted a perpetual, irrevocable, worldwide, non-exclusive, royalty-free and fully paid-up licence to use for its internal business purposes certain patent applications relating to exchange for physicals and relating to auctioning mechanisms for dark order block trading. Euronext may grant sub-licences to its group companies. Euronext may also grant sub-licences to third parties that have been licensed to use the Core Items under the UTP and Trading Technology Licence Deed, but may not charge for this sub-licensing of the patent applications. There are no circumstances in which the licence may be terminated by ICE.

5.3 Legal proceedings

The Group is involved in a number of legal proceedings that have arisen in the ordinary course of its business. Other than as discussed below, management does not expect these pending or threatening legal proceedings to have a significant effect on the Group's financial position or profitability. The outcome of legal proceedings, however, can be extremely difficult to predict and the final outcome may be materially different from management's expectations.

5.3.1 TOM

TOM B.V. ("TOM"), a Dutch MTF operator, introduced new options for which the product name and option symbols included the AEX trademarks. These options were offered *via* BinckBank N.V., with TOM Broker B.V. acting as smart order router. The TOM options form a competing product for NYSE LIFFE options, which were no longer offered *via* Binckbank.

Euronext claimed that TOM and BinckBank are in violation of Euronext's intellectual property rights and mislead investors and therefore preliminary proceedings were brought before the District Court of The Hague.

On 8 July 2013, the Preliminary Judge of the District Court recognised on an interim basis that the AEX and its related symbols are valid trademarks of Euronext that cannot be copied by third parties. TOM and BinckBank were ordered to cease their infringing activities, as well as to announce on their websites that they have infringed the trademark rights of Euronext and that no NYSE LIFFE options are traded on TOM.

Other claims of Euronext, including that TOM's claimed benefits with regard to TOM Broker's Smart Execution are misleading and that the other options contracts caused general confusion, were not reviewed by the Court during the preliminary proceedings because of a lack of urgent interest, but they were referred to the pending proceedings on the merits. Euronext has extended its claims to include database infringement alleging that relevant parts of its database are copied by TOM on a daily basis.

The hearing before the District Court of The Hague in the proceedings on the merits took place on 4 July 2014 and the date for verdict has been set to H1 2015.

Euronext may enter into discussions regarding the settlement of these proceedings and may enter into settlement agreements if it believes settlement is in its best interest.

5.3.2 AMF INVESTIGATION

In connection with an investigation by the AMF of the trading pattern of a member firm using algorithmic trading strategies, the AMF notified Euronext Paris on 25 July 2013 that the exemption from certain fees granted in a non-public way to the trading firm under investigation may have been a violation of the General Regulations of the AMF by Euronext Paris in its capacity as a market operator. Euronext Paris has contested the position of the AMF. Management believes the conduct at issue is consistent with market practice.

The proceedings are ongoing, and management intends to vigorously defend the Group's position with regard to this matter. The possible sanctions against Euronext Paris could potentially range from a public warning to a €10 million fine. Euronext Paris, as a market operator, is not eligible to settle this case.

5.3.3 PROPRIETARY TRADERS (NÉGOCIATEURS POUR COMPTE PROPRE)

Fifty-four individual proprietary traders licenced to operate on the futures market of Euronext Paris (MATIF) commenced legal proceedings against Euronext before the Paris Commercial Court in November 2005. The plaintiffs allege that Euronext committed several breaches to their contract and claim that they have suffered an alleged prejudice amounting to a total amount of €90.5 million.

The Paris Commercial Court dismissed the claim in January 2008 and no damages were awarded to the plaintiffs. The individual proprietary traders appealed the decision before the Paris Court of Appeals. On 14 January 2011, the Paris Court of Appeals rendered an interlocutory decision ("*décision avant dire droit*") to order the appointment of two experts. The experts issued a technical report in March 2014 to the Paris Court of Appeals on the facts alleged by the claimants and to estimate the potential damages incurred by them in the event that the Paris Court of Appeals finds that Euronext is liable. The higher range of the conditional assessment of the theoretical loss that could have been suffered by the proprietary traders should the Court decide that Euronext is liable has been estimated, by the Experts, to €6.69 million.

Management believes that the actions of the appellants are not supported and has not booked any provision in connection with this case.

5.3.4 EURONEXT AMSTERDAM PENSION FUND

Approximately 120 retired and/or former Euronext Amsterdam employees, united in an association, served summons on Euronext Amsterdam on 3 April 2014. The claim arose in connection with the termination by Euronext Amsterdam of its pension agreement with the pension fund Mercurius ("PMA") and the transfer of pension entitlements to Delta Lloyd Asset Management ("Delta Lloyd"). The retired and/or former employees have been informed by PMA that the transfer of their entitlements to Delta Lloyd will result in a nominal pension entitlement without indexation in the future. The association claims that Euronext Amsterdam should guarantee the same pension entitlements of the retired Euronext Amsterdam employees under the same or similar conditions as those in the agreement between Euronext Amsterdam and PMA. The amount will need to be calculated by an actuary. Court proceedings are ongoing and management believes the claim is not supported.

After Euronext Amsterdam filed a statement of defence on 27 June 2014, on 11 July 2014 the Subdistrict (Kanton) Division of the Court of Amsterdam granted the retired and former employees Euronext Amsterdam a term in order to file a rejoinder. Both parties have filed all documents and statements and a public hearing (pleadings on request of the retired and/or former Euronext Amsterdam employees) is expected before the end of June 2015.

5.3.5 SUNGARD

On 19 September 2008, Euronext Paris, along with the other shareholders (the "Sellers") of GL Trade, a French société anonyme, sold their shares in GL Trade to SunGard Data Systems, Inc. ("SunGard"). At the time of the sale, Trading Technologies International, Inc. was asserting various patent infringement claims against GL Trade, among others, before the United States District Court for the Northern District of Illinois. The Sellers therefore undertook to indemnify SunGard for the legal fees and expenses incurred by SunGard in the defense of those claims as well as any monetary penalty for which SunGard is found liable. Euronext's indemnification liability is capped at a maximum of €24 million. To date, Euronext has been called upon to indemnify SunGard only for legal fees and expenses incurred in the defense of the claims for a total amount of approximately $2.1 million.

The two cases brought against SunGard are still pending before the United States District Court for the Northern District of Illinois. Both cases are still in the pretrial stages. On November 18, 2014, the US District Court, Northern District of Illinois issued an opinion and order in connection with the first case, in which the Court granted in part and denied in part GL Trade's motion for summary judgment that certain accused products do not infringe the patents-in-suit, and denied Trading Technologies International's cross-motion for summary judgment that those accused products meet a particular limitation (the "static limitation") of the asserted claims.

In light of the opinion of the US District Court referred to above and other developments, this litigation may be resolved through settlement.

5.4 Insurance

Euronext maintains a comprehensive insurance programme with the assistance of an insurance broker allowing Euronext to make an assessment of its risks, take out the proper insurance policies and deal with insurance management as smoothly as possible.

The main characteristics of the insurance programme are the following:

- the main insurance policies are consolidated at the Euronext group level in order to ensure consistency of coverage across the Euronext group and to benefit from lower premiums;
- the scope of risks covered is determined by reference to Euronext's activities (listing, trading, market data, post-trade and Market Solutions & Other); and
- all insurance carriers are analysed from a credit rating perspective.

The main risks covered by Euronext's insurance programme are the following:

- directors' & officers' liability: this policy covers losses related to an alleged wrongful act committed by members of Euronext Managing Board, Euronext Supervisory Board and other senior management. Under this policy, any of Euronext past, present or future directors or officers will be insured against liability for negligence, default or breach of duty or other liability, other than cases of wilful misconduct or gross negligence (*opzet of grove nalatigheid*);
- professional indemnity & cyberattacks: this policy provides first party coverage and indemnification against third-party claims arising out of negligence, errors or omissions in connection with professional services or failure to meet contractual obligations in the conduct of exchange activities. Additional coverage is provided for claims arising from IT failures of security breaches caused by cyberattacks or unauthorised access or use of computer systems, failure to protect personal data or unauthorised disclosure of confidential corporate information. Losses resulting directly from dishonest or fraudulent acts committed by third parties are also covered;
- criminal acts: this policy covers first party losses resulting directly from dishonest or fraudulent acts committed by Euronext employees or third parties working with Euronext employees;
- property damage & business interruption: this policy provides first party coverage for losses to Euronext's property or business interruption. The coverage includes tenant's liability and liability to third parties;
- terrorism; and
- commercial general liability: this policy provides coverage for negligent acts and/or omissions resulting in bodily injury, property damage, consequential losses and pure financial losses to third parties, their reputation, or their property as a result of using Euronext products and services.

In addition to the insurance programme, risk management and business continuity plan policy and procedures are implemented in a complementary manner. Euronext believes that its existing insurance coverage, including the amounts of coverage and the conditions, provides reasonable protection, taking into account the costs for the insurance coverage and the potential risks to business operations.

5.5 Liquidity and Capital Resources

5.5.1 LIQUIDITY

Euronext's financial policy seeks to finance the growth of the business, remunerate shareholders and ensure financial flexibility, while maintaining strong creditworthiness and liquidity.

Euronext primary sources of liquidity are cash flows from operating activities, current assets and existing bank facilities. Euronext principal liquidity requirements are for working capital, capital expenditures and general corporate use.

Euronext business is highly dependent upon the levels of activity in its exchanges, and in particular upon the volume of financial instruments traded, the number of shares outstanding of listed issuers, the number of new listings, the number of traders in the market and similar factors. Euronext has no direct control over these activities, which have historically resulted in volatility. While Euronext activities are not subject to significant seasonal trends, cash flows vary from month to month due to Euronext billing and collection efforts (most notably the annual billings for listed companies during first quarter).

Euronext business has historically generated significant cash flow from operating activities to meet its cash requirements as well as to distribute dividends and make share premium repayments. Euronext expects future cash flow from operating activities to be sufficient to fund its capital expenditures, distribute dividends as well as pay its debts as they become due. In addition, Euronext has access to a €250 million revolving credit facility. Please see *"Facilities Agreement"*.

The financial resources ultimo 2014 can be summarised as follows:

In thousands of euros	**Financial resources**
Cash & cash equivalent	256,600
Revolving credit facility	250,000
TOTAL FINANCIAL RESOURCES	**506,600**

5.5.2 REGULATORY CAPITAL REQUIREMENTS

Euronext N.V. is subject to minimum regulatory capital requirements defined by the AFM, under which Euronext is required:

- to ensure that Euronext shareholders' equity, liquidity and solvency satisfy what is required with a view to the interests which the Dutch Act on Financial Supervision Wet op het financieel toezicht (Wft) aims to protect;
- to maintain a minimum shareholders' equity on a consolidated basis of at least €250.0 million;
- to reserve at least €100.0 million of the committed undrawn revolving credit facility under the Facilities Agreement as regulatory capital;
- to achieve positive regulatory equity (defined as shareholders' equity less intangible assets, such as goodwill and Financial investments) on a consolidated basis by 31 December 2017 and to maintain positive regulatory equity thereafter. If Euronext achieves positive regulatory equity on a consolidated basis prior to 31 December 2017, Euronext is required to maintain positive regulatory equity from the date achieved; and
- to put in place a stable capital structure, *i.e.*, long-term assets are financed with equity or long-term debt and short-term assets are financed with short-term debt in a manner satisfactory to the AFM.

In addition, Euronext is required to obtain the prior approval of the AFM in the following circumstances:

- proposed resolutions of Euronext N.V. that are of significant influence on the financial soundness of the Company must be approved by the AFM in advance, insofar as they affect the functioning of the regulated markets operated by Euronext; and
- the granting of personal and in rem security for debts of other enterprises or the assumption of debts and security by Euronext N.V., to the extent this is or can be of influence on the functioning of the regulated markets operated by Euronext N.V., is not permitted except after prior approval from the AFM.

Euronext is also required to ensure that, in the event of a possible insolvency of Euronext N.V., the local exchanges can continue to function operationally.

The AFM can impose further regulatory capital requirements on us, to the extent necessary to comply with the requirements in respect of regulated markets, after consultation with the foreign regulatory authorities involved.

In addition, each of the Group's subsidiaries that is an operator of a regulated market and subsidiaries that are investment firms are subject to regulatory capital requirements relating to their general financial soundness, which includes certain minimum capital requirements.

5.6 Tangible fixed assets

The main tangible fixed assets of the Group consist of the following categories:

- Land & buildings;
- Hardware & IT equipment;
- Other Property & Equipment.

5.6.1 PRINCIPAL PROPERTIES

Euronext's headquarters are located in Amsterdam, the Netherlands at Beursplein 5 and in Paris, France at 39, rue Cambon. Euronext's registered office is located at Beursplein 5, 1012 JW Amsterdam, the Netherlands.

Location	Owned/Leased	Lease Commencement	Lease Expiration	Approximate Size
Beursplein 5, Amsterdam, Netherlands	Owned	N/A	N/A	130,500 sq. ft.
Gyroscoopweg 62, Amsterdam, Netherlands	Leased	2007	2015	5,597 sq. ft.
39, rue Cambon, Paris, France[a]	Leased	2006	2015	145,500 sq. ft.
La Défense Business Center – Praetorium building, Paris, France	Leased	2015	2024	106,100 sq. ft.
1 Cousin Lane, London, United Kingdom	Leased	1992 (last renewed in 2007)	2017[a]	91,000 sq. ft.
1 Place de la Bourse/Beursplein Brussels, Belgium	Leased	2012	2015 (early termination)	16,150 sq. ft.
Rue du Marquis 1, 1000 Brussels, Belgium	Leased	2014	2030	8,880 sq. ft.
Av. Schiphol 6, 1141 Evere, Belgium	Owned	N/A	N/A	86,111 sq. ft.
196 Avenida da Liberdade, Lisbon, Portugal	Leased	2005	2015	13,000 sq. ft.
Avenida da Boavista, No 3433, Porto, Portugal (2nd and 3rd floors)	Leased	2011	Renewable annually	11,607 sq. ft.
Avenida da Boavista, No 3433, Porto, Portugal (4th floor)	Leased	2014	Renewable up to the first three years and then annually	2,188 sq.ft
24 Adelaide Street, Belfast, United Kingdom	[a]	2010	[b]	57,000 sq. ft.

(a) Reference is made to foot Note 2 in the Group's financial statements, which provides an update on the lease contracts for Rue Cambon and Cousin Lane properties.

(b) Belfast Operations – Belfast staff provide development, test, project management, information security, infrastructure and operations support to Euronext. Following the Separation, the lease in respect of the Belfast premises remain with ICE. Euronext has entered into a sublease agreement with ICE in order to continue possession of these premises.

6

FINANCIAL STATEMENTS

6.1 Consolidated Income Statement

In thousands of euros (except per share data)	Note	Year ended 31 December 2014	31 December 2013
Third party revenue and other income	4	458,454	386,690
ICE transitional revenue and other income	4	34,044	94,982
TOTAL REVENUE AND OTHER INCOME		**492,498**	**481,672**
Salaries and employee benefits	5	(123,991)	(132,720)
Depreciation and amortisation	6	(16,644)	(19,924)
Other operational expenses	7	(143,100)	(149,047)
Operating profit before exceptional items		**208,763**	**179,981**
Exceptional items	8	(44,603)	(22,086)
Operating profit		**164,160**	**157,895**
Net financing income/(expense)	9	(6,452)	(424)
Results from equity investments	10	4,557	(18,040)
Profit before income tax		**162,265**	**139,431**
Income tax expense	11	(44,091)	(51,915)
Profit for the year		**118,174**	**87,516**
Profit attributable to:			
• Owners of the parent		118,174	87,516
• Non-controlling interests		-	-
Basic earnings per share	**22**	**1.69**	**1.25**
Diluted earnings per share	**22**	**1.69**	**1.25**

The notes on pages 112 to 149 are an integral part of these Consolidated Financial Statements.

6.2 Consolidated Statement of Comprehensive Income

In thousands of euros	Year ended 31 December 2014	Year ended 31 December 2013
Profit for the year	**118,174**	**87,516**
Other comprehensive income for the year		
Items that will be subsequently reclassified to profit or loss:		
• Currency translation differences	6,516	(3,190)
• Change in value of available-for-sale financial assets	3,892	451
• Income tax impact change in value of available-for-sale financial assets	(916)	(17)
Items that will not be reclassified to profit or loss:		
• Remeasurements of post-employment benefit obligations	(8,605)	(3,590)
• Income tax impact post employment benefit obligations	(210)	966
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	**118,851**	**82,136**
Profit attributable to:		
• Owners of the parent	118,851	82,136
• Non-controlling interests	-	-

The notes on pages 112 to 149 are an integral part of these Consolidated Financial Statements.

6.3 Consolidated Balance Sheet

In thousands of euros	Note	As at 31 December 2014	As at 31 December 2013
Assets			
Non-current assets			
Property, plant and equipment	12	25,948	27,782
Goodwill and other intangible assets	13	321,266	323,916
Deferred income tax assets	14	9,712	21,951
Equity investments	15	113,596	48,075
Other receivables		1,702	2,046
TOTAL NON-CURRENT ASSETS		**472,224**	**423,770**
Current assets			
Trade and other receivables	17	105,825	121,268
Income tax receivable		22,375	1,180
Related party loans	16	-	268,778
Derivative financial instruments	18	-	1,893
Financial investments	19	15,000	-
Cash and cash equivalents	20	241,639	80,827
TOTAL CURRENT ASSETS		**384,839**	**473,946**
TOTAL ASSETS		**857,063**	**897,716**
Equity/Parent's net investment and liabilities			
Equity/Parent's net investment			
Issued capital	21	112,000	-
Share premium		116,560	-
Reserve own shares		(541)	-
Retained earnings		114,163	-
Parent's net investment		-	234,790
Other comprehensive income (loss)		(432)	(1,109)
TOTAL EQUITY/PARENT'S NET INVESTMENT		**341,750**	**233,681**
Non-current liabilities			
Borrowings	24	248,369	-
Related party borrowings	16	-	40,000
Deferred income tax liabilities	14	483	530
Post-employment benefits	25	14,997	9,488
Provisions	26	32,418	5,246
Other liabilities		1,400	2,925
TOTAL NON-CURRENT LIABILITIES		**297,667**	**58,189**
Current liabilities			
Borrowings	24	129	-
Related party borrowings	16	-	407,025
Current income tax liabilities		78,043	49,483
Trade and other payables	27	126,427	143,661
Provisions	26	13,047	5,677
TOTAL CURRENT LIABILITIES		**217,646**	**605,846**
TOTAL EQUITY/PARENT'S NET INVESTMENT AND LIABILITIES		**857,063**	**897,716**

The notes on pages 112 to 149 are an integral part of these Consolidated Financial Statements.

6.4 Consolidated Statement of Cash Flows

In thousands of euros	Note	Year ended 31 December 2014	Year ended 31 December 2013
Profit before income tax		**162,265**	**139,431**
Adjustments for:			
• Depreciation and amortisation	6	16,644	19,924
• Share based payments[(a)]		3,876	10,718
• Impairment losses		-	27,200
• Gain on disposal of equity investments	10	-	(7,944)
• Other non-cash items		-	(305)
• Changes in working capital and provisions		15,586	(4,818)
Income tax paid		(49,780)	(23,733)
Net cash provided by operating activities		**148,591**	**160,473**
Cash flow from investing activities			
Proceeds from disposal of equity investment		-	27,804
Net purchase of short-term investments		(15,000)	(298)
Purchase of property, plant and equipment		(5,302)	(1,898)
Purchase of intangible assets		(8,551)	(4,051)
Proceeds from sale of property, plant and equipment and intangible assets		729	219
Net cash provided by/(used in) investing activities		**(28,124)**	**21,776**
Cash flow from financing activities			
Proceeds from borrowings, net of transaction fees		247,903	-
Net interest paid		(1,532)	-
Settlement of Derivative Financial Instrument		1,534	-
Share Capital repayment		(161,500)	-
Acquisition own shares		(541)	-
Transfers (to)/ from Parent, net[(b)]		91,947	29,865
Net change in short-term loans due to/from Parent		(137,948)	(144,940)
Net cash provided by/(used in) financing activities		**39,863**	**(115,075)**
Non-cash exchange gains/(losses) on cash and cash equivalents		482	93
Net increase/(decrease) in cash and cash equivalents		**160,812**	**67,267**
Cash and cash equivalents – Beginning of year		80,827	13,560
CASH AND CASH EQUIVALENTS – END OF YEAR		**241,639**	**80,827**

(a) Share-based payment expenses recognised in the income statement for shares granted to directors and selected employees in 2014 for the year amounted to €3.9 million, which included €1.1 million of regular share-based compensation (see Note 5), €2.3 million for vesting acceleration and €0.5 million for discount on Employee shares plan, the latter two recorded as exceptional items (see Note 8).

(b) Total contributions to- and from Parent of €147.4 million as included in the Statement of Changes in Net Parent Investment and Shareholders' Equity, includes several elements that have been settled through equity and as a consequence are not reflected in the cash flows from Financing activities. These elements include settlement of a Related Party loan, the contribution of Euroclear shares and the recognition of Onerous contract provision for the Cannon Bridge House lease contract as explained in Note 2.

The notes on pages 112 to 149 are an integral part of these Consolidated Financial Statements.

6.5 Consolidated Statement of Changes in Parent's Net Investment and Shareholders' Equity

						Other Comprehensive Income				
In thousands of euros	Issued capital	Share premium	Reserve own shares	Retained Earnings	Parent's net investment	Retirement benefit obligation related items	Currency translation reserve	Change in value of available-for-sale financial assets	Total other comprehensive income	Total equity
Balance as at 31 December 2012	**-**	**-**	**-**	**-**	**127,613**	**(17,002)**	**4,791**	**-**	**(12,211)**	**115,402**
Profit for the year	-	-	-	-	87,516	-	-	-	-	87,516
Other comprehensive income for the year	-	-	-	-	-	(2,624)	(3,190)	434	(5,380)	(5,380)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**87,516**	**(2,624)**	**(3,190)**	**434**	**(5,380)**	**82,136**
Reclassification due to pension plan settlement	-	-	-	-	(16,482)	16,482	-	-	16,482	-
Share based payments	-	-	-	-	10,718	-	-	-	-	10,718
Contributions from Parent	-	-	-	-	25,425	-	-	-	-	25,425
Balance as at 31 December 2013	**-**	**-**	**-**	**-**	**234,790**	**(3,144)**	**1,601**	**434**	**(1,109)**	**233,681**
Profit for the year	-	-	-	110,543	7,631	-	-	-	-	118,174
Other comprehensive income for the year	-	-	-	-	-	(8,815)	6,516	2,976	677	677
Total comprehensive income for the year	**-**	**-**	**-**	**110,543**	**7,631**	**(8,815)**	**6,516**	**2,976**	**677**	**118,851**
Share based payments	-	-	-	3,620	258	-	-	-	-	3,878
Contributions from Parent	-	38,618	-	-	108,763	-	-	-	-	147,381
Share Capital repayments (Note 2)	-	(161,500)	-	-	-	-	-	-	-	(161,500)
Acquisition of own shares	-	-	(541)	-	-	-	-	-	-	(541)
Issuance of common stock and formation of Group	112,000	239,442	-	-	(351,442)	-	-	-	-	-
BALANCE AS AT 31 DECEMBER 2014	**112,000**	**116,560**	**(541)**	**114,163**	**-**	**(11,959)**	**8,117**	**3,410**	**(432)**	**341,750**

The notes on pages 112 to 149 are an integral part of these Consolidated Financial Statements.

Detailed summary of the notes to the consolidated financial statements

6.6 Notes to the Consolidated Financial Statements

NOTE 1 BASIS OF PREPARATION

Note 1.1 – General

Euronext N.V. and its subsidiaries historically operated the Paris, Amsterdam, Brussels and Lisbon securities and derivatives exchanges, as well as the London LIFFE derivatives exchange ("LIFFE"). In April 2007, Euronext N.V. was acquired by NYSE Group, Inc., and NYSE Euronext was formed to hold both Euronext N.V. and NYSE Group, Inc. On 13 November 2013, NYSE Euronext was acquired by Intercontinental Exchange, Inc. ("ICE"). In these Consolidated Financial Statements, NYSE Euronext through 13 November 2013, and ICE from 13 November 2013, are referred herein as the "Parent". On 13 November 2013, ICE confirmed its intent to spin-off the Euronext Continental Europe operations into a publicly traded company ("the Separation").

To effectuate the Separation, ICE completed an internal reorganisation ("the Demerger") whereby it contributed the Euronext Continental Europe operations to a newly formed legal entity, domiciled in the Netherlands, which was subsequently renamed Euronext N.V. ("the Group" or "the Company"). Accordingly, the legal entities contributed to the Group are legally owned and managed by the Group since March 2014 (see Note 33). The historical operations of Euronext N.V. and its subsidiaries, including LIFFE, through the date of the Demerger, are referred to as "Legacy Euronext".

Euronext N.V. is a public limited liability company incorporated and domiciled at Beursplein 5, 1012 JW Amsterdam in the Netherlands and is listed at all Euronext local markets *i.e.* Euronext Amsterdam, Euronext Brussels, Euronext Lisbon and Euronext Paris. These consolidated Financial Statement were authorized for issuance by Euronext N.V.'s supervisory Board on March 19, 2015.

Note 1.2 – Nature of business

The Group operates securities and derivatives exchanges in Continental Europe. It offers a full range of exchange services including security listings, cash and derivatives trading, and market data dissemination. It combines the Paris, Amsterdam, Brussels and Lisbon exchanges in a highly integrated, cross-border organisation. The Group has also a securities exchange in London.

The Group's in-house IT function supports its exchange operations. In addition, in 2014 the Group provided software licenses as well as IT development, operation and maintenance services to third-party exchanges, as well as to the LIFFE derivatives exchange, a former related party. The LIFFE IT services were discontinued at the end of 2014, and the Group has been taking certain restructuring actions affecting its IT function (see Note 8).

Note 1.3 – Scope of consolidation

The legal entities of the Group have been owned by Euronext N.V. since the date that the internal reorganisation was finalised in March 2014. These Consolidated Financial Statements as of and for financial years ended 31 December 2014 and the Combined Financial Statements as of and for financial year ended 31 December 2013 have been prepared by combining all individual legal entities into one reporting entity. The list of individual legal entities included within these Consolidated Financial Statements, which together form the Group is provided in Note 33. All transactions and balances between consolidated entities have been eliminated on consolidation. All transactions and balances with Parent entities are reflected as related party transactions and balances. From the IPO on 20 June 2014, the transactions with ICE do not qualify as "related party transactions" under IAS24, consequently the related party Note reflects the transactions with ICE up to 20 June 2014.

Because the separate legal entities that comprise the Group were not held by a single legal entity prior to the Demerger, 'Parent's net investment' is shown in lieu of 'Shareholders' equity' prior to the Demerger in these Consolidated Financial Statements.

Note 1.4 – Scope of combination (prior to the Demerger)

The scope of the combination includes Legacy Euronext, with the exception of (i) the London LIFFE derivatives exchange, and (ii) certain technology businesses, including SFTI (connectivity services), Superfeed (data aggregation services), co-location services provided to customers of LIFFE, and services provided to third-party exchanges based on the LIFFE Connect technology. The scope of the combination primarily includes (i) the Continental Europe Cash and Derivatives exchange entities (Amsterdam, Brussels, Lisbon and Paris), (ii) the Euronext London Cash exchange, (iii) the Portuguese national Central Securities Depository, (iv) the Information Technology ("IT") services entities supporting all Legacy Euronext exchanges, including both the Group's and LIFFE's exchanges, and providing also market solution services to third parties, including datacenter co-location services provided to customers of the Group's exchanges, and other technology services provided to third-party exchanges, and (v) the Intellectual Property ("IP") entities owning the rights to use the technology necessary to run the Legacy Euronext's exchanges.

As part of the Demerger agreement, certain technology service businesses of Legacy Euronext, which will be retained by ICE (as described above), were historically not included in separate legal entities. The corresponding revenue, expenses, including allocated internal IT and corporate support costs, and related assets and liabilities of these technology service businesses have been excluded from these Consolidated Financial Statements.

These Consolidated Financial Statements include all the assets, liabilities, revenue and expenses specifically attributable to the Group as well as allocations of indirect costs and expenses related to the operations of the Group, as further explained below. These Consolidated Financial Statements exclude the purchase price allocation adjustments made by Parent in connection with the acquisition of Legacy Euronext by NYSE Group, Inc. in 2007 and in connection with the acquisition of NYSE Euronext by ICE in 2013.

The Group operates as a stand-alone entity from 20 June 2014. These Consolidated Financial Statements include allocations of shared costs, as described further below, made in accordance with transfer pricing agreements between the legal entities for the year 2013. These Consolidated Financial Statements do not purport to reflect what the Group's combined results of operations, financial position and cash flows may have been had the Group operated as a separate entity apart from NYSE Euronext and ICE during the periods presented before the IPO. As a result, these Consolidated Financial Statements are not indicative of the Group's past or future performance as a separate entity.

Note 1.5 – Basis of preparation

The Group has prepared these Consolidated Financial Statements in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS").

The following significant changes were made to the basis of preparation for the year ended 31 December 2014, compared to the basis used for the fiscal year ended 31 December 2013.

Note 1.6 – Demerger

In March 2014, the Demerger was consummated and the Continental Europe operations of Legacy Euronext were contributed to a newly incorporated entity domiciled in the Netherlands, which was subsequently renamed Euronext N.V. ("the Group" or "the Company"), in exchange for the issuance of 70.0 million shares of common stock. As of 31 March 2014, all legal entities comprising the Group business are legally owned by Euronext N.V.

The contribution of the Legacy Euronext Continental Europe business into the Company has been accounted for as an internal reorganization. Accordingly, the assets, liabilities and results of operations of the Legacy Euronext Continental Europe operations are presented for all periods based on the carrying values recognized in the financial statements of the Group immediately prior to the Demerger. The Parent's net investment has been converted into share capital and share premium, as described in Note 21.

The financial statements of the Group for periods prior to the Demerger reflect the combination of the legal entities which have been contributed to Euronext N.V. at the date of the Demerger; the financial statements of the group for the periods after the Demerger reflect the consolidation of Euronext N.V. and its subsidiaries.

Note 1.7 – Initial Public Offering (IPO)

Euronext N.V. was a fully-owned subsidiary of ICE until the initial public offering (IPO) of the ordinary shares of the Company on 20 June 2014 ("the Separation"). From 20 June 2014 onwards, the transactions with ICE do not qualify as "related party transactions" under IAS24. To continue to recognize separately in the income statement the services rendered to ICE that are transitional and accordingly not expected to be recurring beyond 2014, the description of the revenue line has been changed from "Related party revenue" to "ICE transitional Revenue and other income".

Note 1.8 – Cost allocations

Historically, the Group did not operate as a standalone entity but as part of a larger group controlled by NYSE Euronext until 13 November 2013 and by ICE, since then up to 20 June 2014. Until 1 January 2014, the financial statements include allocations of shared costs made in accordance with the historical transfer pricing agreements between the legal entities. These historical transfer pricing agreements provided for the allocation of (i) global shared costs, including global corporate management, global support functions and global UTP software development costs, which were allocated between Legacy Euronext and the US operations of the Parent, and (ii) European shared costs, including IT infrastructure, data center facilities, corporate support and other costs of operating the Legacy Euronext Derivatives business, which were allocated among the European entities of Legacy Euronext. These global and European shared costs, including overheads and mark-up, were generally allocated in proportion to revenues. Management believes these historical cost allocations were made on a reasonable basis. However, since the Group did not operate as a standalone entity, the combined financial information for the comparative year ended 31 December 2013 is not necessarily indicative of what the Group's results of operations, cash flows and financial position would have been had the Group operated as a standalone entity apart from NYSE Euronext and ICE during that period.

In March 2014, upon consummation of the Demerger, the transfer pricing agreements have been terminated and replaced by transitional and long-term Service Level Agreements ("SLAs") providing for a specific identification of each individual service rendered to or received from ICE. Each individual service is priced separately, generally on a fixed fee basis, based on actual usage or mutually agreed service level. These SLAs do not provide for the allocation of actual cost incurred, plus overheads and mark-up, in proportion to revenues.

The historical transfer pricing agreements have been amended as of 1 January 2014 in order to provide for pricing consistent with the SLAs implemented in March 2014. Accordingly, the recharges to and from the Parent are made on a consistent basis throughout the year ended 31 December 2014.

Services rendered to ICE primarily include the IT support to LIFFE, which has been terminated by the end of 2014, as LIFFE has completed its migration to the ICE IT platform, as well as various ancillary services. All such services are transitional and, accordingly, the transitional revenue is not expected to be recurring beyond 2014.

Services received from ICE include the use of data center infrastructure, corporate information systems and web support, as well as certain market data, market operations, risk, internal audit, regulation and other services. With the exception of data center infrastructure, the services received from ICE are expected to be transitional.

The Group will continue to benefit from a perpetual license to use the UTP technology on a royalty-free basis. However, the Group will no longer share with ICE the costs and benefits of subsequent UTP developments.

NOTE 2 SIGNIFICANT EVENTS AND TRANSACTIONS

In connection with the Separation of the Group from ICE and the IPO, the following other transactions have occurred during the year.

- In March 2014, all short-term related party loans and borrowings with the Parent have been cash-settled.
- The €40 million long term related party borrowing has been equity-settled, and accordingly, is reflected as a contribution received from Parent in the Statement of Changes in Parent's Net Investment and Shareholders' Equity in the first quarter of 2014.
- In connection with the Demerger certain legal entities of the Group disposed of certain IT assets and businesses to the Parent, in exchange for cash. The corresponding assets, liabilities, revenue and expenses have been excluded from the scope of the financial statements for all periods presented. The cash proceeds received from the Parent, net of income tax impact, were reflected as a contribution received from Parent in the Statement of Change in Parent's Net Investment and Shareholders' Equity in the first quarter of 2014.
- On 29 April 2014, the Company received €250 million in cash from the Parent in exchange for a short-term promissory note. On the IPO date, this promissory note was repaid from the proceeds of the bank facility described below.
- On 30 April 2014, the Parent contributed to the Group a 2.75% ownership interest into Euroclear plc, an unlisted company involved in the settlement of securities transaction and related banking services. The fair value of the investment is €63 million recognised as non-current equity investments.
- On 2 May 2014, the Group made cash distributions to Parent in the form of share premium repayment, for an amount of €161.5 million recognised as a decrease of share premium.
- On 6 May 2014, the Group entered into a syndicated bank loan facilities agreement ("the Bank Facilities"), with BNP Paribas and ING Bank N.V. as Lead Arrangers, providing for a (i) a €250 million term loan facility and (ii) a €250 million revolving loan facility, both maturing or expiring in three years. The Group drew down the term loan on the IPO date in order to refinance the short-term promissory note due to the Parent. The transaction costs of €2 million have been capitalised and amortized over the facility expected life, three years. Resulting in a net non-current borrowing of €248.4 million as of 31 December 2014. The Bank Facilities include certain covenants and restrictions, applicable to disposal of assets beyond certain thresholds, grant of security interests, incurrence of financial indebtedness, share redemptions, dividend distributions above 50% of net income, investments, and other transactions. The Bank Facilities also require compliance with a total debt to EBITDA ratio.
- Historically LIFFE was the tenant of the operating lease for the Cannon Bridge House ("CBH") facility, based in London, which includes a disaster recovery center used by both the Group and LIFFE, and office space, primarily used by LIFFE. The Financial Statements for the year ended 31 December 2013 reflect the Group's share of the costs of using the disaster recovery center. On 19 May 2014, in connection with the Separation, (i) the CBH operating lease was reassigned from LIFFE to the Group who, as new tenant, became obliged to make rental payments until the expiration of the non-cancellable term of the lease in 2017; and (ii) a short-term subleasing agreement was put in place between the Group and LIFFE. This subleasing has been terminated by the end of 2014, as LIFFE has completed the relocation of its corporate offices and its migration to another IT platform, see Note 16.
- With respect to the office space component of the contract, the unavoidable costs of the operating lease until 2017 are in excess of expected subleasing benefits to be received from ICE in the short term and from third parties in subsequent periods. The resulting onerous lease liability assumed from the Parent, which is estimated to be approximately €21.9 million, has been recorded in the second quarter of 2014 (€16.3 non-current provision, €5.6 million current provision) with a corresponding reduction to Shareholders' equity. The Group is working on an alternative scenario to decrease the liability.
- The Group decided in Q4 2014 to relocate its disaster recovery center to new premises, effectively vacating this area of CBH by the end of 2015. This increased the unavoidable cost of the lease contract and increased the onerous lease liability over expected future benefits by €10.8 million. The increase has been recorded as an exceptional expense in Q4 2014 (see Note 8).
- On the date of the IPO, the €200 million undrawn credit facility previously granted by Parent was terminated.
- In connection with the Separation, the Dutch financial markets regulator, the Stichting Autoriteit Financiële Markten ("AFM"), has notified certain regulatory capital requirements applicable to the Group on a consolidated basis. These requirements include, among other things (i) maintaining a minimum consolidated shareholders' equity of €250.0 million, (ii) reserving at least €100.0 million of the committed undrawn revolving credit facility available to the Group,

(iii) achieving a positive regulatory equity (defined as consolidated shareholders' equity less consolidated intangible assets including goodwill and equity investments) by 31 December 2017, and maintaining such positive regulatory equity from the date this is achieved and thereafter. The Group is also subject to certain qualitative requirements regarding its capital structure. The AFM can impose further regulatory capital requirements on the Group. These regulatory capital requirements, which are applicable on a consolidated basis, are in addition to those applicable on an individual basis to certain regulated entities of the Group. Since 31 March 2014, none of the Group entities are subject to regulation applicable to credit institutions.

Note 2.1 – Derivatives Clearing agreement

On 14 October 2013, the Group entered into a new clearing agreement with LCH.Clearnet in respect of the clearing of trades on our continental Europe derivatives markets (the "Derivatives Clearing Agreement"). Under the terms of the Derivatives Clearing Agreement, effective starting 1 April 2014, Euronext has agreed with LCH.Clearnet to share revenues and receives clearing fee revenues based on the number of trades on these markets cleared through LCH.Clearnet, in exchange for which Euronext has agreed to pay LCH. Clearnet a fixed fee plus a variable fee based on revenues. Derivatives clearing revenue amounts to €36.0 million and derivatives expenses to €20.3 million from the 1 April 2014 onwards (see Notes 4 and 7). The definition of the accounting treatment of this agreement requires significant management judgment for the valuation and weighting of the indicators leading the principal versus agent accounting analysis. According to the management analysis (i) the clearing fees received are classified as post trade revenues, and (ii) the fixed and variable fees paid to LCH. Clearnet are recognized as other operational expenses.

Note 2.2 – Long Term Incentive Plan 2014

On 25 August 2014 Euronext have granted 315.110 RSU's with a cliff vesting after 3 years. The total IFRS 2 expense at the vesting date in 2017 is estimated €4.9 million.

Note 2.3 – Relocation Paris head office

As part of its cost reduction program, Euronext decided to not renew the lease contract (ending 31 August 2015) for its head office building ("Cambon") in Rue Cambon, Paris. New premises were located in the La Defense business centre. The 9-year lease contract for this office building ("Praetorium") was signed on 21 November 2014 and will be effective as per 1 May 2015. Euronext is incurring rent and associated accommodation cost for Praetorium, starting 1 December 2014, but it is expected that Euronext will move its staff only at end of May 2015. Euronext continues to incur rent and associated accommodation cost for Cambon after its staff has moved out, until August 2015. The lease contract for Cambon after exiting the building is considered onerous, and the present obligation should be recognised and measured as a provision at the moment the obligation arises. The impact of the onerous contract amounting to €2.3 million together with the €0.2 million of service costs of the real estate services have been qualified as exceptional expense (see Note 8).

Euronext has commitment to return the Cambon building to the landlord in a specified condition at the end of the lease contract, according to the lease agreement. The total amount needed for dilapidation at the end of the contract is estimated at €2.5 million. A provision for dilapidation has been set up over the period of the lease contract and amounted to €1.2 million at the end of 2013. An additional €1.3 million has been recognised in accommodation expenses at end of 2014.

To facilitate reconstruction work and preparation of the move, Praetorium was made available by the landlord from the lease signature date onward. The landlord grants a €4.0 million incentive to Euronext with the signing of the lease. Euronext will record for the total costs of the lease contract, net of €4.0 million incentive, over the period the building is made available up to the end of the lease contract – 9-years (lease contract) and 5 months (1 December 2014 up to 1 May 2015). As the costs for Praetorium rent between 1 December 2014 and 1 May 2015 is additional one-off costs incurred for restructuring, these expenses are qualified as exceptional expense. Consequently this generated 1 month (€0.3 million) of Praetorium rent expenses in exceptional items (see Note 8).

NOTE 3 SIGNIFICANT ACCOUNTING POLICIES AND JUDGMENTS

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been applied consistently to all years presented, unless otherwise stated. In addition, the accounting judgments made in connection with the new clearing agreement are mentioned in Note 2.

Note 3.1 – Accounting convention

These Financial Statements are prepared on a historical cost basis, except for financial instruments recorded at fair value or stated otherwise.

Note 3.2 – Basis of consolidation

The scope of consolidation is defined in Note 1. These Financial Statements include the accounts of all subsidiaries in which entities in the Group have a controlling financial interest.

Note 3.2.1 – Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account. Intergroup transactions, balances and unrealised gains and losses on transactions between companies within the Group are eliminated upon consolidiation unless they provide evidence of impairment.

Note 3.2.2 – Associates and joint-ventures

Associates are entities over which the Group has the ability to exercise significant influence, but does not control. Generally, significant influence is presumed to exist when the Group holds 20% to 50% of the voting rights in an entity. Joint-ventures are entities over which the Group, together with another party or several other parties, has joint control. Investments in associates and joint-ventures are accounted for using the equity-method of accounting.

Note 3.3 – Business combinations

Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition by acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. The excess of the consideration transferred over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. To the extent applicable, any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree are added to consideration transferred for purposes of calculating goodwill.

Note 3.4 – Segment reporting

Segments are reported in a manner consistent with how the business is operated and reviewed by the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments. The chief operating decision maker of the Group is the Management Board. The organisation of the Group reflects the high level of mutualisation of resources across geographies and product lines. Operating results are monitored on a group-wide basis and, accordingly, the Group represents one operating segment and one reportable segment. Operating results reported to the Management Board are prepared on a measurement basis consistent with the reported Consolidated Income Statement.

Note 3.5 – Foreign currency transactions and translation

The functional currency of each Group entity is the currency of the primary economic environment in which the entity operates. Foreign currency transactions are converted into the functional currency using the rate ruling at the date of the transaction. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation at year-end rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Income Statement. Exceptions to this are where the monetary items form part of the net investment in a foreign operation or are designated as hedges of a net investment, in which case the exchange differences are recognised in Other Comprehensive Income.

These Financial Statements are presented in euros, which is the Group's presentation currency. The results and financial position of Group entities that have a functional currency different from the presentation currency are converted into the presentation currency as follows:

- assets and liabilities (including goodwill) are converted at the closing balance sheet rate;
- income and expenses are translated and recorded in the income statement at the average monthly rates prevailing;

All resulting exchange differences are recognised as currency translation adjustments within Other Comprehensive Income.

Note 3.6 – Property, plant and equipment

Property, plant and equipment is carried at historical cost, less accumulated depreciation and any impairment loss. The cost of purchased property, plant and equipment is the value of the consideration given to acquire the assets and the value of other directly attributable costs. All repairs and maintenance costs are charged to expense as incurred.

Property, plant and equipment is depreciated on a straight-line basis over the estimated useful lives of the assets, except land and construction in process assets, which are not depreciated. The estimated useful lives, which are reviewed annually and adjusted if appropriate, used by the Group in all reporting periods presented are as follows:

Buildings	5 to 40 years
IT equipment	2 to 3 years
Other equipment	5 to 12 years
Fixtures and fittings	4 to 10 years

Note 3.7 – Goodwill and other intangible assets

Note 3.7.1 – Goodwill

Goodwill represents the excess of the consideration paid in a business combination over the Group's share in the fair value of the net identifiable assets and liabilities of the acquired business at the date of acquisition. Goodwill is not amortised but is tested at least annually for impairment, or whenever an event or change in circumstances indicate a potential impairment.

For the purpose of impairment testing, goodwill arising in a business combination is allocated to the cash-generating units ("CGUs") or groups of CGUs that are expected to benefit from the synergies of the combination. Each CGU or CGU Group to which goodwill is allocated represents the lowest level within the Group at which the goodwill is monitored for internal management purposes. The Group's goodwill is monitored at the operating segment level.

The carrying value of a CGU Group is compared to its recoverable amount, which is the higher of its value in use and its fair value less costs of disposal. Impairment losses on goodwill are not subsequently reversed. Value in use is derived from the discounted future free cash flows of the CGU Group. Fair value less costs of disposal is based on discounted cash flows and market multiples applied to forecasted earnings. Cash flow projections are based on budget and business plan approved by management and covering a 2-year period. Cash flows beyond the business plan period are extrapolated using a perpetual growth rate. Key assumptions used in goodwill impairment test are described in Note 13.

Note 3.7.2 – Internally generated intangible assets

Software development costs are capitalised only from the date when all of the following conditions are met:

- the technical feasibility of the development project is demonstrated;
- it is probable that the project will be completed and will generate future economic benefits; and
- the project development costs can be reliably measured.

Capitalised software development costs are amortised on a straight-line basis over their useful lives, generally from 2 to 5 years. Other development expenditures that do not meet these criteria, as well as software maintenance and minor enhancements, are expensed as incurred.

Note 3.7.3 – Other intangible assets

Other intangible assets, which are acquired by the Group, are stated at cost less accumulated amortisation and impairment losses. The estimated useful lives are as follows:

Purchased software and licence	2-5 years
Customer relationships	8-10 years

Note 3.8 – Impairment of non-financial assets other than goodwill

Assets that are subject to amortisation are reviewed for impairment whenever events or circumstances indicate that the carrying amount may not be recoverable. Assets that have an indefinite useful life are not subject to amortisation and are tested at least annually for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell or value in use. For purposes of assessing impairment, assets are grouped into Cash Generating Units ("CGUs"). A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent from other groups of assets. Non-financial assets, other than goodwill, that were previously impaired are reviewed for possible reversal of the impairment at each reporting date.

Note 3.9 – Derivative financial instruments and hedging activities

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value at each balance sheet date. The method of recognising the resulting gain or loss depends on whether or not the derivative is designated as a hedging instrument for accounting purpose, and if so the nature of the item being hedged. In order to qualify for hedge accounting, a transaction must also meet strict criteria as regards to documentation, effectiveness, probability of occurrence and reliability of measurement. To date, the Group did not elect to apply hedge accounting and, accordingly, gains and losses on remeasurement of derivatives instruments are systematically recognised in the income statement, within financial income and expense.

Note 3.10 – Financial assets

Upon initial recognition, the Group classifies its financial assets in one of the following categories:

Note 3.10.1 – Financial assets at fair value through profit or loss ("FVPL")

Financial assets at fair value through profit or loss include financial assets held for trading purposes and are initially recognised at fair value and any subsequent changes in fair value are recognised directly in the income statement. This category also includes derivatives financial instruments that are not designated as accounting hedges although they are used to hedge economic risks.

Note 3.10.2 – Available-for-sale ("AFS") financial assets

Other financial assets are classified as Available-for-Sale ("AFS") and are remeasured at fair value at each balance sheet date. Unrealised gains and losses resulting from changes in fair value are recognised in Other Comprehensive Income and are recycled in the income statement upon impairment or disposal. AFS financial assets include long-term equity investments in companies over which the Group does not have control, joint control or significant influence. If the fair value of an unlisted equity instrument is not reliably measurable, the investment is held at cost less impairment. Interests and dividends are recognised in the income statement. If a decline in fair value below cost has occurred and has become other than temporary, an impairment is recognised in the income statement.

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset is impaired. A financial asset is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset ("loss event") and that the loss event (or events) has an impact on the estimated future cash flows of the financial asset.

Note 3.10.3 – Loans and receivables

Loans and receivables are non-derivative financial assets/liabilities with fixed or determinable payments that are not quoted in an active market. They are measured at amortised cost, less impairment. They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date which are classified as non-current assets. Loans and receivables include: related party loans, trade and other receivables, cash and cash equivalents in the balance sheet.

Note 3.11 – Trade receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. Trade receivables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method, less impairment.

Note 3.12 – Cash and cash equivalents

Cash and cash equivalents comprise cash at banks, highly liquid investments with original maturities of three months or less and investments in money market funds that are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value. Further term deposits with maturities longer than three months are also classified as cash equivalents if the term deposits meet the following criteria (i) the term deposit is considered to be held to meet short-term cash needs, (ii) withdrawal can be made either at any time, free of any penalty, or no later than at the end of the initial three month period, with no penalty, (iii) the interest received from the term deposit is equal to or above what the market expected to pay and (iv) all these foregoing conditions must be clear, accepted and met at the subscription date.

Note 3.13 – Borrowings

Borrowings are initially recorded at the fair value of proceeds received, net of transaction costs. Subsequently, these liabilities are carried at amortised cost, and interest is charged to the Income Statements over the period of the borrowings using the effective interest method. Accordingly, any difference between the proceeds received, net of transaction costs, and the redemption value is recognised in the Income Statements over the period of the borrowings using the effective interest rate method.

Note 3.14 – Post-employment benefit plans

The Group operates defined benefit and defined contribution pension schemes. When the Group pays fixed contributions to a pension fund or pension insurance plan and the Group has no legal or constructive obligation to make further contributions if the fund's assets are insufficient to pay all pension benefits, the plan is considered to be a defined contribution plan. In that case, contributions are recognised as employee expense when they become due.

For the defined benefit schemes, the net asset or liability recognised on the balance sheet comprises the difference between the present value of the defined benefit pension obligation and the fair value of plan assets. A net asset is recognised only to the extent the Group has the right to effectively benefit from the plan surplus. The service cost, representing benefits accruing to employees in the period, and the net interest income or expense arising from the net defined benefit asset or liability are recorded within operating expenses in the Income Statements. Actuarial gains and losses arising from experience adjustments, changes in actuarial assumptions or differences between actual and expected returns on assets are recognised in equity as a component of Other Comprehensive Income. The impact of a plan amendment, curtailment or settlement is recognised immediately when it arises in the Income Statements.

Note 3.15 – Share-based compensation

Certain employees of the Group participate in the Parent's and Euronext's stock-based compensation plans. Awards granted by the Parent and Euronext under the plans are restricted stock units ("RSUs"). As the responsibility for the settlement of the awards lies with the Parent and Euronext, not with the Subsidiaries, they are treated as equity-settled awards in these Financial Statements.

The stock-based compensation reflected in the Income Statements relates to the RSUs granted by the Parent and Euronext to the Group's employees. The equity instruments granted do not vest until the employee completes a specified period of service, typically three years. The grant-date fair value of the RSUs is recognised as compensation expense over the required vesting period. When awards have graded-vesting features (*i.e.*, vest in several installments), each installment is treated as a separate grant.

Note 3.16 – Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Restructuring provisions primarily comprise employee termination payments. Provisions are not recognised for future operating losses, unless there is an onerous contract. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax risk-free discount rate. The increase in the provision due to passage of time is recognised as interest expense.

An onerous contract is a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. The unavoidable costs under a contract reflect the least net cost of exiting from the contract, which is the lower of the cost of fulfilling it and any compensation or penalties arising from failure to fulfil it.

Note 3.17 – Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Note 3.18 – Income tax – current and deferred taxation

The income tax expense for the fiscal year is comprised of current and deferred income tax. Income tax expense is recognised in the Income Statements, except to the extent that it relates to items recognised in other comprehensive income or directly in Parent's net investment. In this case, the income tax impact is also recognised in other comprehensive income or directly in Parent's net investment.

Note 3.18.1 – Current income tax

The current income tax expense is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Group operates and generates taxable income. The Group recognises liabilities for uncertain tax positions when it is more likely than not that an outflow will occur to settle the position. The liabilities are measured based upon management's estimation of the expected settlement of the matter. Estimated liabilities for uncertain tax positions, along with estimates of interest and penalties, are presented within income taxes payable on the Balance Sheet and are included in current income tax expense in the Income Statement.

Note 3.18.2 – Deferred income tax

Deferred income tax is recognised on temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in these Financial Statements. However, deferred income tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised.

Deferred income tax is provided on temporary differences arising from investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority on the same taxable entity.

Note 3.19 – Revenue

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts, rebates, VAT and other sales related taxes.

Listing fees primarily consist of original listing fees paid by issuers to list securities on the various cash markets (admission fees), subsequent admission fees for other corporate actions (such as admission of additional securities) and annual fees paid by companies whose financial instruments are listed on the cash markets. Admission fees are recognised at the time of admission to trading. Annual listing fees are recognised on a *pro rata* basis over the annual service period.

The Group earns cash trading fees for customer orders of equity securities, debt securities and other cash instruments on the Group's cash markets. The Group earns derivative trading fees for the execution of trades of derivative contracts on the Group's derivative markets. Cash and Derivative trading fees are recognised when the trade transaction is completed.

The Group charges data vendors on a per-user basis for the access to its real-time and proprietary market data information services. The Group also collects periodic license fees from vendors for the right to distribute the Group data to third parties. These fees are recognised on a monthly basis as services are rendered.

Post-trade revenue primarily include Clearing, settlement and custody fees. Clearing fees are recognized when the clearing of the trading transaction is completed. Settlement fees are recognised when the settlement of the trading transaction is completed. Custody fees are recognised as the service is performed.

Market Solutions and other revenue include software license and IT services provided to third-party market operators, connection services and data center colocation services provided to market participants, and other revenue. Software licence revenue is recognised upon delivery and acceptance when the software does not require significant customisation or modification. Implementation and consulting services are recognised either on a time-and material basis or under the percentage of completion method, depending upon the nature of the contract. When software requires significant modification or customisation, fees from software license and professional services are recognised altogether on a percentage-of-completion basis. The stage of completion is measured based on the number of mandays incurred to date as a percentage of total estimated number of mandays to complete. Software maintenance fees, connection and subscription service fees, and annual licence fees are recognised ratably over the life of the agreement.

Note 3.20 – Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards to the lessee. When the Group is the lessee in a finance lease, the underlying asset is recognised in the balance sheet at the inception of the lease, at its fair value or at the present value of minimum lease payments, whichever is lower. The corresponding liability to the lessor is included within borrowings. Payments made under operating leases are recognised in the Income Statement on a straight-line basis over the term of the lease.

Note 3.21 – Exceptional items

Exceptional income and expense are identified based on their size, nature or incidence and are disclosed separately in the Income Statements in order to provide further understanding the financial performance of the Group. It includes clearly identifiable income and expense items which are infrequent and unusual by their size or by their nature.

Note 3.22 – New standards, amendments and interpretations adopted by the Group

The following standards and interpretations have been adopted by the Group for the first time for the financial year beginning on or after 1 January 2014.

IFRS 10, "Consolidated Financial Statements", sets out how to apply the principle of control to identify whether an investor controls an investee and therefore must consolidate the investee. This change did not have a material impact on the consolidated financial statements.

IFRS 11, "Joint Arrangements", requires accounting for Joint Ventures under the equity-method and to recognise the investor's interest in the revenue, expenses, assets and liabilities of a Joint Operation. This change did not have a material impact on the consolidated financial statements.

IFRS 12, "Disclosure of Interests in Other Entities", defines the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special-purpose vehicles and other off-balance sheet vehicles. This change did not have a material impact on the consolidated financial statements.

Amendment to IAS 36, "Impairment of Assets". This amendment removed the requirement to disclose the recoverable amount of a CGU that contains significant goodwill when no impairment charge has been recognised during the period. The Group already early adopted this amendment for the reporting period ended 31 December 2013. See Note 13 for the impact on the financial statements.

Other standards, amendments and interpretations which are effective for the financial year beginning on 1 January 2014 are not material to the Group.

Note 3.23 – New standards, amendments and interpretations issued but not effective for the financial year beginning 1 January 2014 and not early adopted

A number of new standards and amendments to standards, amendments and interpretations are effective for annual periods beginning after 1 January 2014, and have not been applied in preparing these consolidated financial statements, set out below.

IFRS 9, "Financial instruments". This standard replaces the guidance in IAS 39. It includes requirements on the classification and measurement of financial assets and liabilities; it also includes an expected credit losses model that replaces the current incurred loss impairment model. The Group is yet to assess IFRS 9's full impact.

IFRS 15, "Revenue from contracts with customers", is a converged standard from IASB and FASB on revenue recognition. The standard will improve the financial reporting of revenue and improve comparability of the top line in financial statements globally. The Group is assessing the impact of IFRS 15.

IFRIC 21, "Levies". This interpretation is on IAS 37, "Provisions, contingent liabilities and contingent assets" IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event (known as an obligating event) The interpretation clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. The Group assessed the possible impact of IFRIC 21, and this change is not expected to have a material impact on the consolidated financial statements.

There are no other IFRS's or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the group.

Note 3.24 – Critical accounting estimates and judgments

In the application of the Group's accounting policies, management is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Significant judgments made in the preparation of these Consolidated Financial Statements include the following.

Note 3.24.1 – Cost allocations

The significant management judgments related to costs allocations, and the impact on Related Party revenue and expenses, are explained in Notes 1 and 16.

In addition, the following key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Note 3.24.2 – Impairment of goodwill

The Group performs goodwill impairment reviews in accordance with the accounting policy described above in Note 3. The recoverable amount of a CGU Group is determined based on a discounted cash flow approach, which requires the use of estimates. The key assumptions used and the related sensitivity analysis are described in Note 13.

Note 3.24.3 – Income taxes

Due to the inherent complexities arising from the nature of the Group's business, and from conducting business and being taxed in a substantial number of jurisdictions, significant judgments and estimates are required to be made for income taxes. The Group computes income tax expense for each of the jurisdictions in which it operates. However, actual amounts of income tax due only become final upon filing and acceptance of the tax return by relevant authorities, which may not occur for several years subsequent to issuance of these Consolidated Financial Statements.

The estimation of income taxes also includes evaluating the recoverability of deferred income tax assets based on an assessment of the ability to use the underlying future tax deductions against future taxable income before they expire. This assessment is based upon existing tax laws and estimates of future taxable income. To the extent estimates differ from the final tax return, earnings may be affected in a subsequent period.

The Group operates in various countries with local tax regulations. New tax legislation being issued in certain territories as well as transactions that the Group enters into regularly result in potential tax exposures. The calculation of our tax liabilities involves uncertainties in the application of complex tax laws. Our estimate for the potential outcome of any uncertain tax position is highly judgmental. However we believe that we have adequately provided for uncertain tax positions. Settlement of these uncertainties in a manner inconsistent with our expectations could have a material impact on our results of operations, financial condition and cash flows. The Group recognises a liability for uncertain tax positions when it's probable that an outflow of economic recourses will occur. Measurement of the liability for uncertain tax positions is based on management's best estimate of the amount of tax benefit/cost that will be realized upon settlement.

Note 3.24.4 – Fair value of investments

The Group holds investments in unlisted equity securities which are carried at fair value in the balance sheet. The valuation methodology and key assumptions are described in Note 15.

NOTE 4 REVENUE AND OTHER INCOME

Note 4.1 – Third party revenue and other income

In thousands of euros	2014	2013
Listing	61,737	53,282
Trading revenue	212,013	187,166
of which		
• Cash trading	165,565	138,428
• Derivatives trading	46,448	48,738
Market data & indices	93,348	83,980
Post-trade	57,268	21,253
of which		
• Clearing (Note 2)	35,979	-
• Custody and Settlement	21,289	21,253
Market Solutions & Other revenue	33,443	41,009
Other income	645	-
TOTAL THIRD PARTY REVENUE AND OTHER INCOME	**458,454**	**386,690**

At 31 December 2014 and 2013, there were no customers that individually exceeded 10% of the Group's revenue.

Note 4.2 – ICE Transitional revenue and other income

In thousands of euros	2014	2013
IT operations and maintenance services – LIFFE	22,503	93,276
UTP R&D services	-	1,706
CBH Sublease rent – LIFFE	8,460	-
Other ancillary services	3,081	-
TOTAL ICE TRANSITIONAL REVENUE AND OTHER INCOME	**34,044**	**94,982**

NOTE 5 SALARIES AND EMPLOYEE BENEFITS

In thousands of euros	2014	2013
Salaries and other short term benefits	(88,578)	(90,641)
Social security contributions	(33,184)	(33,327)
Share-based payment costs	(1,073)	(5,576)
Pension cost – defined benefit plans	(1,156)	(3,176)
TOTAL	**(123,991)**	**(132,720)**

At the end of the year, the number of employees, based on full-time equivalents, was 729. Social security contributions contain €4.4 million of expenses related to defined contribution pension plans in 2014 (2013: €3.4 million).

NOTE 6 DEPRECIATION AND AMORTIZATION

In thousands of euros	2014	2013
Depreciation of tangible fixed assets	(7,669)	(7,559)
Amortisation of intangible fixed assets	(8,975)	(12,365)
TOTAL	**(16,644)**	**(19,924)**

The amortisation of the historic UTP licence value ended in April 2014 as it was fully amortised.

NOTE 7 OTHER OPERATIONAL EXPENSES

In thousands of euros	2014	2013
Systems and communications	(22,201)	(26,286)
Professional services	(51,376)	(59,307)
Clearing expenses (Note 2)	(20,263)	-
Accommodation	(25,653)	(17,677)
PSA retrocession (Note 16)	-	(13,631)
Other expenses[(a)]	(23,607)	(32,146)
TOTAL	**(143,100)**	**(149,047)**

(a) Other expenses include marketing, taxes, insurance, travel, professional membership fees, corporate management recharges from the Parent (see Note 16), and other expenses.

NOTE 8 EXCEPTIONAL ITEMS

In thousands of euros	2014	2013
Initial public offering costs	(2,878)	(674)
Restructuring costs	(44,090)	(3,628)
Share plan vesting acceleration/settlement	(2,803)	(12,707)
Exceptional income	5,574	-
Pension plan amendment/settlement	-	(4,380)
Grant claw back	-	(697)
Other	(406)	-
TOTAL	**(44,603)**	**(22,086)**

In 2014, exceptional items include:

- €2.9 million expense for costs directly related to the IPO project. Such costs are related mainly to legal and bank fees;
- €44.1 million of restructuring costs incurred in connection with the Separation, including:
  - expenses for employee benefits and contractor retention bonuses related to the restructuring of the London-based IT operations and expenses for employee termination benefits in relation with the restructuring of other Euronext locations, which cost saving results are expected to impact the Group's income statement as from first half of 2015. The amounts provisioned are based on signed contracts, leaving no significant estimates for restructuring costs on the balance sheet at the end of 2014 (see Note 26);
  - expenses for costs related to onerous contracts and new offices, including expenses for the onerous contract related to exiting the disaster recovery centre of the "Cannon Bridge House" building in London (see Note 2) and expenses related to the relocation of activities from the Paris head office 'Cambon' to the new building Praetorium (see Note 2);
  - Other exceptional expenses, mainly related to the lease termination of the Evere Bulding in Brussels (see Note 26).
- €2.8 million of expenses for the acceleration of vesting and settlement of share-based plans, of which €2.3 million was related to the accelerated vesting of LTIP 2013. In addition a €0.5 million discount on Employee shares plan related to the IPO was recognised in the second quarter of 2014 and recorded as exceptional expense;
- €5.6 million of exceptional income, including a €3.2 million release of social tax provision and a €1.0 million refund of organic tax, both in France. In the Netherlands, a €0.5 million one-off legal claim was released and in connection with the liquidation of the Amsterdam Pension fund 'Mercurius' a €0.9 million refund has been recorded as exceptional income;

In 2013, exceptional items include:

- €0.7 million expenses for costs directly related to the IPO Project;
- in September 2013, the Group announced a restructuring of its London-based IT operations, which was expected to be implemented by the end of 2014, when the IT support services provided to LIFFE will be terminated. Employee severance benefits payable upon termination were conditional upon future service and, accordingly, were accrued over the expected service period. In addition, retention payments were made to contractors. In the aggregate, a €3.6 million expense has been recognized in the year ended 31 December 2013 for employee benefits and contractor bonuses in relation to the expected restructuring of the London IT operations;
- €12.7 million expenses for the acceleration of vesting and settlement of NYSE Euronext share-based plans, which occurred in connection with the acquisition of NYSE Euronext by ICE and is comprised €5.1 million for non-cash share-based expenses and €7.6 million for related social security contributions and other taxes;
- a net €4.4 million related to the Dutch pension plan, including a €0.8 million gain on the settlement of the Dutch defined benefit plan and a €5.2 million one-time contribution to the new plan;
- €0.7 million expenses for a government grant that became repayable.

NOTE 9 NET FINANCING INCOME/(EXPENSE)

In thousands of euros	2014	2013
Interest income	407	1,012
Interest expense	(2,381)	(1,611)
Gain/(loss) on disposal of treasury investments	89	179
Net foreign exchange (loss)/gain[a]	(4,567)	(4)
NET FINANCING INCOME/(EXPENSE)	**(6,452)**	**(424)**

(a) Difference noted between 2014 and 2013 which is mainly due to i) realized foreign-exchange loss of €1.7 million on current accounts held in foreign currency and closed during the 2014 year within Euronext Paris, and ii) unrealized foreign-exchange losses of €1.7 million on current accounts in GBP and USD held by Euronext Paris.

NOTE 10 RESULTS FROM EQUITY INVESTMENTS

The following table provides the results of long-term equity investments classified as AFS financial assets (see Note 3).

In thousands of euros	2014	2013
Dividend income	4,557	1,216
Impairment of Sicovam	-	(27,200)
Gain on partial disposal of LCH.Clearnet	-	7,944
RESULTS FROM EQUITY INVESTMENTS	**4,557**	**(18,040)**

More information on the impairment of Sicovam and the gain on partial disposal of LCH.Clearnet in 2013 is disclosed in Note 15. In 2014 dividend income was received from Euroclear and Sicovam. In 2013 dividend income relates to Sicovam.

NOTE 11 INCOME TAX EXPENSE

In thousands of euros	2014	2013
Current tax expense	(29,633)	(44,202)
Deferred tax expense	(14,458)	(7,713)
TOTAL INCOME TAX EXPENSE	**(44,091)**	**(51,915)**

The actual tax charge incurred on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rates applicable to profit before income tax of the combined entities as follows.

Note 11.1 – Reconciliation of effective tax charge

In thousands of euros	2014	2013
Profit before income tax	162,265	139,431
Income tax calculated at domestic tax rates applicable to profits in the respective countries	(32,171)	(31,109)
Tax effects of:		
Impairment of financial assets[a]	-	(10,336)
Impairment of deferred tax assets[b]	(16,923)	
(De) recognition tax losses	4,535	-
Non-deductible expenses[c]	(4,508)	(9,467)
Other tax exempt income	1,975	1,354
Over/(under) provided in prior years[d]	6,731	(3,056)
Other[e]	(3,730)	699
TOTAL INCOME TAX EXPENSE	**(44,091)**	**(51,915)**

The domestic tax rates have not significantly changed in 2014. The decrease in effective tax rate from 37% for the year ended 31 December 2013 to 27% for the year ended 31 December 2014 is primarily attributable to items that were included in full in the income tax expense for the year ended 31 December 2014, as discussed below:

(a) The impairment of the financial assets in 2013 relates to the impairment of Sicovam in Euronext Paris S.A.

(b) In connection with the Demerger, certain sublicense agreements within IP entities of the Group have been terminated in April 2014. As a consequence of this legal reorganisation, deferred tax assets held by some IP entities no longer meet the recoverability criteria as of 31 March 2014. These deferred tax assets were primarily arising from deductible temporary differences on intangible assets and tax losses carry-forwards. The de-recognition of the related deferred tax assets amounted to €15.7 million.

(c) The non-deductible expenses mainly related to intercompany interest paid in France and non-deductible expenses in connection with the transfer of SFTI to ICE. Further the non-deductible expenses were positively impacted when the French Government published final guidelines on article 212 of the French tax code, which resulted in a release of a tax provision in connection with non-deductible inter-company interest of €18.6 million

(d) In Q4 2014 an additional deferred tax asset on tax losses carry forward of €4.8 million was recognized on the liquidation of Bluenext S.A. in 2012 following discussions with the French tax authorities.

(e) As from 2014, the Company applies the statutory tax rates without (temporary) surcharges (in Portugal and France) to the profit before income tax to calculate tax at domestic rates. The temporary (surcharges) have been included in the line Other. In 2013 these surcharges were included in the Income tax calculated at domestic rates.

NOTE 12 PROPERTY, PLANT AND EQUIPMENT

In thousands of euros	Land & Buildings	Other[(a)]	Total
As at 31 December 2012			
Cost	32,606	116,402	149,008
Accumulated depreciation and impairment	(18,432)	(95,065)	(113,497)
Net book amount	14,174	21,337	35,511
As at 1 January 2013 net book amount	**14,174**	**21,337**	**35,511**
Exchange differences	-	(561)	(561)
Additions	-	1,900	1,900
Disposals & other	-	(1,509)	(1,509)
Depreciation charge (Note 6)	(1,202)	(6,357)	(7,559)
As at 31 December 2013 net book amount	**12,972**	**14,810**	**27,782**
As at 31 December 2013			
Cost	32,606	115,614	148,220
Accumulated depreciation and impairment	(19,634)	(100,804)	(120,438)
Net book amount	12,972	14,810	27,782
AS AT 1 JANUARY 2014 NET BOOK AMOUNT	**12,972**	**14,810**	**27,782**
Exchange differences	-	565	565
Additions	-	5,302	5,302
Disposals	-	(1,026)	(1,026)
Transfers	-	994	994
Depreciation charge (Note 6)	(460)	(7,209)	(7,669)
AS AT 31 DECEMBER 2014 NET BOOK AMOUNT	**12,512**	**13,436**	**25,948**
AS AT 31 DECEMBER 2014			
Cost	32,389	91,269	123,658
Accumulated depreciation and impairment	(19,877)	(77,833)	(97,710)
Net book amount	12,512	13,436	25,948

(a) Other property, plant and equipment includes building fixtures and fittings as well as IT and other equipment.

The Company does not hold assets under finance leases.

NOTE 13 GOODWILL AND OTHER INTANGIBLE ASSETS

In thousands of euros	Goodwill	Internally developed software	Other[(a)]	Total
As at 31 December 2012				
Cost	354,759	89,878	142,553	587,190
Accumulated amortisation and impairment	(53,341)	(75,338)	(127,584)	(256,263)
Net book amount	301,418	14,540	14,969	330,927
As at 1 January 2013 net book amount	**301,418**	**14,540**	**14,969**	**330,927**
Exchange differences	-	(81)	(34)	(115)
Additions	-	568	4,901	5,469
Amortisation charge (Note 6)	-	(8,554)	(3,811)	(12,365)
As at 31 December 2013 net book amount	**301,418**	**6,473**	**16,025**	**323,916**
As at 31 December 2013				
Cost	354,759	90,267	146,415	591,441
Accumulated amortisation and impairment	(53,341)	(83,794)	(130,390)	(267,525)
Net book amount	301,418	6,473	16,025	323,916
AS AT 1 JANUARY 2014 NET BOOK AMOUNT	**301,418**	**6,473**	**16,025**	**323,916**
Exchange differences	-	5	123	128
Additions	-	862	7,689	8,551
Disposals	-	-	(1,360)	(1,360)
Transfers	-	1,051	(2,045)	(994)
Amortisation charge (Note 6)	-	(4,114)	(4,861)	(8,975)
AS AT 31 DECEMBER 2014 NET BOOK AMOUNT	**301,418**	**4,277**	**15,571**	**321,266**
AS AT 31 DECEMBER 2014				
Cost	354,759	42,275	48,645	445,679
Accumulated amortisation and impairment	(53,341)	(37,998)	(33,074)	(124,413)
Net book amount	301,418	4,277	15,571	321,266

(a) Other intangible assets primarily include purchased software, licences and acquired customer relationships.

Note 13.1 – Goodwill impairment test

Goodwill is monitored and tested for impairment at Group-level, which represents a single operating segment (see Note 3). The recoverable value of the Group's operating segment is based on its fair value less cost of disposal, applying a discounted cash flow approach, and corroborated by observation of Company's market capitalization. The fair value measurement uses significant unobservable inputs and is therefore categorised as a Level 3 measurement under IFRS 13.

Cash flow projections are derived from the 2-years business plan prepared by management (2015-16). Key assumptions used by management include third party revenue growth, which factors future volumes of European equity markets, the Group's market share, average fee per transaction, and the expected impact of new product initiatives. These assumptions are based on past experience, market research and management expectation of market developments. They include an expected recovery in European equity markets, consistent with industry reports. Other key assumptions include the expected termination of the ICE transitional revenue derived from the IT support to LIFFE (see Note 16) and the impact of certain cost saving initiatives.

For the impairment test performed as of 31 December 2014, revenues have been extrapolated using a growth rate of 5% for the period 2015-19, and using a perpetual growth rate of 0% after 2019.

The discount rate is a weighted-average cost of capital determined from observable market data, applying a beta factor and a leverage ratio consistent with a group of comparable listed companies in the exchange industry. The post-tax discount rate applied was 9.3% (consistent with prior impairment tests, 9.3% in 2013).

For the impairment test performed as of 31 December 2013, cash flows beyond the 3-year period have been extrapolated using a perpetual growth rate of 2%, which was not higher than the economic growth and inflation rate for the countries in which the Group operates.

The annual impairment testing performed at each year-end did not result in any instance where the carrying value of the operating segment exceeded its recoverable amount.

Recoverable value is sensitive to key assumptions. As of 31 December 2014, a reduction to 0% per year of third party revenue growth during the 5-year forecast, a reduction to -1% per year of perpetual growth rate, a reduction by 50% of expected cost savings, or an increase by 1% per year in discount rate, which management believes are individually reasonably possible changes to key assumptions, would not result in a goodwill impairment. Possible correlations between each of these parameters were not considered.

NOTE 14 DEFERRED INCOME TAX

The analysis of deferred tax assets and deferred tax liabilities is as follows:

In thousands of euros	2014	2013
Deferred income tax assets[a]	9,712	21,951
Deferred income tax liabilities[a]	(483)	(530)
TOTAL NET DEFERRED TAX ASSETS (LIABILITIES)	**9,229**	**21,421**

(a) As shown in the Balance sheet, after offsetting deferred tax assets and liabilities related to the same taxable entity.

In thousands of euros	2014	2013
Deferred tax assets/(liabilities):		
Property, plant and equipment	2,728	534
Intangible assets[a]	(1,417)	13,950
Investments	(1,277)	(995)
Provisions and employee benefits	8,910	5,974
Other	223	886
Loss carried forward	62	1,072
Deferred tax assets (net)	**9,229**	**21,421**

In thousands of euros	2014	2013
Balance at beginning of the year	**21,421**	**28,653**
Recognised in combined income statement	(14,458)	(7,713)
Reclassifications and other movements	2,234	(377)
Exchange difference	242	(91)
Charge related to other comprehensive income	(210)	949
Balance at end of the year	**9,229**	**21,421**

(a) Mainly relates to de-recognition of deferred tax assets of certain sublicense agreements within IP entities (see also Note 11 paragraph b).

As of 31 December 2014, the group did not recognize deferred income tax assets of €3.6 million (2013: nil) in respect to losses that can be carried forward against future taxable income.

The total amount of the net deferred tax asset is expected to be recovered or settled after more than twelve months.

NOTE 15 EQUITY INVESTMENTS

In thousands of euros	2014	2013
Euroclear	66,830	-
Sicovam	29,008	28,781
LCH.Clearnet	17,557	17,557
Other	201	1,737
TOTAL	**113,596**	**48,075**

Equity investments primarily include long-term investments in unlisted equity securities, which are classified as AFS financial assets. The valuation technique used to measure fair value of such investments is based on observation of recent transactions on investee's equity shares, application of market multiples to earnings and present value of dividend flows in perpetuity. The classification of the measurement within the fair value hierarchy is presented in Note 29.2.

On 30 April 2014, the Parent contributed to the Group a 2.75% ownership interest into Euroclear plc, an unlisted company involved in the settlement of securities transaction and related banking services. The fair value of the investment was €63 million. The Euroclear shares have been recorded as a non-current equity investments. Due to a share buy back from Euroclear the direct investment in Euroclear increased from 2.75% to 3.12%. Based on the new information available as of 31 December 2014, management determined that the fair value could be reliable measured as of 31 December 2014. As a result, management recorded a fair value adjustment through Other Comprehensive Income of €3.7 million.

The Group holds a 9.60% ownership interest in Sicovam HoldingS.A., resulting in an indirect 1.43% interest in Euroclear plc, a securities settlement and custody business. The common stock of Sicovam HoldingS.A. and Euroclear plc are not listed. In 2013 and 2014, the investee released information on its equity share transaction prices and invited its shareholders to participate in a share repurchase auction. Based on the new information available as of 31 December 2014, management determined that the fair value could be reliable measured as of 31 December 2014. As a result, management recorded a fair value adjustment through Other Comprehensive Income of €0.2 million. In 2013, management recorded an impairment charge of €27.2 million (see Note 10).

As of 31, December 2014, the Group holds a 2.31% ownership in LCH. Clearnet Group Limited plc ("LCH") (2013: 2.31%). LCH is a multi-asset international clearing house managing and mitigating counterparty risks in market transactions. In 2013, the London Stock Exchange Group acquired a controlling interest in LCH. In connection with this transaction, the Group recorded a €7.9 million gain on the partial disposal of its investment (see Note 10).

NOTE 16 RELATED PARTIES

Note 16.1 – Transactions with Parent

From the IPO on 20 June 2014, the transactions with ICE do not qualify as "related party transactions" under IAS24, consequently the related party note reflects the transactions with ICE up to 20 June 2014.

Note 16.1.1 – Revenue and operating expenses from Parent

In thousands of euros	2014	2013	Reference
IT revenue sharing – SFTI, Co-location	1,262	-	(a)
TOTAL MARKET SOLUTIONS & OTHER	**1,262**	**-**	
IT operations and maintenance services – LIFFE	12,067	93,276	(b)
UTP R&D services	-	1,706	(c)
CBH Sublease rent – LIFFE	1,377	-	(d)
Other ancillary services	1,835	-	(e)
TOTAL ICE TRANSITIONAL REVENUE AND OTHER INCOME*	**15,279**	**94,982**	
TOTAL RELATED PARTY REVENUE	**16,541**	**94,982**	
PSA retrocession	-	(13,631)	(f)
Data center	(5,622)	(15,563)	(g)
UTP R&D services	-	(455)	(i)
Corporate, operations and other IT support	(6,425)	(14,913)	(h)
TOTAL RELATED PARTY OPERATING EXPENSES	**(12,047)**	**(44,562)**	

* *The subtotal of ICE transitional revenues reflects the related party position at IPO date of 20 June 2014 and is therefore not reconciling to the ICE transitional revenues position in Note 4.*

Details of revenue and operating expenses from the Parent are as follows:

(a) reflects the commission received from ICE during the second quarter 2014 on SFTI connectivity and co-location technology businesses that have been transferred to ICE end of March 2014. In 2013, these technology businesses were operated by Euronext and the customers directly charged by the Group;

(b) reflects IT support services provided to LIFFE for the operation of its derivatives exchange in the UK and the US. In 2013, the recharge is made in accordance with the historical transfer pricing agreements, whereby the derivatives IT costs, including overheads and mark-up, are allocated to the exchange entities in proportion to their respective derivatives trading revenue. For the year ended 31 December 2014, the recharge is made throughout the period in a manner consistent with a transitional SLA which provides for a flat fee per month based on an agreed-upon service level. Such SLA has been terminated by the end of 2014, as LIFFE has completed its migration to another technology platform. Consequently, management expects this related party revenue to be non-recurring and has announced a restructuring of its London-based IT operations, which are primarily supporting the LIFFE exchange and the Group's own Derivatives trading business;

(c) for the year ended 31 December 2013, related party revenue and expenses reflect cross-charges to and from the US operations of the Parent, made in accordance with a global R&D cost-sharing agreement. Pursuant to this agreement, global UTP software development costs are shared in proportion to revenues. In 2014, the Group does no longer share costs and benefits of UTP development costs with the Parent;

(d) reflects the CBH sublease to LIFFE from 19 May 2014, the date of the transfer of the lease to the Group. This subleasing has been terminated by the end of 2014, as LIFFE has completed the relocation of its corporate offices;

(e) reflects other ancillary support services provided to the Parent for the operation of the LIFFE derivatives exchange. These services include Market Data administration, Market Operations, Finance and Human Resources. For the year ended 31 December 2014, these services are specifically identified and billed in accordance with transitional SLAs. For the year ended 31 December 2013, under the historical transfer pricing agreements, services these were not charged on a specific identification basis. Instead, all operating expenses of the Legacy Euronext Derivatives business unit were allocated among the exchange entities under a PSA agreement, as explained in (f) below;

(f) until 1 January 2014, Legacy Euronext was managed by business unit with a high level of cross-border integration. Accordingly, within each business unit, operating expenses were allocated to the local exchange entities (including LIFFE) in proportion to revenue, in accordance with the PSA transfer pricing agreement (see Note 1). The local entity who has incurred actual costs in excess of allocated costs per the PSA recharges the other entities for the difference, in order to generate consistent operating margin rate across entities (within each business unit). The application of the PSA mechanism within the Derivatives business unit of Legacy Euronext has resulted in certain reallocation of operating expenses between the Group and LIFFE. Since 1 January 2014, the PSA agreement is no longer effective and is replaced by the recharge of specifically identified services, described in (e) above and (g) below;

(g) reflects the recharge by the Parent of the cost of using the London-based data center and disaster recovery facilities. During the year ended 31 December 2013, the data center recharge was based on actual cost incurred plus mark up of 7% and was allocated between the Group and certain IT service businesses retained by ICE in proportion to revenues. During the year ended 31 December 2014, the data center recharge is based on a fixed fee per cabinet used and therefore reflects the actual utilization of the infrastructure by the Group. The disaster recovery centre is based in the CBH building. The disaster recovery facility has been charged by the Parent until 19 May 2014, date of the CBH lease transfer to the Group;

(h) corporate, operations and other IT support are comprised of the following:

- in 2013, in accordance with the historical transfer pricing agreements, the costs of certain global corporate functions, including corporate management, corporate information systems and web services, was shared in proportion to revenues, resulting in cross-charges to and from the Parent. The related party expense in the year ended 31 December 2013 also included recharges by the Parent of costs incurred under certain global IT supply contracts,
- since 1 January 2014, the Group's and Parent's management functions have been fully separated and there is no further cross-charge of corporate management costs. The related party expense reflects various support services received from the Parent pursuant to various transitional SLAs. These support services include: global corporate systems, global web services, support from US IT team, market data, administration, market operations, as well as risk, internal audit and regulation. The recharge is based on fixed fees agreed upon for a specified level of service.

Note 16.1.2 – Financial transactions with Parent

In thousands of euros	2014	2013
Year-end balances		
Related party loans – current	-	268,778
Related party borrowings – non current	-	(40,000)
Related party borrowings – current	-	(407,025)
NET (BORROWING)/LENDING POSITION WITH PARENT	**-**	**(178,247)**

	2014	2013
Income and expenses		
Related party interest income	119	505
Related party interest expense	(235)	(1,535)
NET INTEREST (EXPENSE)/INCOME FROM PARENT	**(116)**	**(1,030)**

During the quarter ended 31 March 2014, substantially all short-term related party loans and borrowings were settled in cash with Parent entities. The non-current related party borrowing of €40 million was equity-settled in connection with the Demerger, resulting in an increase of Parent net investment and Shareholders' equity.

On 29 April 2014, the Company received €250 million in cash from the Parent in exchange for a short-term promissory note. This promissory note was repaid at the IPO date from the proceeds of the bank facility.

Note 16.1.3 – Trade balances with Parent

In thousands of euros	2014	2013
Year-end balances		
Related party trade and other receivables	-	39,627
Related party trade and other payables	-	(33,289)

From the IPO on 20 June 2014, the transactions with ICE do not qualify as "related party transactions" under IAS 24, consequently the trade balances with ICE are not disclosed as related party as at 31 December 2014.

Note 16.2 – Key management remuneration

The Company's Supervisory and Management Board members are considered to be its key management. The compensation expense recognised for key management is as follows:

In thousands of euros	2014	2013
Short term benefits	(4,351)	(4,293)
Share-based payment costs[(a)]	(1,434)	(5,098)
Post-employment benefits	(184)	(177)
TOTAL BENEFITS	**(5,969)**	**(9,568)**

(a) Share based payments costs are recognized in accordance with IFRS 2.

NOTE 17 TRADE AND OTHER RECEIVABLES

In thousands of euros	2014	2013
Trade receivables	64,358	60,365
Less provision for impairment of trade receivables	(1,760)	(2,994)
Trade receivables net	62,598	57,371
Related party receivables	-	39,627
Tax receivables (excluding income tax)	19,737	14,114
Prepayments and invoices to establish	22,537	9,503
Other receivables and accrued income	953	653
TOTAL	**105,825**	**121,268**

As of 31 December 2014, the total amount of trade receivables that were past due but not impaired was €23.4 million (2013: €16.8 million) of which €4.1 million (2013: €1.8 million) was overdue by more than three months.

The movement in the provision for impaired trade receivables in 2014 reflects usages of €1.9 million (2013: €6.6 million) and accruals of €0.7 million (2013: (€0.8) million) recorded during the year.

The 2014 increase in Prepayments and invoices to establish is due to the increased invoicing related to Listings, Cash Trading, Clearing and ICE transitional revenue SLA's.

Management considers the fair value of the trade and other receivables to approximate their carrying value. The carrying value represents the Group's maximum exposure to credit risk.

NOTE 18 DERIVATIVES FINANCIAL INSTRUMENTS

	2014		2013	
In thousands of euros	Asset	Liability	Asset	Liability
Forward foreign exchange contract	-	-	1,893	-

NOTE 19 FINANCIAL INVESTMENTS

In thousands of euros	2014	2013
Deposits > 3 months	15,000	-
TOTAL	**15,000**	**-**

NOTE 20 CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of the following:

In thousands of euros	2014	2013
Cash and bank balances	81,837	78,786
Short term investments	159,802	2,041
TOTAL	**241,639**	**80,827**

NOTE 21 SHAREHOLDERS' EQUITY

Note 21.1 – Prior to the Demerger – Parent's net investment

The separate legal entities that comprise the Group were not held by a single legal entity prior to the Demerger and, consequently, Parent's net investment was shown in lieu of Shareholders' equity in these financial statements. Parent's net investment represents the cumulative net investment by the Parent in the combined entities forming the Group through the date of the Demerger.

Note 21.2 – Post the Demerger – Shareholders' equity

As described in Note 1, the Company issued 70,000,000 Ordinary Shares in connection with the Demerger. Upon the completion of the Demerger, the Parent's net investment was converted into Shareholders' equity. The Parent's net investment was converted as follows:

- issued share capital: issued share capital was established at €112.0 million, based on the par value of €1.60 per share for the 70.0 million shares issued in connection with the Demerger;
- share premium: the remaining Parent's net investment, after recording issued share capital, was reflected as share premium.

As of 31 December 2014, the Company has 125,000,000 authorised ordinary shares and 70,000,000 issued and outstanding ordinary shares each with a nominal value of €1.60 per share. The fully paid ordinary shares carry one vote per share and rights to dividends, if declared. The Group's ability to declare dividends is limited to distributable reserves as defined by Dutch law. The Company also has one priority share authorized (with a nominal value of €1.60) and no priority share outstanding.

Note 21.3 – Reserve own shares

The movement in the reserve of €0.5 million during the reporting period relates to the transactions in Euronext N.V. shares conducted by the liquidity provider on behalf of the Group under the liquidity contract established.

The liquidity Agreement (the "Agreement") has been established in accordance with applicable rules, in particular the Regulation (EC) 2273/2003 of the European Commission of 22 December 2003 implementing the directive 2003/6/EC of the European Parliament and Council as regards exemptions for buyback programs and stabilization of financial instruments, the provisions of article 2:95 of the Book II of Dutch civil code, the provisions of the general regulation of the French Autorité des Marchés Financiers (the "AMF"), the decision of the AMF dated 21 March 2011 updating the Accepted Market Practice n° 2011-07 on liquidity agreements, the Code of Conduct issued by the French Association française des marchés financiers (AMAFI) on 8 March 2011 and approved by the AMF by its aforementioned decision dated 21 March 2011 (the "AMAFI Code") and as the case maybe the relevant Dutch rules applicable to liquidity agreements in particular the regulation on Accepted Market Practices WFT (Regeling gebruikelijke marktpraktijken WFT) dated 4 May 2011 and section 2.6 of the Book II – General Rules for the Euronext Amsterdam Stock Market (the "Dutch Rules").

As at 31 December 2014 Euronext N.V. holds 23.436 shares under the programme with a cost of €0.5 million.

The movement schedule for the reporting year is as follows:

Transaction date	Buy Euronext N.V. shares	Sell Euronext N.V. shares	Average share price	Total value transaction including commissions
As at 1 January 2014	-			
Purchases December	99,350		€24.23	2,407,707
Sales December		75,914	€24.59	(1,866,810)
Total buy/sell	**99,350**	**75,914**		**540,897**
TOTAL AS AT 31 DECEMBER 2014	**23,436**			

Legal reserve

Retained earnings are not freely available for distribution for an amount of €19.6 million relating to legal reserves. This addition to legal reserves is included in the proposed profit appropriation. See Note 46.

NOTE 22 EARNINGS PER SHARE

Note 22.1 – Basic

Earnings per share are computed by dividing profit attributable to the shareholders of the Company by the weighted average number of shares outstanding for the period. The earnings per share for the periods prior to the Demerger were computed as if the shares issued at Demerger were outstanding for all periods before the IPO. The number of shares used for the year ended 31 December 2014 was 69,998,908 and 31 December 2013 was 70,000,000, which is the number of shares issued in connection with the Demerger.

Note 22.2 – Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. For the share plan is determined the number of shares that could have been acquired at fair value (determined as the average quarterly market price of Euronext's shares) based on the fair value (measured in accordance with IFRS 2) of any services to be supplied to Euronext in the future under the share plan. The number of shares used for the diluted earnings per share for the year ended 31 December 2014 were 70,101,114.

NOTE 23 SHARE-BASED PAYMENTS

Note 23.1 – Euronext LTIP 2014

Directors and certain employees of the Group benefited from Restricted Stock Units ("RSUs") granted by Euronext N.V. Each LTIP 2014 represents the right to receive one share of the Euronext's common stock. LTIP RSUs generally cliff-vest after 3 years (LTIP RSUs), subject to continued employment. These equity awards are measured by reference to the grant-date market price of Euronext common share and compensation are recognised over the three year vesting period.

Movements in the number of shares granted as awards is as follows:

	Number of Euronext shares
As at 31 December 2013	-
Granted	315,110
Vested	-
Cancelled	-
AS AT 31 DECEMBER 2014	**315,110**

Fair value per share at the measurement date: €17.30

Euronext has taken into consideration the fact that the employees will not receive dividends during the vesting period of 3 years. The fair value has been adjusted taking into account the financials loss for the participants to not receive the payment of the dividends during the vesting period.

Note 23.2 – NYSE Euronext plans

Directors and certain employees of the Group benefited from Restricted Stock Units ("RSUs") granted by NYSE Euronext. Each RSU represents the right to receive one share of the NYSE Euronext's common stock. RSUs generally vest over 3 years, either in three equal annual installments (standard RSUs) or cliff-vest after 3 years (LTIP RSUs), subject to continued employment. These equity awards are measured by reference to the grant-date market price of NYSE Euronext common share and compensation are recognised over the three year vesting period.

Due to the acquisition of NYSE Euronext by ICE, the standard RSU 2013, 2012 and 2011 plans and the LTIP RSU 2012 and 2011 plans vested in full at the acquisition date (13 November 2013). The 2013 LTIP RSUs converted to ICE RSUs and remained subject to the original terms of the award including the 3-year cliff vesting provision. The impact of the vesting acceleration and conversions has been recorded as award modifications in 2013. Due to the IPO of Euronext N.V. the 2013 LTIP RSUs vested in full at the IPO date (20 June 2014).

Movements in the number of shares granted as awards is as follows:

	Number of NYSE Euronext shares	Number of ICE shares
As at 31 December 2012	795,648	-
Granted	217,299	-
Vested	(823,219)	-
Cancelled	(47,767)	-
Conversion into ICE awards	(141,961)	32,274
As at 31 December 2013	**-**	**32,274**
Granted	-	-
Vested	-	(32,274)
Cancelled	-	-
AS AT 31 DECEMBER 2014	**-**	**-**

Weighted average fair value per share for grant during fiscal year 2013: €26.06.

Share-based payment expenses recognised in the income statement for shares granted for all plans to directors and selected employees in 2014 amounted to €3.8 million, which included €2.3 million for vesting acceleration recorded as an exceptional item (2013: €10.7 million) (see Note 5 and Note 8).

NOTE 24 BORROWINGS

In thousands of euros	2014	2013
Non-current		
Bond	248,369	-
TOTAL	**248,369**	**-**
Current		
Bond (accrued interest)	129	-
TOTAL	**129**	**-**

On 6 May 2014, the Group entered into a syndicated bank loan facilities agreement ("the Bank Facilities"), with BNP Paribas and ING Bank N.V. as Lead Arrangers, providing for a (i) a €250 million term loan facility and (ii) a €250 million revolving loan facility. The Facilities Agreement will terminate three years following the date of the Facilities Agreement, subject to an option to extend the term by 12 months on two occasions. The rate of interest on each Loan for each Interest Period is the percentage rate per annum which is the aggregate of the applicable Margin, EURIBOR, and Mandatory cost, if any. The margin is 0.8% per annum in relation to the term loan facility and 0.5% per annum in relation to the revolving loan facility, subject to adjustment by reference to the Leverage Ratio. The Group drew down the term loan on the IPO date in order to refinance the short-term promissory note due to the Parent. The transaction costs €2 million have been capitalised and amortized over the facility expected life, three years. Resulting in a net non-current borrowing of €248 million as of 31 December 2014. The Bank Facilities include certain covenants and restrictions, applicable to disposal of assets beyond certain thresholds, grant of security interests, incurrence of financial indebtedness, share redemptions, dividend distributions above 50% of net income, investments, and other transactions. The Bank Facilities also require compliance with a total debt to EBITDA ratio of 2.5 to which the Group complies in 2014.

The fair value of the Term Loan approximates its carrying value.

NOTE 25 POST-EMPLOYMENT BENEFITS

The group operates defined benefit pension plans for its employees, with the most significant plans being in France and Portugal. The group's plans are funded by contributions from the employees and the relevant Group entities, taking into account applicable government regulations and the recommendations of independent, qualified actuaries. The majority of plans have plan assets held in trusts, foundations or similar entities, governed by local regulations and practice in each country. The assets for these plans are generally held in separate trustee administered funds. The benefits provided to employees under these plans are based primarily on years of service and compensation levels.

On 31 December 2013 the Dutch defined benefit plan was settled and replaced by a new defined benefit plan whereby the obligation for future benefits has been transferred to a pension insurance company, with an annual premium being paid directly to the insurer. Therefore, the Company has treated the transfer as a settlement of the Company's former defined benefit plan. The transfer resulted in an €0.8 million settlement gain (See Note 8).

At the transfer date, the Company has not retained any direct or indirect legal or constructive obligation to pay post-employment benefits relating to employee service in current, prior or future periods when they fall due or to pay further amounts if the insurer does not pay all future employee benefits relating to employee service in the current and prior periods. As such, from the date of transfer onwards, the Company has accounted for the plan as a defined contribution plan, as provided for under IAS 19R.

In addition, upon inception of the defined contribution plan, the Group committed to make a lump sum contribution of €5.2 million to the insurance company for future pension benefit indexation. This payment obligation is fixed and not contingent upon future service, and the Group assumes no actuarial risk associated with pension indexation. This lump sum contribution was also recorded as an exceptional expense in 2013 (see Note 8).

The French plans relate almost completely to retirement indemnities. French law stipulates that employees are paid retirement indemnities in form of lump sums on the basis of the length of service at the retirement date and the amount is prescribed by collective bargaining agreements.

The movement in the defined obligation over the years presented is as follows:

In thousands of euros	Present value of obligation	Fair value of plan assets	Total	Impact of minimum funding requirement/ asset ceiling	Total
As at 31 December 2012	**160,008**	**(149,946)**	**10,062**	**5,700**	**15,762**
• (Income)/expense:					
Current service cost	2,692	-	2,692	-	2,692
Interest expense/(income)	5,851	(5,587)	264	220	484
Gain on settlement	(783)	-	(783)	-	(783)
	7,760	**(5,587)**	**2,173**	**220**	**2,393**
• Remeasurements:					
Return on plan assets, excluding amounts included in interest expense/(income)	-	5,161	5,161	-	5,161
(Gain)/loss from change in demographic assumptions	943	-	943	-	943
(Gain)/loss from change in financial assumptions	5,382	-	5,382	-	5,382
Experience (gains)/losses	(1,976)	-	(1,976)	-	(1,976)
Change in asset ceiling, excluding amounts included in interest expense	-	-	-	(5,920)	(5,920)
	4,349	**5,161**	**9,510**	**(5,920)**	**3,590**
• Payments:					
Employer contributions	(635)	(11,622)	(12,257)	-	(12,257)
Plan participant contributions	45	(45)	-	-	-
Settlement payments from plan	(141,417)	141,417	-	-	-
Benefit payments	(5,061)	5,061	-	-	-
As at 31 December 2013	**25,049**	**(15,561)**	**9,488**	**0**	**9,488**
• (Income)/expense:					
Current service cost	839	-	839	-	839
Interest expense/(income)	846	(576)	270	-	270
	1,685	**(576)**	**1,109**	**0**	**1,109**
• Remeasurements:					
Return on plan assets, excluding amounts included in interest expense/(income)	-	68	68	-	68
(Gain)/loss from change in demographic assumptions	(547)	-	(547)	-	(547)
(Gain)/loss from change in financial assumptions	9,681	-	9,681	-	9,681
Experience (gains)/losses	(595)	-	(595)	-	(595)
	8,539	**68**	**8,607**	**0**	**8,607**
• Payments:					
Employer contributions	(394)	(2,526)	(2,920)	-	(2,920)
Transfer Jubilee to NC Provision	(1,287)	-	(1,287)	-	(1,287)
Benefit payments	(87)	87	-	-	-
AS AT 31 DECEMBER 2014	**33,505**	**(18,508)**	**14,997**	**0**	**14,997**

The defined benefit obligation and plan assets are composed by country as follows:

In thousands of euros	2014				
	Belgium	Portugal	France	Netherlands	Total
Present value of obligation	484	23,017	10,004	-	33,505
Fair value of plan assets	-	(15,379)	(3,129)	-	(18,508)
TOTAL	**484**	**7,638**	**6,875**	**-**	**14,997**
Impact of minimum funding requirement/asset ceiling	-	-	-	-	-
TOTAL	**484**	**7,638**	**6,875**	**-**	**14,997**

In thousands of euros	2013				
	Belgium	Portugal	France	Netherlands	Total
Present value of obligation	822	15,392	8,410	428	25,052
Fair value of plan assets	-	(12,560)	(3,004)	-	(15,564)
TOTAL	**822**	**2,832**	**5,406**	**428**	**9,488**
Impact of minimum funding requirement/asset ceiling	-	-	-	-	-
TOTAL	**822**	**2,832**	**5,406**	**428**	**9,488**

The significant actuarial assumptions were as follows:

	2014			
	Belgium	Portugal	France	Netherlands
Discount rate	0.3%	2.0%	1.9%	N/A
Salary growth rate	0.0%	2.0%	3.0%	N/A
Pension growth rate	0.0%	2.0%	0.0%	N/A

	2013			
	Belgium	Portugal	France	Netherlands
Discount rate	1.1%	3.8%	3.5%	2.8%
Salary growth rate	0.0%	2.0%	3.0%	3.5%
Pension growth rate	0.0%	2.0%	0.0%	0.0%

The group derives the discount rate used to determine the defined benefit obligation from yields on high quality corporate bonds of the duration corresponding to the liabilities.

As of 31 December 2014, the sensitivity of the defined benefit obligation to changes in the weighted principal assumptions were:

	Impact on defined benefit obligation		
	Change in assumption	Increase in assumption	Decrease in assumption
Discount rate	0.50%	-5.0%	5.3%
Salary growth rate	0.50%	2.7%	-5.2%
Pension growth rate	0.25%	2.0%	-2.0%

The pension plan assets allocation differs per plan. On a weighted average basis, the allocation was as follows:

Plan assets	2014 Fair value of plan assets *In thousands of euros*	2014 Fair value of plan assets *In %*	2013 Fair value of plan assets *In thousands of euros*	2013 Fair value of plan assets *In %*
Equity securities	2,130	11.5%	2,121	13.6%
Debt securities	10,568	57.1%	8,744	56.2%
Property	622	3.4%	720	4.6%
Investment funds	31	0.1%	63	0.4%
Cash	5,159	27.9%	3,913	25.2%
TOTAL	**18,510**	**100%**	**15,561**	**100%**

The maturity of expected benefit payments over the next ten years is as follows:

As at 31 December 2014	Less than a year	Between 1-2 year	Between 2-5 years	Between 5-10 years	Total
Pension benefits	464	392	912	3,694	**5,462**

The weighted average duration of the defined benefit obligation for retirement plans is 21 years at 31 December 2014.

For 2015, the expected obligations contributions are approximately €0.9 million.

NOTE 26 PROVISIONS

In thousands of euros	Restructuring	Cannon Bridge House	Building	Jubilee	Legal claims	Plan Agents	Others	Total
Changes in provisions								
As at 1 January 2013	**4,057**	**-**	**745**	**-**	**552**	**2,655**	**486**	**8,495**
Additional provisions charged to combined income statement	3,649	-	989	-	14	-	3,871	8,523
Unused amounts reversed	(30)	-	-	-	(200)	-	(12)	(242)
Used during the year	(4,471)	-	-	-	(3)	(749)	(638)	(5,861)
Exchange differences	15	-	-	-	-	-	(7)	8
As at 31 December 2013	**3,220**	**0**	**1,734**	**0**	**363**	**1,906**	**3,700**	**10,923**
Composition of provisions								
Current	3,220	-	1,734	-	-	-	723	5,677
Non Current	-	-	-	-	363	1,906	2,977	5,246
TOTAL	**3,220**	**0**	**1,734**	**0**	**363**	**1,906**	**3,700**	**10,923**
AS AT 1 JANUARY 2014	**3,220**	**-**	**1,734**	**-**	**363**	**1,906**	**3,700**	**10,923**
Additional provisions charged to combined income statement	5,015	31,929	2,456	1,765	-	-	1,888	43,053
Unused amounts reversed	(6)	-	(189)	-	-	-	(2,076)	(2,271)
Used during the year	(6,501)	-	(697)	(184)	(2)	(315)	-	(7,699)
Other	(268)	-	-	1,286	-	-	(724)	294
Exchange differences	244	879	42	-	-	-	-	1,165
AS AT 31 DECEMBER 2014	**1,704**	**32,808**	**3,346**	**2,867**	**361**	**1,591**	**2,788**	**45,465**
Composition of provisions								
Current	1,704	7,997	3,346	-	-	-	-	13,047
Non Current	-	24,811	-	2,867	361	1,591	2,788	32,418
TOTAL	**1,704**	**32,808**	**3,346**	**2,867**	**361**	**1,591**	**2,788**	**45,465**

Restructuring

Restructuring provision decreased with €6.5 million due to payment to leavers. Severance for which the contracts have been signed are included in Employees' entitlements and other payables (see Note 27).

Cannon Bridge House

Cannon Bridge House onerous provision was formed in Q2 2014 for €21.9 million, when the operational lease was reassigned from LIFFE to the Group. In Q4 2014 the Group decided to re-allocate its disaster recovery center at the end of 2015 from Cannon Bridge House, resulting in an increase of the provision of €10.8 million (see Note 2).

Building

The building provision increased due to dilapidation for Evere building in Brussels (€0.9 million) and Rue Cambon office in Paris (€1.4 million). The provision for Canada Square office in London had been used (€0.7 million) and the lease has ended. Evere building and Rue Cambon office will be returned to their landlords in 2015 (see Note 2).

Jubilee

The Jubilee provision increased with €1.8 million mainly due to change in plan conditions in France. The Jubilee provisions were transferred in 2014 from Post-employment Benefits to Non-Current provisions in the line Other (€1.3 million).

Plan Agents

The provision for Plan Agents relates to a retirement allowance for retired stockbrokers in Belgium, which is determined using actuarial assumptions. No cash outflows are expected for 2015.

Other

The balance as of December 2014 is mainly related to a provision created in relation with the SFTI activity (€1.9 million) and the provision for social tax 2013 was partially released (€2.0 million).

NOTE 27 TRADE AND OTHER PAYABLES

In thousands of euros	2014	2013
Trade payables	32,114	33,394
Amounts due to related parties	-	33,289
Social security and other taxes (excluding income tax)	28,525	24,998
Employees' entitlements and other payables[a]	56,015	45,933
Other	9,773	6,047
TOTAL	**126,427**	**143,661**

(a) Amounts include salaries payable, bonus accruals, severance (signed contracts) and vacation accruals.

The carrying values of current trade and other payables are reasonable approximations of their fair values. These balances do not bear interest.

NOTE 28 GEOGRAPHICAL INFORMATION

In thousands of euros	France	Netherlands	United Kingdom	Belgium	Portugal	Total
2014						
Third party revenue[a]	267,623	124,230	3,245	25,084	38,272	458,454
ICE Transitional revenue and other income[b]	23,096	1,260	9,688	-	-	34,044
Property, plant and equipment	3,394	13,693	7,225	957	679	25,948
Intangible assets other than Goodwill[c]	5,927	11,596	1,415	-	910	19,848
2013						
Third party revenue[a]	224,787	103,316	2,985	22,292	33,310	386,690
ICE Transitional revenue and other income[b]	94,982	-	-	-	-	94,982
Property, plant and equipment	2,235	14,577	8,869	1,258	843	27,782
Intangible assets other than Goodwill[c]	9,033	8,372	4,865	-	228	22,498

(a) Trading, listing and market data revenue is attributed to the country where the exchange is domiciled. Other revenue is attributed to the billing entity.

(b) Related party revenue is billed by a French entity, however the majority of the related operations are based in the UK.

(c) Goodwill is monitored at the Group level and is therefore not allocated by country.

NOTE 29 FINANCIAL INSTRUMENTS

Note 29.1 – Financial instruments by category

	2014			
In thousands of euros	Loans and receivables	Available for sale	Asset at FVTPL	Total
Assets				
Related party loans	-	-	-	-
Available for sale financial assets	-	113,596	-	113,596
Derivative financial instruments	-	-	-	-
Financial instruments	15,000			15,000
Trade and other receivables excluding prepayments	83,288	-	-	83,288
Cash and cash equivalents	241,639	-	-	241,639
TOTAL	**339,927**	**113,596**	**-**	**453,523**
Liabilities				
Bank borrowings	248,369	-	-	248,369
Related party borrowings	-	-	-	-
Derivative financial instruments	-	-	-	-
Trade and other payables	126,427	-	-	126,427
TOTAL	**374,796**	**-**	**-**	**374,796**

	2013			
In thousands of euros	Loans and receivables	Available for sale	Asset at FVTPL	Total
Assets				
Related party loans	268,778	-	-	268,778
Available for sale financial assets	-	48,075	-	48,075
Derivative financial instruments	-	-	1,893	1,893
Trade and other receivables excluding prepayments	111,765	-	-	111,765
Cash and cash equivalents	80,827	-	-	80,827
TOTAL	**461,370**	**48,075**	**1,893**	**511,338**
Liabilities				
Related party borrowings	447,025	-	-	447,025
Derivative financial instruments	-	-	-	-
Trade and other payables	143,661	-	-	143,661
TOTAL	**590,686**	**-**	**-**	**590,686**

Note 29.2 – Fair value estimation

The table below analyses financial instrument carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities;
- Level 2: inputs that are based on observable market data, directly or indirectly;
- Level 3: unobservable inputs.

In thousands of euros	Level 1	Level 2	Level 3
AS AT 31 DECEMBER 2014			
Equity investments	-	-	113,596
Derivatives financial instruments - Assets	-	-	-
As at 31 December 2013			
Equity investments	-	-	48,075
Derivatives financial instruments – Assets	-	1,893	-

The fair value of the equity investments was estimated by applying a combination of valuation methodologies and recent transactions. Key assumptions are a long term growth rate of 1.8%, cost of equity of 11% and a discount for lack of marketability.

The fair value hierarchy of Sicovam has been corrected for December 2013 to take into account the significant range of the transaction prices observed.

The fair values or trade and other receivables and payables approximate their carrying amounts.

NOTE 30 FINANCIAL RISK MANAGEMENT

As a result of its operating and financing activities, the Group is exposed to market risks such as interest rate risk, currency risk and credit risk. The Group has implemented policies and procedures designed to measure, manage, monitor and report risk exposures, which are regularly reviewed by the appropriate management and supervisory bodies. The Group's central treasury team is charged with identifying risk exposures and monitoring and managing such risks on a daily basis. To the extent necessary and permitted by local regulation, the Group's subsidiaries centralise their cash investments, report their risks and hedge their exposures in coordination with the Group's central treasury team. The Group performs sensitivity analyses to determine the effects that may result from market risk exposures. The Group uses derivative instruments solely to hedge financial risks related to its financial position or risks that are otherwise incurred in the normal course of its commercial activities. The Group does not use derivative instruments for speculative purposes.

Note 30.1 – Liquidity risk

The Group would be exposed to a liquidity risk in the case where its short term liabilities become, at any date, higher than its cash, cash equivalents, short term financial investments and available bank facilities and in the case where the Group is not able to refinance this liquidity deficit, for example, through new banking lines.

Cash, cash equivalents and short term financial investments are managed as a global treasury portfolio invested into non-speculative financial instruments, readily convertible to cash, such as bank balances, money market funds, overnight deposits, term deposits and other money market instruments, thus ensuring a very high liquidity of the financial assets. The Group's policy is to ensure that cash, cash equivalents and available bank facilities allow the Group to repay its financial liabilities at all maturities, even disregarding incoming cash flows generated by operational activities, excluding the related party loans granted by the Group to its Parent.

The net position of the current financial assets and current financial liabilities, excluding working capital items, as of 31 December 2014, is described in the table below:

In thousands of euros	2014	2013
Cash, cash equivalents and short term financial investments	241,639	80,827
Available credit facilities	250,000	200,000
Financial debt (excluding related party loans to/from Parent)	(248,498)	-
NET POSITION	**243,141**	**280,827**

As of 31 December 2013, the Group had a €200.0 million loan facility granted by the Parent available for drawdown and maturing in June 2015. This loan facility was early terminated in June 2014 following the IPO. On 6 May 2014, the Group entered into a syndicated bank loan facilities agreement ("the Bank facilities"), with BNP Paribas and ING Bank N.V. as Lead Arrangers, providing for a €250.0 million term loan facility and a €250.0 million revolving loan facility, both maturing or expiring in three years, with two extensions for one year.

In thousands of euros	Maturity < 1 year	Maturity between 1 and 5 years	Maturity > 5 years	Total
2014				
Related party borrowings	-	-	-	-
Trade and other payables	126,427	-	-	126,427
Borrowings	129	248,369	-	248,498
2013				
Related party borrowings	407,025	40,000	-	447,025
Trade and other payables	143,661	-	-	143,661
Borrowings	-	-	-	-

Note 30.2 – Interest rate risk

Substantially all significant interest-bearing financial assets and liabilities of the Group are either based on floating rates or based on fixed rates with an interest term of less than one year. As a result, the Group is not exposed to fair value risk affecting fixed-rate financial assets and liabilities.

As at 31 December, the interest rate exposure of the Company was as follows:

Currency	Position in Euros		Positions in Pound Sterling	
Type of rate and maturity *In thousands of euros*	Floating rate (or fixed rate with maturity < 1 year)	Floating rate (or fixed rate with maturity > 1 year)	Floating rate (or fixed rate with maturity < 1 year)	Floating rate (or fixed rate with maturity > 1 year)
2014				
Interest bearing financial assets[a]	199,477	-	57,162	-
Interest bearing financial liabilities[b]	(129)	(248,369)	-	-
Net position before hedging	199,348	(248,369)	57,162	-
Hedging impact[c]	-	-	-	-
Net position after hedging	199,348	(248,369)	57,162	-
2013				
Interest bearing financial assets[a]	343,912	-	7,577	-
Interest bearing financial liabilities[b]	(278,768)	-	(168,257)	-
Net position before hedging	65,144	-	(160,680)	-
Hedging impact[c]	(228,790)	-	228,790	-
Net position after hedging	(163,646)	-	68,110	-

(a) Includes cash and cash equivalent and related party loans.
(b) Includes related party borrowings.
(c) As at 31 December 2013, the Group had £192 million (€228 million) of £/€ foreign exchange contracts outstanding with a maturity less than 3 months.

The Group is exposed to cash-flow risk arising from net floating-rate positions. The Group was a net borrower in euros at 31 December 2014 and 2013. The sensitivity of net interest expense to a parallel shift in the interest curves is that a 0.5% increase/decrease of the rate would have resulted in an increase/decrease of the net interest expense of €0.25 million based on the positions at 31 December 2014 (2013: €0.8 million). The Group was a net lender in pound sterling at 31 December 2014 and 2013. The sensitivity of net interest income to a parallel shift in the interest curves is that a 0.5% increase/decrease of the rate would have resulted in an increase/decrease of the net interest income of €0.3 million based on the positions at 31 December 2014 (2013: €0.3 million).

Note 30.3 – Currency risk

Note 30.3.1 – Foreign currency translation risk

The Group's net assets are exposed to the foreign currency risk arising from the translation of assets and liabilities of subsidiaries with functional currencies other than the euro. The following table summarises the assets and liabilities recorded in GBP functional currency, and the related impact of a 10% decrease in the currency exchange rate on balance sheet:

In thousands	2014	2013
Assets	£ 68,551	£ 26,451
Liabilities	£ (38,757)	£ (24,914)
Net currency position	£ 29,794	£ 1,537
Impact on combined net parent investment of 10% decrease in the currency exchange rate	€ (3,837)	€ (185)

Most operating revenue and expenses in the various subsidiaries of the Group are denominated in the functional currency of each relevant subsidiary. The Group's consolidated income statement is exposed to foreign currency risk arising from receivables and payables denominated in currencies different from the functional currency of the related entity. As of 31 December 2014, a decrease of 10% of the GBP would result in a material impact on the foreign exchange gain or loss.

Note 30.4 – Credit risk

The Group is exposed to credit risk in the event of a counterparty's default. The Group's exposure to credit risk primarily arises from the investment of cash equivalents and short term financial investments. The Group limits its exposure to credit risk by rigorously selecting the counterparties with which it executes agreements. Credit risk is monitored by using exposure limits depending on ratings assigned by rating agencies as well as the nature and maturity of transactions. Investments of cash and cash equivalents in bank current accounts and money market instruments, such as short term fixed and floating rate interest deposits, are strictly restricted by rules aimed at reducing credit risk: maturity of deposits is lower than six months, counterparties' credit ratings are permanently monitored and individual counterparty limits are reviewed on a regular basis. In addition to the intrinsic creditworthiness of counterparties, the Group's policies also prescribe the diversification of counterparties (banks, financial institutions, funds) so as to avoid a concentration of risk. Derivatives are negotiated with leading high-grade banks.

In addition, the Group is exposed to credit risk with its customers on trade receivables. Most customers of the Group are leading financial institutions that are highly rated.

Note 30.5 – Equity Market risk

The Group's investment in publicly-traded equity securities was insignificant in 2014 and 2013.

Note 30.6 – Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, to comply with regulatory requirements and to maintain an optimal capital structure to reduce the cost of capital and provide return to shareholders.

Certain entities of the Group are regulated as exchanges or as Central Securities Depository ("CSD") and are subject to certain statutory regulatory requirements based on their local statutory financial statements. Euronext Amsterdam is subject to a minimum statutory capital requirement of €730 thousand, shall have a regulatory capital in the amount of 50% of the fixed costs of Euronext Amsterdam during the preceding financial year and in addition the cash & cash equivalents shall be higher than the required minimum regulatory capital to operate as an exchange in The Netherlands. Euronext Paris shall maintain statutory regulatory equity at no less than 50% of its yearly expenses and a solvency ratio on operational risks at no less than 8%. Euronext Lisbon S.A. and Interbolsa shall maintain minimum statutory share capital of €3.0 million and €2.75 million, respectively, and shall maintain minimum statutory equity of €6.0 million and €5.5 million, respectively. Smartpool is subject to a minimum statutory regulatory equity requirements of £0.63 million. Euronext London Ltd should maintain an of eligible financial resource being sufficient for the performance of the functions of the exchange, to a minimum statutory regulatory of £4.3 million is set to be sufficient. As at 31 December 2014 and 2013, the regulated entities of the Group were compliant with these statutory regulatory requirements.

As per banking regulation, Euronext Paris was subject to maintaining a solvency ratio no less than 8% and other prudential rules. Until March 2014, Euronext Paris was compliant with banking rules. Since March 2014, Euronext Paris no longer has a bank status.

NOTE 31 CONTINGENCIES

The Group is involved in a number of legal proceedings that have arisen in the ordinary course of Euronext's business. Other than as discussed below, management does not expect these pending or threatening legal proceedings to have a significant effect on the Group's financial position or profitability. The outcome of legal proceedings, however, can be extremely difficult to predict and the final outcome may be materially different from managements' expectation.

AMF Investigation

In connection with an investigation by the AMF of the trading pattern of a member firm using algorithmic trading strategies, the AMF notified Euronext Paris on 25 July 2013 that the exemption from certain fees granted in a non-public way to the trading firm under investigation may have been a violation of the General Regulations of the AMF by Euronext Paris in its capacity as a market operator. Euronext Paris has contested the position of the AMF. Management believes the conduct at issue is consistent with market practice.

The proceedings are on-going, and management intends to vigorously defend the Group's position with regard to this matter. The possible sanctions against Euronext Paris could potentially range from a public warning to a €10 million fine. Euronext Paris, as a market operator, is not eligible to settle this case. No provision has been booked in connection with this case.

Proprietary Traders (“négociateurs pour compte propre”)

Fifty-four individual proprietary traders licensed to operate on the futures market of Euronext Paris (MATIF) commenced legal proceedings against Euronext before the Paris Commercial Court in November 2005. The plaintiffs allege that Euronext committed several breaches to their contract and claim that they have suffered an alleged prejudice amounting to a total amount of €90.5 million.

The Paris Commercial Court dismissed the claim in January 2008 and no damages were awarded to the plaintiffs. The individual proprietary traders appealed the decision before the Paris Court of Appeals. On 14 January 2011, the Paris Court of Appeals rendered an interlocutory decision (“décision avant dire droit”) to order the appointment of two experts. The experts issued a technical report in March 2014 to the Paris Court of Appeals on the facts alleged by the claimants and to estimate the potential damages incurred by them in the event that the Paris Court of Appeals finds that Euronext is liable. The higher range of the conditional assessment of the theoretical loss that could have been suffered by the proprietary traders should the Court decide that Euronext is liable has been estimated, by the Experts, to €6.69 million.

Management believes that the actions of the appellants are not supported and has not booked any provision in connection with this case.

Alter Nego

Alter Nego is a proprietary trading firm that claimed that it suffered from a difference of treatment by Euronext Paris compared to other proprietary traders because it did not pay the same amount of trading fees. Alter Nego initiated legal proceedings before the Paris Commercial Court. In January 2011, the Paris Commercial Court ruled that Euronext Paris had not abused its dominant position or breached its obligation of information but had breached its obligation of equal treatment. Alter Nego appealed the decision before the Paris Court of Appeals, which dismissed the appeal on 20 June 2013 and overturned the judgement rendered in first instance by deciding that Euronext Paris had not breached its obligation of neutrality and equal treatment. Alter Nego has appealed the decision before the Cour de cassation (the French Supreme Court for civil and criminal matters).

On 3 March 2015, the Cour de Cassation rejected the appeal lodged by Alter Nego.

Euronext Amsterdam Pension Fund

Approximately 120 retired and/or former Euronext Amsterdam employees, united in an association, served summons on Euronext Amsterdam on 3 April 2014. The claim arose in connection with the termination by Euronext Amsterdam of its pension agreement with the pension fund Mercurius (“PMA”) and the transfer of pension entitlements to Delta Lloyd Asset Management (“Delta Lloyd”). The retired and/or former employees have been informed by PMA that the transfer of their entitlements to Delta Lloyd will result in a nominal pension entitlement without indexation in the future. The association claims that Euronext Amsterdam should guarantee the same pension entitlements of the retired Euronext Amsterdam employees under the same or similar conditions as those in the agreement between Euronext Amsterdam and PMA. The amount will need to be calculated by an actuary. Court proceedings are ongoing and management believes the claim is not supported. Both parties have filed all documents and statements and a public hearing (pleadings on request of the retired and/or former Euronext Amsterdam employees) is expected before the end of June 2015.

SunGard

On 19 September 2008, Euronext Paris, along with the other shareholders (the “Sellers”) of GL Trade, a French société anonyme, sold their shares in GL Trade to SunGard Data Systems, Inc. (“SunGard”). At the time of the sale, Trading Technologies International, Inc. was asserting various patent infringement claims against GL Trade, among others, before the United States District Court for the Northern District of Illinois. The Sellers therefore undertook to indemnify SunGard for the legal fees and expenses incurred by SunGard in the defense of those claims as well as any monetary penalty for which SunGard is found liable. Euronext's indemnification liability is capped at a maximum of €24 million. To date, Euronext been called upon to indemnify SunGard only for certain of its legal fees and expenses incurred in the defense of the claims.

The two cases brought against SunGard are still pending before the United States District Court for the Northern District of Illinois. Both cases are still in the pretrial stages and no provision has been recorded. On 18 November 2014, the US District Court, Northern District of Illinois issued an opinion and order in connection with the first case, in which the Court granted in part and denied in part GL Trade's motion for summary judgment that certain accused products do not infringe the patents-in-suit, and denied Trading Technologies International's cross-motion for summary judgment that those accused products meet a particular limitation (the “static limitation”) of the asserted claims.

In light of the opinion of the US District Court referred to above and other developments, this litigation may be resolved through settlement.

NOTE 32 COMMITMENTS

Note 32.1 – Capital commitments

As of 31 December, capital expenditures contracted but not yet incurred were as follows:

In thousands of euros	2014	2013
No later than one year	807	329
Later than 1 year and no later than 5 years	2,620	88
Later than 5 years	480	-
TOTAL	**3,907**	**417**

Note 32.2 – Non-cancellable operating leases

As of 31 December, minimum lease payments due under non-cancellable operating leases were as follows:

In thousands of euros	2014	2013
No later than one year	8,582	11,508
Later than 1 year and no later than 5 years	16,300	7,776
Later than 5 years	14,014	402
TOTAL	**38,896**	**19,686**

Expenses in 2014 for operating leases were €16.7 million (2013: €12.2 million).

Note 32.3 – Guarantees given

Euronext N.V. is a guarantor for the obligations of LIFFE related to one non-cancellable lease agreement. The future aggregate minimum lease payments due under this agreement are €22.3 million (until expiration of the non-cancellable portion of the term in December 2017). On 19 May 2014, in connection with the Separation, this lease agreement was reassigned from LIFFE to the Group (see Note 2).

Note 32.4 – Securities held as custodian

In Portugal, the Group acts as a National Central Securities Depositary.

As at 31 December 2014, the value of securities kept in custody by Interbolsa amounted to €298 billion (2013: €330 billion, which included securities kept in custody by CIK) based on the market value of shares and the nominal value of bonds.

The procedures of these National Central Securities Depositaries are focused on safeguarding the assets in custody. The settlement risks are mitigated by early warning systems for non-settlement, and buy-in and auction procedures in case certain thresholds are surpassed.

NOTE 33 GROUP COMPANIES

The following table provides an overview of the Group's subsidiaries.

		Ownership	
Subsidiaries	**Domicile**		**2013***
EGIP Limited Partner B.V.[a]	The Netherlands	100.00%	0.00%
Enternext S.A.[b]	France	100.00%	100.00%
Euronext Amsterdam N.V.	The Netherlands	100.00%	100.00%
Euronext Brussels S.A./N.V.	Belgium	100.00%	100.00%
Euronext France (Holding) SAS	France	100.00%	100.00%
Euronext Group IP BV[a]	The Netherlands	100.00%	0.00%
Euronext Hong Kong Limited[a]	Hong Kong	100.00%	0.00%
Euronext IP C.V.	The Netherlands	100.00%	100.00%
Euronext IP France SAS[c]	France	0.00%	100.00%
Euronext IP Holding SAS[c]	France	0.00%	100.00%
Euronext IP Netherlands B.V.[d]	The Netherlands	0.00%	100.00%
Euronext IP UK SP[d]	United Kingdom	0.00%	100.00%
Euronext Lisbon S.A.[e]	Portugal	100.00%	100.00%
Euronext London Ltd.[b]	United Kingdom	100.00%	100.00%
Euronext Paris S.A.	France	100.00%	100.00%
Euronext Real Estate S.A./N.V.	Belgium	100.00%	100.00%
Euronext Technologies Holding SAS	France	100.00%	100.00%
Euronext Technologies IPR Ltd.	United Kingdom	100.00%	100.00%
Euronext Technologies Ltd.	United Kingdom	100.00%	100.00%
Euronext Technologies SAS	France	100.00%	100.00%
Interbolsa S.A.[f]	Portugal	100.00%	100.00%
Euronext Qatar LLC	Qatar	100.00%	100.00%
Smartpool Ltd.	United Kingdom	100.00%	100.00%
Smartpool Trading Ltd.	United Kingdom	100.00%	100.00%
Stichting Euronext Foundation[g]	The Netherlands	0.00%	0.00%

* *Reflects the scope of combination see Note 1.*

(a) The group incorporated EGIP Limited Partner BV, Euronext Group IP BV and Euronext Honk Kong Limited in 2014 as new entities and has retained full ownership interests.

(b) The Group formed EnterNext S.A. and Euronext UK Markets Limited in 2013 as new entities and has retained full ownership interests. Euronext UK Markets Limited became Euronext London Limited in 2014.

(c) Euronext IP France SAS was merged with Euronext IP Holding SAS on 31 August 2014. Euronext IP Holding SAS was liquidated on 24 October 2014.

(d) Euronext IP Netherlands B.V. and Euronext IP UK SP were liquidated on 30 December 2014 and 31 December 2014, respectively.

(e) Legal name of Euronext Lisbon S.A. is Euronext Lisbon - Sociedade Gestora de Regulamentados, S.A.

(f) Legal name of Interbolsa S.A. is Interbolsa - Sociedade Gestora de Sistemas de Liquidaçao e de Sistemas Centralizados de Valores Mobiliários, SA.

(g) Stichting Euronext Foundation is not owned by the group but included in the scope of consolidation.

NOTE 34 EVENTS AFTER THE REPORTING PERIOD

On 20 February 2015, Euronext N.V. entered into the amended and extended facility agreement. Based on this agreement, effectively on 23 March 2015 the undrawn Revolving Credit Facility will be increased with €140 million to €390 million and €140 million will be repaid as an early redemption of the €250 million term loan.

Detailed summary of the notes to the Company financial Statements

6.7 Euronext N.V. Company Financial Statements for the year ended 31 December 2014

6.7.1 COMPANY INCOME STATEMENT

In thousands of euros	Period ended 31 December 2014
Share of profit of investments after tax	69,305
Other income and expense after tax	48,869
PROFIT FOR THE YEAR	**118,174**

The notes on pages 152–164 are an integral part of these Company Financial Statements.

6.7.2 COMPANY BALANCE SHEET

(Before appropriation of profit.)

In thousands of euros	Note	As at 31 December 2014
Assets		
Non-current assets		
Investment in consolidated subsidiaries	36	645,893
Equity investments	37	66,830
Related party loans	36	860,000
TOTAL NON-CURRENT ASSETS		**1,572,723**
Current assets		
Trade and other receivables	38	16,633
Related party loans		7,001
Cash and cash equivalents		2,400
TOTAL CURRENT ASSETS		**26,034**
TOTAL ASSETS		**1,598,757**
Equity and liabilities		
Equity		
Issued capital	39	112,000
Share premium		107,562
Reserve own shares		(541)
Retained earnings		(4,725)
Profit for the year		118,174
Other		9,280
TOTAL EQUITY		**341,750**
Non-current liabilities		
Borrowings	40	248,369
TOTAL NON-CURRENT LIABILITIES		**248,369**
Current liabilities		
Borrowings	40	129
Related party borrowings	41	970,330
Current income tax liabilities		1,977
Trade and other payables	42	36,164
Bank overdraft		38
TOTAL CURRENT LIABILITIES		**1,008,638**
TOTAL EQUITY AND LIABILITIES		**1,598,757**
Check		0

The notes on pages 152–164 are an integral part of these Company Financial Statements.

6.8 Notes to Euronext N.V. Financial Statements

NOTE 35 BASIS OF PREPARATION

The Company financial statements of Euronext N.V. (hereafter: the Company) have been prepared in accordance with Part 9, Book 2 of the Dutch Civil Code. In accordance with sub 8 of article 362, Book 2 of the Dutch Civil Code, the Company's financial statements are prepared based on the accounting principles of recognition, measurement and determination of profit, as applied in the consolidated financial statements. These principles also include the classification and presentation of financial instruments, being equity instruments or financial liabilities.

As the financial data of the Company are included in the consolidated financial statements, the income statement in the Company financial statements are presented in its condensed form (in accordance with article 402, Book 2 of the Dutch Civil Code).

In case no other policies are mentioned, refer to the accounting policies as described in the accounting policies in the consolidated financial statements of this Annual report. For an appropriate interpretation, the Company financial statements of Euronext N.V. should be read in conjunction with the consolidated financial statements.

Note 35.1 – Incorporation and Demerger

Euronext N.V. was incorporated on 15 March 2014 through a legal demerger executed with retroactive financial effect for 1 January 2014.

In March 2014, the Demerger was consummated and the Continental Europe operations of "Legacy Euronext" (the historical operations of Euronext N.V. and its subsidiaries, including LIFFE, through the date of the Demerger) were contributed to a newly incorporated entity domiciled in the Netherlands, which was subsequently renamed Euronext N.V., in exchange for the issuance of 70.0 million shares of common stock. As of 31 March 2014, all legal entities comprising the Company's business are legally owned by Euronext N.V.

The contribution of the Legacy Euronext Continental Europe business into the Company has been accounted for as an internal reorganization. Accordingly, the assets, liabilities and results of operations of the Legacy Euronext Continental Europe operations are presented based on the carrying values recognized in the financial statements of Intercontinental Exchange, Inc immediately prior to the Demerger. The carrying values of the subsidiaries were presented at historical costprice and are now presented at net asset value.

The total contribution in share capital and share premium of the Legacy Euronext Continental Europe business into the Company is described in Note 39.

Note 35.2 – Valuation of investments in consolidated subsidiaries

Investments in consolidated subsidiaries are presented at net asset value. Net asset value is based on the measurement of assets, provisions and liabilities and determination of profit based on the principles applied in the consolidated financial statements.

If the valuation of an consolidated subsidiary based on the net asset value is negative, it will be stated at nil. If and insofar the Company can be held fully or partially liable for the debts of the consolidated subsidiary, or has the firm intention of enabling the consolidated subsidiary to settle its debts, a provision is recognized for this. In determining the value of consolidated subsidiaries with a negative equity, any non-current loans, issued to the consolidated subsidiary, that should be seen as part the net investment are taken into account. Non-current loans are considered to be part of the net investment if these loans are not expected to be settled in the near future nor planned to be settled in the near future.

NOTE 36 INVESTMENTS IN CONSOLIDATED SUBSIDIARIES AND NON-CURRENT RELATED PARTY LOANS

In thousands of euros	Investment in consolidated subsidiaries	Loans to consolidated subsidiaries	Total
NET BOOK OF CONSOLIDATED SUBSIDIARIES AS AT 1 JANUARY 2014	**(471,531)**	**1,945,000**	**1,473,469**
Investments	9,951	-	9,951
Conversion loan into equity	1,085,000	(1,085,000)	-
Exchange differences	6,532	-	6,532
Share-based payments, subsidiaries	3,878	-	3,878
Acturial gains/ losses IAS 19	(8,815)	-	(8,815)
Revaluation Sicovam	227	-	227
Share of profit of investments	69,305	-	69,305
Dividend received	(26,414)	-	(26,414)
Negative capital contribution Cannon Bridge House	(21,131)	-	(21,131)
Other	(1,108)	-	(1,108)
TOTAL MOVEMENTS IN BOOK VALUE	**1,117,424**	**(1,085,000)**	**32,424**
AS AT 31 DECEMBER 2014			
Net book amount	645,893	860,000	1,505,893

Euronext N.V. has acquired the direct ownership of Enternext S.A. and Euronext Technologies Holding S.A.S. from Euronext France (Holding) S.A.S. as at 19 December 2014.The acquisition was largely done by redemption of the loan with €277 million. As at 19 December 2014, Euronext N.V. converted €808 million euro of the subordinated loan into equity of Euronext France (Holding) S.A.S.

For further information to the Contribution Cannon Bridge House, please see Note 2 of the Consolidated Financial Statements.

At incorporation date of 15 March 2014, the combined net book value of the investment in and the loans to consolidated subsidiaries amounted to €1,471.5 million. The net loss from investments in 2014 prior to incorporation date amounted to €3.6 million.

Amounts due from investments

As at 31 December 2014, Euronext France (Holding) S.A.S. had the following loans granted from Euronext N.V.:

After redemption and conversion of the deeply subordinated loan issued 19 December 2007, see above, the original amount of €1,545 million was reduced to €460 million. Maturity 31 May 2068. Interest receivable amounts to Euribor for the Interest period plus 3.40%, capped and floored. Redemption of the loan see above.

Senior notes of €400 million loan issued 19 December 2007. Maturity 31 December 2017. Interest receivable amounts to Euribor for the Interest period plus 1.46%.

The deeply subordinated loan of €460 million is identified as an increase in the net investments in consolidated subsidiaries.

NOTE 37 EQUITY INVESTMENTS

The equity investment of €66.8 million represent the direct investments in Euroclear plc. For additional information see Note 15 of the consolidated financial statements.

NOTE 38 TRADE AND OTHER RECEIVABLES

In thousands of euros	As at 31 December 2014
Trade receivables	14,302
Less provision for impairment of trade receivables	(50)
Trade receivables net	14,252
Related party receivables	844
Tax receivables (excluding income tax)	1,325
Prepayments and invoices to establish	113
Other receivables and accrued income	99
TOTAL	**16,633**

The fair value of the receivables approximates the book value, due to their short-term character.

As of 31 December 2014, the total amount of trade receivables that were past due but not impaired was €3.6 million of which €1.2 million was overdue more than three months.

NOTE 39 SHAREHOLDERS' EQUITY

The movements in shareholder's equity are as follows:

						Legal reserves		
In thousands of euros	Issued capital	Share premium	Reserve for own shares	Retained earnings	Profit current year	Revaluation Euroclear reserve	Reserve for translation differences	Total
EQUITY ADJUSTED FOR EQUITY MOVEMENTS PRIOR INCORPORATION AND SUBSEQUENT LEGAL DEMERGER AT 1 JANUARY 2014	**112,000**	**230,444**	**-**	**-**	**-**	**-**	**-**	**342,444**
Share based payments	-	-	-	3,878	-	-	-	3,878
Contribution from Parent	-	38,618	-	-	-	-	-	38,618
Net result for the period	-	-	-	-	118,174	-	-	118,174
Exchange rate differences	-	-	-	-	-	-	6,532	6,532
Share capital repayment	-	(161,500)	-	-	-	-	-	(161,500)
Revaluation subsidiaries	-	-	-	(8,603)	-	-	-	(8,603)
Other revaluation	-	-	-	-	-	2,748	-	2,748
Purchase of shares	-	-	(541)	-	-	-	-	(541)
AS AT 31 DECEMBER 2014	**112,000**	**107,562**	**(541)**	**(4,725)**	**118,174**	**2,748**	**6,532**	**341,750**

At incorporation date of 15 March 2014, the equity amounted to €351.4 million. The profit in 2014 prior to incorporation date, amounted to €7.6 million.

For further information to the shareholder's equity, please see Note 21 of the Consolidated Financial Statements.

Note 39.1 – Legal reserves

The movements in the shareholder's equity are before the proposed profit appropriation (see Note 46). The proposed profit appropriation included the addition to legal reserve (€19.6 million), addition to retained earnings (€39.8 million) and dividend (€58.8 million).

Revaluation of AFS equity instruments and reserve for translation differences prior the incorporation and subsequent legal demerger are not part of the legal reserve and are included in the share premium at 1 January 2014.

Revaluation reserve

The revaluation reserve is maintained for the revaluation for the available for sale financial instruments, net of tax. This reserve is a non-distributable legal reserve.

Reserve for translation differences

The reserve for translation differences concerns all exchange rate differences arising from the translation of the net investment in foreign entities and the related goodwill. This reserve is a non-distributable legal reserve.

NOTE 40 BORROWINGS

For additional information on the Borrowings positions, a reference is made to Note 24 to the Consolidated Financial Statements.

NOTE 41 RELATED PARTY BORROWINGS

In thousands of euros	As at 31 December 2014
Current	
Euronext Paris S.A.	860,000
Euronext Technologies Holding S.A.S.	84,686
Euronext Amsterdam N.V.	25,000
Interest payable on intercompany loan	644
TOTAL	**970,330**

The fair value of the related party loans payable approximate their carrying values.

The €860.0 million loan payable to Euronext Paris S.A. has no maturity and is repayable at lender's or borrower's request upon 48 hours notice. The interest is EONIA OIS plus 0.125% payable annually on two loans and EONIA OIS plus 0.225% payable annually on one loan. The sensitivity of the related party loan payables to changes in the EONIA interest rate is that a 0.5% increase/decrease of the interest rate will results in an increase/decrease of the interest income by €4.3 million.

The €84.7 million loan payable to Euronext Technologies Holdings S.A.S. has no maturity and is repayable at lender's or borrower's request upon 48 hours notice. The interest is Euribor 3 months plus 0.125% payable annually on two loans. The sensitivity of the related party loan payables to changes in the Euribor interest rate is that a 0.5% increase/decrease of the interest rate will results in an increase/decrease of the interest income by €0.4 million.

The €25.0 million loan payable to Euronext Amsterdam N.V. has no maturity and is repayable at lender's or borrower's request upon 48 hours notice. The interest is EONIA plus 0.125% payable annually on one loan. The sensitivity of the related party loan payables to changes in the EONIA interest rate is that a 0.5% increase/decrease of the interest rate will results in an increase/decrease of the interest income by €0.1 million.

NOTE 42 TRADE AND OTHER PAYABLES

In thousands of euros	As at 31 December 2014
Trade payables	1,417
Amounts due to related parties	34,364
Social security and other taxes (excluding income tax)	198
Other	185
TOTAL	**36,164**

The carrying values of current trade and other payables are reasonable approximations of their fair values. These balances do not bear interest.

NOTE 43 MANAGING BOARD AND SUPERVISORY BOARD REMUNERATION

Note 43.1 – Directors' remuneration

	2014				
In thousands of euros	Fixed Benefits	Variable Benefits	Share-based payment costs [(a)]	Post-employment benefits	Total Benefits
Dominique Cerutti	771	669	826	-	2,266
Anthony Attia	326	126	138	-	590
Jos Dijsselhof	234	299	42	29	604
Lee Hodgkinson	331	177	247	33	788
Luis Laginha de Sousa	282	37	63	35	417
Vincent van Dessel	273	62	65	26	425
Cees Vermaas	365	164	53	61	644
TOTAL	**2,582**	**1,534**	**1,434**	**184**	**5,734**

(a) Share based payments costs are recognized in accordance with IFRS 2.

The company has not granted any loans, advanced payments and guarantees to the members of the Managing Board and Supervisory Board.

The variable benefits consists of an annual performance compensation component as a percentage of base salary. Performance criteria are set and reviewed on an annual basis by the Remuneration Committee and the Supervisory Board and are linked to quantitative financial criteria and qualitative personal objectives both weighing for 50% of the overall achievable result. Of the variable salary, 50% is payable in equity which vest in three years in three equal instalments and 50% is payable in cash.

Note 43.2 – Euronext LTIP 2014

In number of RSU	Year of Granting	Outstanding as at 1 January 2014	Granted	Forfeited	Vested	Outstanding as at 31 December 2014
Dominique Cerutti	2014	-	61,224	-	-	61,224
Anthony Attia	2014	-	18,367	-	-	18,367
Jos Dijsselhof	2014	-	24,490	-	-	24,490
Lee Hodgkinson	2014	-	19,765	-	-	19,765
Luís Laginha de Sousa	2014	-	5,867	-	-	5,867
Vincent van Dessel	2014	-	6,723	-	-	6,723
Cees Vermaas	2014	-	-	-	-	-

Note 43.3 – NYSE Euronext share plans

In number of RSU	Year of Granting	Outstanding as at 1 January 2014	Granted	Forfeited	Vested	Outstanding as at 31 December 2014
Dominique Cerutti	2013	8,720	-	-	(8,720)	-
Anthony Attia	2013	1,290	-	-	(1,290)	-
Jos Dijsselhof		-	-	-	-	-
Lee Hodgkinson	2013	2,583	-	-	(2,583)	-
Luís Laginha de Sousa	2013	645	-	-	(645)	-
Vincent van Dessel	2013	645	-	-	(645)	-
Cees Vermaas	2013	645	-	-	(645)	-

For further disclosure related to the share plans, a reference is made to Note 23 of the consolidated financial statements. The Company aims to meet its obligations by virtue of the share plans by purchasing treasury shares.

Note 43.4 – Supervisory Board remuneration

In thousands of euros	2014
Rijnhard van Tets	43
Andre Bergen	43
Dominique Aubernon	-
Arnoud de Pret	38
Koenraad Dom	-
Manuel Ferreira de Silva	34
Jean-Marc Forneri	8
Jan-Michel Hessels	34
Scott Hill	-
Lieve Mostrey	-
Philippe Oddo	34
Jeffrey Sprecher	-
TOTAL	**234**

Following the incorporation of Euronext N.V. on 15 March 2014, Rijnhard van Tets, André Bergen, Arnoud de Pret, Manuel Ferreira da Silva, Jean-Marc Forneri, Jan-Michiel Hessels, Scott Hill, Philippe Oddo and Jeffrey Sprecher were appointed to the Supervisory Board for a first term of four years.

Jean-Marc Forneri, Scott Hill and Jeffrey Sprecher retired from the Supervisory Board on 10 July 2014, following Euronext's separation from the Intercontinental Exchange Group.

At the Extraordinary General Meeting held on 19 December 2014, Dominique Aubernon, Koenraad Dom and Lieve Mostrey were appointed to the Supervisory Board.

NOTE 44 AUDIT FEES

In thousands of euros	2014
Audit of financial statements	2,300
Tax services	5
Other non-audit services	21
TOTAL	**2,326**

The fees listed above relate to the procedures applied to the Company and its consolidated group entities by accounting firms and external auditors as referred to in article 1 of the Dutch Accounting Firms Oversight Act (*Wet toezicht accountantsorganisaties*).

NOTE 45 COMMITMENTS AND CONTINGENCIES NOT INCLUDED IN THE BALANCE SHEET

Note 45.1 – Tax group liability

The Company is the head of a fiscal unity with Euronext Amsterdam, EGIP Limited Partner B.V. and Euronext Group IP B.V. Under the standard conditions, the members of the tax group are jointly and severally liable for any taxes payable by the fiscal unity.

The financial statements of Euronext N.V., Euronext Amsterdam N.V., EGIP Limited Partner B.V. and Euronext Group IP B.V. recognize a tax liability based on their taxable profit.

Note 45.2 – Guarantees

The company participates in a number of guarantees within the Group, the Company act in the guarantor for certain liabilities of its subsidiary up to an amount of €49.6 million. It should be noted that the Group consistently waives guarantee fees for intergroup guarantees, meaning these transactions are not at arm's length.

NOTE 46 OTHER INFORMATION

Note 46.1 – Provisions in the articles of Association relating to profit appropriation

Article 28.2 of the Articles of Association states that from the profits, as they appear from the adopted annual accounts, first, in the event that the priority share has been issued and is held by a party other than the Company, a dividend of ten per cent (10%) of the par value of the priority share will be paid to the holder of the priority share.

The profits which remain after application of the first sentence of this article 28.2 shall be at the free disposal of the General Meeting, provided that there shall be no further distribution on the priority share, and provided that the General Meeting may only resolve on any reservation or distribution of profits pursuant to and in accordance with a proposal thereto of the Supervisory Board or a proposal of the Managing Board, which proposal has been approved by the Supervisory Board.

Note 46.2 – Proposed profit appropriation

The management board proposes to appropriate the profit of €118.2 million as follows:

In thousands of euros	2014
Addition to legal reserves	19,612
Addition to retained earnings	39,782
At the disposal of the Annual General Meeting of Shareholders (Dividend)	58,780
TOTAL	**118,174**

A dividend in respect of the year ended 31 December 2014 of €0.84 per share, amounting to a total dividend of €59 million, representing a 50% pay-out ratio of net profit, is to be proposed at the annual general meeting on 6 May 2015. These financial statements do not reflect the dividend payable.

NOTE 47 INDEPENDENT AUDITOR'S REPORT

Report on the financial statements 2014

Our opinion

In our opinion:

- the consolidated financial statements give a true and fair view of the financial position of Euronext N.V. as at 31 December 2014 and of its result and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code;
- the company financial statements give a true and fair view of the financial position of Euronext N.V. as at 31 December 2014 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

What we have audited

We have audited the financial statements 2014 of Euronext N.V., Amsterdam ('the company'). The financial statements include the consolidated financial statements and the company financial statements.

The consolidated financial statements comprise:

- the consolidated balance sheet as at 31 December 2014;
- the following statements for 2014: the consolidated income statement, the consolidated statements of comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in parent's net investment and shareholders' equity; and
- the notes, comprising a summary of significant accounting policies and other explanatory information.

The company financial statements comprise:

- the company balance sheet as at 31 December 2014;
- the company income statement for the year then ended; and
- the notes, comprising a summary of the accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is EU-IFRS and the relevant provisions of Part 9 of Book 2 of the Dutch Civil Code for the consolidated financial statements and Part 9 of Book 2 of the Dutch Civil Code for the company financial statements.

The basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the "Our responsibilities for the audit of the financial statements" section of our report.

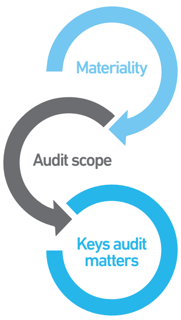
We are independent of Euronext N.V. in accordance with the "Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten" (ViO) and other relevant independence requirements in the Netherlands. Furthermore, we have complied with the "Verordening gedrags- en beroepsregels accountants" (VGBA).

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our audit approach

Overview

We designed our audit by determining materiality and assessing the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that may represent a risk of material misstatement due to fraud.



Materiality

- Overall materiality: € 10,300,000 which represents 5% of profit before tax adjusted for exceptional items

Audit scope

- We conducted audit work in all of the company's locations.

Key audit matters

- The company is in a transformation process
- Fair value measurement of financial investments
- Accounting for tax liabilities

Materiality

The scope of our audit is influenced by the application of materiality. Our audit opinion aims on providing reasonable assurance about whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered to be material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the nature, timing and extent of our audit procedures and to evaluate the effect of identified misstatements on our opinion.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Overall group materiality	€ 10,300,000
How we determined it	5% of profit before tax.
Rationale for benchmark applied	Profit before tax has been adjusted for separately non-recurring disclosed items, which are detailed in note [8] of the financial statements. Adjusting for these exceptional items increases normalised profit before tax with € 45 million. We consider this adjusted benchmark appropriate for a profit oriented company as it reflects Euronext N.V.'s normalized profit before tax from continuing operations, which is a key business driver and a focus of shareholders. This benchmark is considered generally accepted auditing practice, and is appropriate based on our analysis of stakeholders.

We also take misstatements and/or possible misstatements into account that, in our judgment, are material for qualitative reasons.

We agreed with the supervisory board that we would report to them misstatements identified during our audit above € 480.000 as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

The scope of our group audit

Euronext N.V. is head of a group of entities. The financial information of this group is included in the consolidated financial statements of Euronext N.V.

Considering our ultimate responsibility for the opinion on the company's consolidated financial statements we are responsible for the direction, supervision and performance of the group audit. In this context, we have determined the nature and extent of the audit procedures for components of the group to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole. Determining factors are the geographic structure of the group, the significance and/or risk profile of group entities or activities, the accounting processes and controls, and the industry in which the group operates. On this basis, we selected group entities for which an audit or review of financial information or specific balances was considered necessary.

The group's accounting process is structured around a local finance function in each of the countries in which the group operates which are supported by a shared service center located in Amsterdam. The local finance functions report to the head office finance team through an integrated consolidation system. We have performed, based on significance and/or risk characteristics, a full scope audit on the financial information of the operating units in Paris, Amsterdam, Brussels, and Lisbon, the holding entities in Paris and Amsterdam and the entities in Paris and the UK that hold a significant part of the technology in the group. We used component auditors from other PwC network firms who are familiar with the local laws and regulations in each of the territories to perform this audit work. We applied a central approach on the processes and controls that are centralized in the shared service center which are audited by PwC Netherlands. The results thereof have been shared with the local component teams.

In March 2014, the Company entered into a Service Level Agreement with ICE, the former shareholder of the Company, for the IT services of key financial applications provided to the group. Audit work has been performed on the IT General Controls by the independent auditor of ICE who has prepared a report in the context of ISAE 3402 'Assurance Reports on Controls at a Service Organization'. We needed to place reliance on the work performed by the independent auditor of ICE given the importance of those controls for our audit. We assessed the objectivity and competence of the independent auditor of ICE, obtained and reviewed the assurance reports that include the scope and results of the assurance procedures performed and concluded that, subject to some additional testing we had to do ourselves on complementary user entity controls for these applications due to limitations in scoping of the independent auditor of ICE, we could rely on the assurance report issued by the independent auditor or ICE.

The group consolidation, financial statement disclosures and items that inherently are complex or have significant estimation uncertainty are also audited by the group engagement team at the head office. These include the exceptional items, goodwill impairment analyses, fair value accounting on equity investments, review of uncertain tax provisions and accounting for share based payments transactions.

The audit work was to a large extent done by the group engagement team itself without relying on component auditors. Where the work was performed by component auditors, we determined the level of involvement we needed to have in the audit work at those functions to be able to conclude whether sufficient appropriate audit evidence had been obtained as a basis for our opinion on the group financial statements as a whole.

By performing the procedures above at components, combined with additional procedures at group level, we have obtained sufficient and appropriate audit evidence regarding the financial information of the group to provide a basis for our opinion on the consolidated financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the financial statements. We have communicated the key audit matters to the supervisory board, but they are not a comprehensive reflection of all matters that were identified by our audit and that we discussed. We described the key audit matters and included a summary of the audit procedures we performed on those matters.

The key audit matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on these matters.

Key audit matter	How our audit addressed the matter
The company is in a transformation process	
On November 13, 2013, Euronext N.V. (as part of the NYSE Euronext Group) was acquired by IntercontinentalExchange ("ICE"). Following the acquisition, ICE spun-off the Continental European exchanges of NYSE Euronext into a publicly traded company on 20 June 2014. Resulting from this IPO, the Company is currently in a transformation phase and engaged in a number of strategic initiatives which impacted our audit as follows:	
Changes in laws and regulations The Company is a newly incorporated public company under the laws of The Netherlands having its corporate head office and management team located mainly in France.	We have focused on the company's compliance with Dutch disclosure requirements relating to the corporate governance code and other reporting requirements in accordance with Part 9 of Book 2 of the Dutch Civil Code as we considered this to be an increased risk given this is the first year the company needs to comply to Dutch laws and regulations for listed companies.
Changes in the Company's control environment The IPO and subsequent restructuring resulted in significant changes in the company's internal control environment. Responsibilities for certain key processes and related key controls formerly resided with management in the US. After the spin-off such responsibilities and controls were transferred to management in Europe. On several key management positions changes took place with new people taking on responsibilities. Also thresholds used in the Company's controls had to come down because of the size of the company decreasing after the spin-off.	In areas where these changes took place we have identified an increased risk and expanded our procedures to specifically address these risks taking into account management's mitigating actions. We shared our observations with the company's Supervisory Board and Audit Committee.
Fair value measurement of financial investments	
Euronext owns as of December 31, 2014 a direct interest of 3.12% in Euroclear plc plus an indirect 1.43% interest in Euroclear plc through a 9.6% ownership interest in Sicovam Holding SA. The interest in Euroclear plc is classified as an available-for-sale financial asset with remeasurement to fair value through Other Comprehensive Income. The determination of the fair value is highly dependent on significant estimates as shares are not traded on an active market. Management has prepared a valuation to support the fair values taking into account the information from a share repurchase auction that took place during 2014 for the Euroclear investment as well as a dividend discounted method and a capitalization method.	We have assessed management's valuation and challenged the key assumption using our valuation specialists to independently develop expectations for the key assumptions driving management's analysis in particular on the use of the comparables for the valuations techniques, the weight of each valuation techniques retained and the discount of marketability. We concur with the position management has taken. Refer to note 29.2 for more information on the valuation of the Euroclear plc investment.
Accounting for tax liabilities	
The Company operates in various countries with local tax regulations. New tax legislation being issued in certain territories as well as transactions that the Company enters into regularly result in uncertainties regarding the tax position where the highest exposure to these uncertain tax positions are in France. The assessment of these uncertain tax positions is significant to our audit as the assessment process is complex and judgmental.	Our audit response to this was to use our tax specialists to understand and test the inputs to management's tax position, to challenge management's judgements in relation to their interpretation of tax laws and confirm key income or expense amounts to evaluate and audit the valuation of the uncertain tax positions within the Group. We concur with the position management has taken.

Responsibilities of the management board and the supervisory board

The management board is responsible for:

- the preparation and fair presentation of the financial statements in accordance with EU-IFRS and with Part 9 of Book 2 of the Dutch Civil Code, and for the preparation of the management board report in accordance with Part 9 of Book 2 of the Dutch Civil Code, and for
- such internal control as the management board determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, the management board is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting frameworks mentioned, the management board should prepare the financial statements using the going concern basis of accounting unless the management board either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. The management board should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The supervisory board is responsible for overseeing the company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our responsibility is to plan and perform an audit engagement to obtain sufficient and appropriate audit evidence to provide a basis for our opinion. Our audit has been performed with a high but not absolute level of assurance which makes it possible that we did not detect all frauds or errors.

A more detailed description of our responsibilities is set out in the appendix to our report.

Report on other legal and regulatory requirements

Our report on the management board report and the other information

Pursuant to the legal requirements of Part 9 of Book 2 of the Dutch Civil Code (concerning our obligation to report about the management board report and other information):

We have no deficiencies to report as a result of our examination whether the management board report as included in the Registration Document on pages 1 to 104, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of this Code, and whether the information as required by Part 9 of Book 2 of the Dutch Civil Code has been annexed.

We report that the management board report as included in the Registration Document on pages 1 to 104 to the extent we can assess, is consistent with the financial statements.

Our appointment

We were appointed as auditors of Euronext N.V. on 19 May 2014 following the passing of a resolution by the shareholders at the annual meeting, being the first year that we are the auditors of the Company.

Amsterdam, 19 March 2015
PricewaterhouseCoopers Accountants N.V.
P.C. Dams RA

Appendix to our auditor's report on the financial statements 2014 of Euronext N.V.

In addition to what is included in our auditor's report we have further set out in this appendix our responsibilities for the audit of the financial statements and explained what an audit involves.

The auditor's responsibilities for the audit of the financial statements

We have exercised professional judgment and have maintained professional scepticism throughout the audit in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error. Our audit consisted, among others of:

- Identifying and assessing the risks of material misstatement of the financial statements, whether due to fraud or error, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the intentional override of internal control.
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management board.
- Concluding on the appropriateness of the management board's use of the going concern basis of accounting, and based on the audit evidence obtained, concluding whether a material uncertainty exists related to events and/or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report and are made in the context of our opinion on the financial statements as a whole. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures, and evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the supervisory board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide the supervisory board with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the supervisory board, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

NOTE 48 EVENTS AFTER THE REPORTING PERIOD

On 20 February 2015, Euronext N.V. entered into the amended and extended Facilities Agreement. Based on this agreement, effectively on 23 March 2015, the undrawn Revolving Credit Facility is increased with €140 million to €390 million and €140 million will be repaid as an early redemption of the €250 million term loan.

6.9 Other information

6.9.1 FINANCIAL STATEMENTS AND PROFIT ALLOCATION

Euronext may make distributions to its shareholders only insofar as its shareholders' equity exceeds the sum of the paid-in and called-up share capital plus the reserves as required to be maintained by Dutch law or by Euronext Articles of Association. Under Euronext Articles of Association, the Managing Board decides which part of any profit will be reserved.

Euronext may make a distribution of dividends to its shareholders only after the adoption of its statutory annual accounts demonstrating that such distribution is legally permitted. The profit, as this appears from the adopted annual accounts, shall be at the free disposal of the General Meeting, provided that the General Meeting may only resolve on any reservation of the profits or the distribution of any profits pursuant to and in accordance with a proposal thereto of the Supervisory Board or a proposal of the Managing Board, which has been approved by the Supervisory Board. Resolutions of the General Meeting with regard to a distribution at the expense of the reserves shall require the approval of the Managing Board and the Supervisory Board.

The Managing Board is permitted to resolve to make interim distributions to Euronext shareholders, subject to approval of the Supervisory Board. The General Meeting may also resolve to make interim distributions to Euronext shareholders, pursuant to and in accordance with a proposal thereto by the Managing Board, which has been approved by the Supervisory Board.

The Managing Board may decide that, subject to approval of the Supervisory Board, a distribution on shares shall not be made in cash or not entirely made in cash but other than in cash, including but not limited in the form of shares in the Company or decide that shareholders shall be given the option to receive a distribution either in cash or other than in cash. The Managing Board shall, subject to approval of the Supervisory Board, determine the conditions under which such option can be given to the shareholders.

Shareholders are entitled to share the profit *pro rata* to their shareholding. Claims to dividends and other distributions not made within five years from the date that such dividends or distributions became payable will lapse, and any such amounts will be considered to have been forfeited to us (*verjaring*).

6.9.2 AUDITOR INFORMATION

PricewaterhouseCoopers Audit S.A., independent registered public accounting firm with their address at 63, rue de Villiers, 92208 Neuilly-sur-Seine Cedex, France, have audited and rendered an unqualified auditor's report on the combined financial statements of Euronext N.V. as of and for the years ended 31 December 2013, 2012 and have given, and not withdrawn, their written consent to the inclusion of their reports in relation thereto herein in the form and context in which they are included.

PricewaterhouseCoopers Audit S.A. is a member of the Compagnie régionale des commissaires aux comptes de Versailles.

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GLOSSARY

ACPR	The French Prudential Supervision and Resolution Authority (*Autorité de Contrôle Prudentiel et de Résolution*)
AFM	*Stichting Autoriteit Financiële Markten*, the Netherlands Authority for the Financial Markets
Alternext	Multilateral trading facilities operated by the Company in Paris, Brussels and Lisbon.
AMF	French Authority for the Financial Markets (*Autorité des Marchés Financiers*)
Articles of Association	The articles of association (*statuten*) of the Company
CAGR	Compounded annual growth rate
Cash Clearing Agreement	The Cash Clearing Agreement entered into between and certain of its affiliates, LCH.Clearnet S.A. and LCH.Clearnet Group Limited on 22 January 2013
CCPs	Central counterparties
CEO	Chief Executive Officer
CMVM	*Comissão do Mercado de Valores Mobiliários*, the Portuguese Securities Markets Commission
Company	Euronext N.V. and its consolidated subsidiaries, unless otherwise indicated
Compliance Department	The compliance department of Euronext N.V.
COO	Chief Operating Officer
Core Items	The intellectual property in the UTP and other trading technology, including core software and technology
CSD	Central Securities Depositories
CSD Regulation	EU regulation on securities settlement and central securities depositories (to be published on the Official Journal of the European Union)
Derivatives Clearing Agreement	The Derivatives Clearing Agreement entered into between Euronext and certain of its affiliates and LCH.Clearnet S.A. and LCH.Clearnet Group Limited on 14 October 2013. The revenue sharing agreement became effective as of 1 April 2014
Dutch Corporate Governance Code	The Dutch corporate governance code
Dutch Financial Supervision Act	The Dutch Financial Supervision Act (*Wet op het Financieel Toezicht*) and the rules promulgated thereunder
Dutch Financial Supervision Act Decree on Market Abuse	Decree on Market Abuse pursuant to the Dutch Financial Supervision act (*Besluit Marktmisbruik Wft*)
EEA	European Economic Area
EMEA	Europe, Middle East and Africa
EMIR	The EU Regulation on OTC derivative transactions, central counterparties and trade repositories (Regulation 648/2012)
Enterprise Chamber	The Enterprise Chamber of the Amsterdam Court of Appeal (*Ondernemingskamer van het Gerechtshof te Amsterdam*)
ESMA	European Securities and Markets Authority
ETFs	Exchange traded funds
ETPs	Exchange traded products
EU	European Union
EU Market Abuse Rules	The EU Market Abuse Directive 2003/6/EC and related Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, providing for specific rules that intend to prevent market abuse, such as the prohibitions on insider trading, divulging inside information and tipping, and market manipulation, and the implementation thereof in the Dutch Financial Supervision Act
€	The lawful currency of the Member states of the European Union that have adopted it
Euroclear	Euroclear Bank S.A./N.V.
Euronext	Euronext N.V. and its consolidated subsidiaries, unless otherwise indicated
Euronext Amsterdam	The regulated market of the Company in Amsterdam
Euronext Brussels	The regulated market of the Company in Brussels
Euronext College of Regulators	The parties to a Memorandum of Understanding between the competent authorities regarding the co-ordinated regulation and supervision of the European regulated markets operated by Euronext being the FCA, the AMF, the AFM, the FSMA and the CMVM

Euronext Lisbon	The regulated market of the Company in Lisbon
Euronext London	The regulated market of the Company in London
Euronext Market Operator	Each operator of a regulated market, namely, Euronext Paris, Euronext Brussels S.A./N.V. Euronext Lisbon – Sociedade Gestora de Mercados Regulamentados, S.A., Euronext London and Euronext Amsterdam
Euronext Market Subsidiary	(A) each and any of (1) Euronext Paris, (2) Euronext Amsterdam, (3) Euronext Brussels S.A./N.V., (4) Euronext Lisbon S.A., (5) Euronext London and (6) any other Subsidiary of the Company operating a Regulated Market, and (B) any other Subsidiary that is subject to regulatory supervision controlled, directly or indirectly, by any of the entities listed in sub-paragraph (A), including without limitation Interbolsa S.A.
Euronext Paris	The regulated market of the Company in Paris
Euronext Rulebooks	The Euronext Rulebook containing the rules applicable to the Euronext Market Operators (Rulebook I) and the various non-harmonised Euronext Rulebooks containing local exchange-specific rules (Rulebook II)
Exchange Licence	(A) each declaration of no-objection or approval granted by or on behalf of the College of European Regulators to the Company in relation to the operation or holding of one or more Regulated Markets and/or the operation of one or more multilateral trading facilities by the Company or any of the Euronext Market Subsidiaries, (B) each licence granted by or on behalf of the Minister of Finance of the Netherlands to the Company in relation to the operation or holding of one or more Regulated Markets, as well as (C) each declaration of no-objection granted by or on behalf of the Minister of Finance of the Netherlands to any person holding a qualifying participation in the Company and/or any of its Euronext Market Subsidiaries in the Netherlands within the meaning of section 1 of the Act, in each case such licence, approval or declaration of no-objection (i) as granted pursuant to the Act or other applicable law implementing Directive 2004/39/EC or the relevant memorandum of understanding constituting the College of European Regulators and (ii) as in force and as amended at the relevant time
Facilities Agreement	The €500 million facilities agreement with BNP Paribas S.A. and ING Bank N.V. as mandated lead arrangers. The Facilities Agreement provides for a €250 million term loan facility and a €250 million revolving credit facility
FCA	The UK Financial Conduct Authority
FCPE Euronext Group	Fonds Commun de Placement d'Entreprise "Euronext Group"
Financial Services Action Plan	Plan of the European Union to create a single market for financial services
Financial Services and Markets Authority	The Belgian Financial Services and Markets Authority
FRSA	The Dutch Financial Reporting Supervision Act (*Wet toezicht financiële verslaggeving*)
FSMA	Belgian Authority for the Financial Markets (Financial Services and Markets Authority)
FTEs	Full-time employee equivalents
FTT	The financial transaction tax proposed by the European Union
GDP	Gross domestic product
General Meeting	The general meeting of shareholders (*algemene vergadering van aandeelhouders*) of Euronext N.V.
GOA	The further amended and restated governance and option agreement, to which ICE, the *stichting* and the Company are parties
Group	The Company and its consolidated subsidiaries
ICE	Intercontinental Exchange, Inc. (formerly named Intercontinental Exchange Group, Inc.), together with its consolidated subsidiaries
ICE Core Services	Transitional core services provided by ICE to Euronext
IFRS	International Financial Reporting Standards as adopted by the European Union
IPO	Initial public offering
IT	Information technology
Interbolsa	The CSD in Portugal for the Portuguese market
LCH.Clearnet	Banque Centrale de Compensation S.A., trading as LCH.Clearnet
LCH.Clearnet Agreements	The Cash Clearing Agreement and the Derivatives Clearing Agreement
LIFFE	LIFFE Administration and Management
MAD	The EU Market Abuse Directive (2003/6/EC)

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Managing Board	The Managing Board (*bestuur*) of Euronext N.V.
Managing Board Procedures	The rules of procedure for the Managing Board
MAR	EU Regulation on insider dealing and market manipulation (to be published on the Official Journal of the European Union)
MiFID	The EU Markets in Financial Instruments Directive (2004/39/EC)
MiFID II	The revised EU Directive on MiFID (published on the Officiel Journal of the European Union on 12 June 2014)
MiFID II legislation or MiFID II legislative package	MiFID II and MiFIR
MiFIR	EU Regulation on Markets in Financial Instruments (published on the Official Journal of the European Union on 12 June 2014)
MTFs	Multilateral trading facilities designated under MiFID and MiFID II
NYSE Euronext	The Parent through 13 November 2013
Offering	The offering of Ordinary Shares as that took place on 20 June 2014
Ordinary Shares	Issued and outstanding ordinary shares in the share capital of the Company
OTC	Over-the-counter
OTF	Organised trading facility designated under MiFID II
Parent	NYSE Euronext, through 13 November 2013, and ICE, from 13 November 2013 until 20 June 2014
Prospectus Directive	Directive 2003/71/EC of the European Union, and any amendments thereto, including Directive 2010/73/EU
Qualifying Participation	Direct or indirect interest of 10% or more of the share capital or voting rights
Reference Shareholders	A group of institutional investors comprised of Avistar SGPS, S.A., an affiliate of Banco Espírito Santo, S.A., BNP Paribas S.A., BNP Paribas Fortis S.A./N.V., ABN AMRO Bank N.V. through its subsidiary ABN AMRO Participaties Fund I B.V., ASR Levensverzekering N.V. (a company of the ASR Nederland group), Caisse des Dépôts et Consignations, Bpifrance Participations, Euroclear S.A./N.V., Société Fédérale de Participations et d'Investissement/Federale Participatie- en Investeringsmaatschappij, Société Générale and BancoBPI Pension Fund represented by BPI Vida e Pensões – Companhia de Seguros, S.A.
Regulated Market	A multi-lateral system or trading venue designated to be a "regulated market" under MiFID and MiFID II
RIE	Recognised Investment Exchange
SEC	The U.S. Securities and Exchange Commission
Securities Act	The U.S. Securities Act of 1933, as amended
Selling Shareholder	ICE Europe Parent Ltd
Separation	Establishment of Euronext as an independent, publicly traded company by means of an initial public offering
SFTI	Secure Financial Transactions Infrastructure
Shareholder	Any shareholder of the Company at any time
Share Purchase Agreement	The sale and purchase agreement of Ordinary Shares in Euronext N.V. entered into between ICE, the Selling Shareholder and the Reference Shareholders dated 27 May 2014
Single Order Book	Single Order Book for Euronext Paris, Euronext Amsterdam, Euronext Brussels and Euronext UK Markets which unites trading, clearing and settlement across the exchanges in France, Belgium, the Netherlands and the United Kingdom, which results in one single trading line for all listed securities, including those listed currently on more than one Euronext markets for which the Single Order Book executes trades on the designated market of reference
SLAs	Transitional services agreements and related agreements
SMEs	Small and medium enterprises
Subsidiary	Has the meaning as referred to in section 2:24a of the Dutch Civil Code
Supervisory Board	The Supervisory Board of Euronext N.V.
Support Items	Related support items to the Core Items
Transparency Directive	The EU Transparency Directive 2004/109/EC, as amended by Directive 2013/50/EU with respect to transparency and disclosure obligations
UK FSMA	UK Financial Services and Markets Act 2000
UTP or Euronext UTP	Universal Trading Platform or Euronext Universal Trading Platform

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