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**NYSE Euronext Announces Second Quarter 2013 Financial Results**

- *Second Quarter GAAP Diluted EPS of \$0.71 vs. \$0.49 in Prior Year --*
- *Non-GAAP Diluted EPS of \$0.63, Up 24% Excluding Merger Expenses, Exit Costs and Discrete Items --*
- *Global Leader in IPOs Year-to-Date; Share of Tech IPOs at 64% --*
- *Cumulative \$161 Million in Project 14 Cost Savings Achieved; 64% of \$250 Million Project 14 Goal --*
- *Significant Progress Made on the Proposed ICE Transaction --*
- *Clearing for London-Based Derivatives Market Transitioned to ICE Clear Europe --*

**Financial and Operating Highlights<sup>1,2</sup>**

- *Diluted non-GAAP EPS of \$0.63, up 24% compared to 2Q12; Up 11% from 1Q13*
- *Net revenue of \$611 million up 1% compared to 2Q12; Up 2% from 1Q13*
- *Fixed operating expenses of \$382 million, down 5% on constant dollar / portfolio basis vs. 2Q12*
- *Operating income of \$229 million, up 11% compared to 2Q12; Up 4% from 1Q13*
- *Debt-to-EBITDA ratio 1.9 times, down from 2.5 times at end of 2012*
- *Board declares third quarter 2013 cash dividend of \$0.30 per share provided that the ICE transaction has not been completed as of the September 16<sup>th</sup> record date.*

<sup>1</sup> All comparisons versus 2Q12 unless otherwise stated. Excludes merger expenses, exit costs, charge for fair value adjustment to RSU awards, disposal activities and discrete tax items.

<sup>2</sup> A full reconciliation of our non-GAAP results to our GAAP results is included in the attached tables. See also our statement on non-GAAP financial measures at the end of this earnings release.

NEW YORK – July 30, 2013 – NYSE Euronext (NYX) today reported net income of \$173 million, or \$0.71 per diluted share on a GAAP basis, for the second quarter of 2013, compared to net income of \$125 million, or \$0.49 per diluted share, for the second quarter of 2012. Results for the second quarter of 2013 and 2012 included \$22 million and \$12 million, respectively, of pre-tax merger expenses and exit costs. Second quarter 2013 results also included a \$10 million gain recorded for non-operating items due to the sale of a portion of our equity stake in LCH.Clearnet and a reserve release related to a favorable settlement with certain European tax authorities which significantly reduced our GAAP effective tax rate. Excluding merger expenses, exit costs, disposal activity and discrete tax items, net income in the second quarter of 2013 was \$153 million, or \$0.63 per diluted share on a non-GAAP basis, compared to \$128 million, or \$0.51 per diluted share, in the second quarter of 2012.

“We continue to execute solidly against our business plan as we build momentum toward closing the ICE deal,” said Duncan L. Niederauer, CEO, NYSE Euronext. “We successfully transitioned our London-based derivatives market to ICE Clear Europe and were ranked number one year-to-date in capital raising with our market share in technology listings increasing to 64%. The strength of our listings franchise continues to build and we are very pleased to welcome Oracle to the NYSE today to close the market. We were also appointed the administrator for LIBOR. Turning to our transaction with ICE, we are gratified that our shareholders and the European Commission have approved the transaction and we are working with the College of Regulators in Europe and other regulators to obtain all the appropriate remaining approvals.”

The table below summarizes the financial results<sup>1</sup> for the second quarter of 2013:

(\$ in millions, except EPS)				% Δ 2Q13	Year-to-Date		% Δ YTD '13
	2Q13	1Q13	2Q12	vs. 2Q12	2013	2012	vs. YTD '12
<b>Total Revenues</b> <sup>2</sup>	<u>\$995</u>	<u>\$963</u>	<u>\$986</u>	1%	<u>\$1,958</u>	<u>\$1,938</u>	1%
<b>Total Revenues, Less Transaction-Based Expenses</b> <sup>3</sup>	<u>611</u>	<u>600</u>	<u>602</u>	1%	<u>1,211</u>	<u>1,203</u>	1%
<b>Other Operating Expenses</b> <sup>4</sup>	<u>382</u>	<u>380</u>	<u>396</u>	(4%)	<u>762</u>	<u>801</u>	(5%)
<b>Operating Income</b> <sup>4</sup>	<u>\$229</u>	<u>\$220</u>	<u>\$206</u>	11%	<u>\$449</u>	<u>\$402</u>	12%
<b>Net Income</b> <sup>5</sup>	<u>\$153</u>	<u>\$139</u>	<u>\$128</u>	20%	<u>\$292</u>	<u>\$249</u>	17%
<b>Diluted Earnings Per Share</b> <sup>5</sup>	<u>\$0.63</u>	<u>\$0.57</u>	<u>\$0.51</u>	24%	<u>\$1.19</u>	<u>\$0.97</u>	22%
<b>Operating Margin</b>	<u>37%</u>	<u>37%</u>	<u>34%</u>	3 <i>ppts</i>	<u>37%</u>	<u>33%</u>	4 <i>ppts</i>
<b>Adjusted EBITDA Margin</b>	<u>48%</u>	<u>47%</u>	<u>45%</u>	3 <i>ppts</i>	<u>47%</u>	<u>44%</u>	3 <i>ppts</i>

<sup>1</sup> A full reconciliation of our non-GAAP results to our GAAP results is included in the attached tables. See also our statement on non-GAAP financial measures at the end of this earnings release.

<sup>2</sup> Includes activity assessment fees.

<sup>3</sup> Transaction-based expenses include Section 31 fees, liquidity payments and routing & clearing fees.

<sup>4</sup> Excludes merger expenses, exit costs and charge for fair value adjustment to RSU awards.

<sup>5</sup> Excludes merger expenses, exit costs, charge for fair value adjustment to RSU awards, disposal activities and discrete tax items.

“Our results for the second quarter reflect the actions we have taken to grow our businesses and diligently manage our cost base and capital,” commented Michael S. Geltzeiler, Group Executive Vice President and CFO, NYSE Euronext. “On a constant dollar/portfolio basis, costs are down 7% year-to-date and we have already achieved 64% of the \$250 million Project 14 target for costs reductions, well ahead of the 60% promised by year-end 2013. Further cost savings will come online in the second-half of 2013 with the completed transition to ICE Clear Europe which will position us to easily surpass our full-year cost guidance target of \$1,525 million. Turning to capital, capital expenditures year-to-date are running 30% below the prior year period and we are on track to come in well below our 2013 guidance of \$150 million. We retired the \$414 million remaining on our \$750 million June 2013 notes, which combined with strong EBITDA generation, reduced our debt-to-EBITDA ratio to 1.9 times. The debt retirement will reduce interest expense in the second half of the year. All of these actions have helped bolster our business model and set the table for our proposed combination with ICE.”

## **SECOND QUARTER 2013 CONSOLIDATED RESULTS**

Total revenues, less transaction-based expenses, which include Section 31 fees, liquidity payments and routing and clearing fees (net revenue), were \$611 million in the second quarter of 2013, up 1% from the second quarter of 2012 and included a \$2 million negative impact from foreign currency fluctuations.

Other operating expenses, excluding merger expenses and exit costs, were \$382 million in the second quarter of 2013, down \$14 million, or 4% compared to the second quarter of 2012. Excluding the impact of new business initiatives and a \$2 million positive impact attributable to foreign currency fluctuations, other operating expenses were down \$20 million, or 5%, compared to the second quarter of 2012.

Cumulative Project 14 savings through the second quarter of 2013 were \$161 million, which represented 64% of the total \$250 million expected to be saved by the end of 2014.

Operating income, excluding merger expenses and exit costs, was \$229 million, up \$23 million, or 11% compared to the second quarter of 2012.

Adjusted EBITDA, excluding merger expenses and exit costs, was \$291 million, up \$19 million, or 7% compared to the second quarter of 2012. Adjusted EBITDA margin was 48% in the second quarter of 2013, compared to 45% in the second quarter of 2012.

Loss from associates is primarily related to New York Portfolio Clearing. Net (income) loss attributable to non-controlling interest consists primarily of net income attributable to NYSE Amex Options, which was partially offset by the net loss attributable to NYSE Liffe U.S.

The effective tax rate for the second quarter of 2013, excluding merger expenses, exit costs and discrete tax items, was 24% compared to approximately 25% for the second quarter of 2012.

The weighted average diluted shares outstanding in the second quarter of 2013 was 244 million, down from 253 million in second quarter of 2012.

At June 30, 2013, total debt was \$2.2 billion. The decline in total debt was driven by the retirement of the remaining \$414 million of our \$750 million 4.80% notes that were due in June 2013. Cash, cash equivalents and short term financial investments (including \$154 million related to Section 31 fees collected from market participants and due to the SEC) were \$0.3 billion and net debt was \$1.9 billion.

The ratio of debt-to-EBITDA at the end of the second quarter of 2013 was 1.9x, down from 2.5x at the end of 2012. The decline was driven by the retirement of the remaining \$414 million of our \$750 million 4.80% notes due in June 2013 and stronger adjusted EBITDA generation in the first half of 2013, compared to the second half of 2012.

Total capital expenditures were \$32 million in the second quarter of 2013, down from \$41 million in the second quarter of 2012.

The board of directors declared a cash dividend of \$0.30 per share for the third quarter of 2013 with a record date of September 16, 2013 and a payment date of September 30, 2013. The anticipated ex-date will be September 12, 2013. However, the third quarter 2013 dividend is payable on the payment date only if the ICE transaction has not been completed as of the record date.

## **SECOND QUARTER 2013 SEGMENT RESULTS**

Below is a summary of business segment results:

(\$ in millions)	<i>Derivatives</i>			<i>Cash Trading &amp; Listings</i>			<i>Info. Svcs. &amp; Tech. Solutions</i>		
	Net Revenue <sup>1</sup>	Operating Income <sup>2</sup>	Adjusted EBITDA <sup>2</sup>	Net Revenue <sup>1</sup>	Operating Income <sup>2</sup>	Adjusted EBITDA <sup>2</sup>	Revenue	Operating Income <sup>2</sup>	Adjusted EBITDA <sup>2</sup>
2Q13	\$195	\$103	\$111	\$302	\$128	\$169	\$114	\$25	\$38
1Q13	\$201	\$104	\$113	\$287	\$114	\$154	\$112	\$25	\$38
2Q12	\$182	\$85	\$95	\$300	\$127	\$170	\$119	\$27	\$40
YTD 2013	\$396	\$207	\$224	\$589	\$242	\$323	\$226	\$50	\$76
YTD 2012	\$358	\$164	\$184	\$604	\$246	\$331	\$240	\$55	\$82

<sup>1</sup> Net revenue defined as total revenues less transaction-based expenses including Section 31 fees, liquidity payments and routing & clearing fees.

<sup>2</sup> Excludes merger expenses and exit costs.

### **DERIVATIVES**

Derivatives net revenue of \$195 million in the second quarter of 2013 increased \$13 million, or 7% compared to the second quarter of 2012 and included a \$3 million negative impact from foreign currency fluctuations. The \$16 million increase in derivatives net revenue, on a constant currency basis, compared to the second quarter of 2012, was driven by higher average daily trading volumes in European interest rate derivatives products. Highlights for the second quarter of 2013 included:

- Global derivatives ADV, excluding Bclear, in the second quarter of 2013 of 7.7 million contracts increased 12% compared to the second quarter of 2012, but decreased 2% compared to first quarter of 2013 levels.

- NYSE Euronext European derivatives products ADV of 4.0 million contracts in the second quarter of 2013 decreased 13% compared to the second quarter of 2012 and decreased 10% from first quarter of 2013 levels. Excluding Bclear, European derivatives products ADV in the second quarter of 2013 increased 13% compared to the second quarter of 2012, but decreased 9% from the first quarter of 2013.
- U.S. equity options ADV in the second quarter of 2013 increased 12% to 4.4 million contracts compared to the second quarter of 2012 and increased 3% from the first quarter of 2013. U.S. consolidated equity options ADV of 15.9 million contracts increased 7% compared to the second quarter of 2012 and increased 6% from the first quarter of 2013. NYSE Euronext's U.S. equity options exchanges accounted for 28% of total consolidated U.S. equity options trading in the second quarter of 2013, up from 26% in the second quarter of 2012, and in-line with the first quarter of 2013.
- NYSE Liffe and ICE Clear Europe, a wholly-owned subsidiary of IntercontinentalExchange, completed the clearing transition for the London-based derivatives market of NYSE Liffe to ICE Clear Europe. The clearing transition involved 43 member firms with 75 million contract sides being transferred to ICE Clear Europe along with \$11.2 billion margin held at the clearing house on the morning of July 1, 2013. The combined guaranty fund for ICE Energy and NYSE Liffe Futures and Options is set at \$1.2 billion from July 1, 2013. In addition, the migration covered over 1,300 products across bond, commodity, equity, index and interest rate derivatives and ten new settlement currencies for ICE Clear Europe.
- NYSE Euronext Rate Administration Limited, a subsidiary of NYSE Euronext, announced that following a rigorous selection process conducted by the independent Hogg Tendering Advisory Committee, NYSE Euronext Rate Administration Limited has been appointed as the new administrator for LIBOR. The transfer of the administration from BBA LIBOR Ltd, the subsidiary of the British Bankers' Association is expected to be completed in early 2014, once the Financial Conduct Authority's authorization of NYSE Euronext Rate Administration Limited is complete.

### **CASH TRADING AND LISTINGS**

Cash Trading and Listings net revenue of \$302 million in the second quarter of 2013 increased \$2 million, or 1% compared to the second quarter of 2012 and included a \$1 million positive impact from foreign currency fluctuations. Highlights for the second quarter of 2013 included:

- European cash ADV of 1.5 million transactions in the second quarter of 2013 decreased 14% from 1.7 million transactions in the second quarter of 2012, but increased 7% from first quarter of 2013 levels. European cash market share (value traded) in NYSE Euronext's four core markets was 67% in the second quarter of 2013, up from 66% in the second quarter of 2012 and up from 65% in the first quarter of 2013.
- In the U.S., cash trading ADV in the second quarter of 2013 decreased 11% to 1.6 billion shares from 1.8 billion shares in the second quarter of 2012, but increased 5% from the first quarter of 2013. Tape A matched market share was 31% in the second quarter of 2013, down from the 32% recorded in the second quarter of 2012, but up from 30% recorded in the first quarter of 2013. Trading off-exchange, as reported by Trade Reporting Facilities ("TRF"), increased to 35% of overall consolidated average daily volume in the second quarter of 2013 up from 32% in the second quarter of 2012.
- NYSE Euronext ranked #1 globally in initial public offerings (IPOs) and follow-ons globally through the second quarter of 2013. NYSE Euronext raised \$29 billion in total global proceeds on 72 IPOs

and \$105 billion in total global proceeds on 256 follow-ons. In the U.S., NYSE Euronext led the market with 47 IPOs raising \$15 billion in proceeds (excluding closed-end funds) and has steadily captured share in technology-based IPOs. NYSE Euronext has listed 64% of the technology IPOs in the U.S., through the second quarter of 2013, including Tableau Software, Gigamon, Light in the Box and ChannelAdvisor.

- NYSE was the leader in transfers – 4 companies with \$168 billion in total market capitalization transferred or announcing transfer to the NYSE in the first half of 2013, while 8 companies with \$3.9 billion in total market capitalization transferred away. Oracle Corp. (ORCL) announced transfer to the NYSE on 6/20/2013, and began trading on the NYSE on 7/15/2013. ORCL is the largest transfer in history with \$156 billion in market capitalization. Since 2010, five Nasdaq-100 Index members have transferred to the NYSE, including two in 2013 (Oracle Corp. and Perrigo Co.). Since 2000, 227 companies have transferred to the NYSE with a total market capitalization of \$706 billion.
- In the first half of 2013, NYSE Euronext welcomed 23 new listings on its European markets. Key listings included: Infosys (INFY), a global leader in consulting and technology and the first Indian company admitted to trading on NYSE Euronext's London and Paris markets; Constellium (CSTM), a global leader in innovative and high value-added aluminum products; and Bpost (BPOST), the leading postal operator in Belgium, and the year's second largest IPO in Europe and the largest non-finance related IPO.
- NYSE Euronext opened EnterNext<sup>®</sup>, its marketplace for SMEs. This new subsidiary is dedicated to companies that have a capitalization of under €1 billion and already covers over 750 SMEs listed on the regulated market of NYSE Euronext and on NYSE Alternext.
- Euronext extended its range of stock market indices with the addition of the CAC 40<sup>®</sup> Ext, which tracks the market's benchmark CAC 40<sup>®</sup>, but with extended calculation and distribution hours. With the CAC 40<sup>®</sup> Ext index, investors can track trends in the CAC 40<sup>®</sup>.

### **INFORMATION SERVICES AND TECHNOLOGY SOLUTIONS**

Information Services and Technology Solutions revenue was \$114 million in the second quarter of 2013, a decrease of \$5 million, or 4% compared to the second quarter of 2012 but increased \$2 million or 2% from the first quarter of 2013. The decrease in revenue was primarily due to the decline in the number of large, one-time managed services sales which was partially offset by higher market data revenue from previously announced market data initiatives. Highlights for the second quarter of 2013 included:

- NYSE Technologies launched NYSE BQT (Best Quote & Trades), a consolidated XDP feed that provides a real-time, unified view of Level 1 market data, including Best Bid/Offer and Last Sale information for the NYSE, NYSE Arca, and NYSE MKT exchanges including NASDAQ issues traded on NYSE Arca and NYSE MKT.
- Market Data initiatives continue to build with approximately 84% of all clients registered for the new non-display license agreements. This momentum will be further reflected in the third quarter and on an annual basis is expected to increase revenues by double digits.
- NYSE Technologies was named 'Best Data Center Provider to the Sell Side' by Waters Technology. The award was presented at the Waters Technology, Sell Side Technology Awards.
- Americas Trading System Brasil (ATS Brasil), a joint venture between Americas Trading Group (ATG) and NYSE Euronext, has formally made an authorization request with the Securities and

Exchange Commission (CVM) in Brazil to launch a new stock exchange in the Brazilian market. The formal request to approve ATS Brasil for trading in 2014 also includes provisions for the admission of new liquidity providers to the joint venture.

###

The accompanying tables include information integral to assessing the Company's financial performance.

[NYSE Euronext Earnings News Release with Tables and Operating Data](#)

**Analyst/Investor/Media Call: July 30, 2013 at 8:00 a.m. (NY/EDT) / 2:00 p.m. (Paris/CEST)**

A presentation and live audio webcast of the second quarter 2013 earnings conference call will be available on the Investor Relations section of NYSE Euronext's website, <http://www.nyseeuronext.com/ir>. Those wishing to listen to the live conference via telephone should dial-in at least ten minutes before the call begins. An audio replay of the conference call will be available approximately one hour after the call on the Investor Relations section of NYSE Euronext's website, <http://www.nyseeuronext.com/ir> or by dial-in beginning approximately two hours following the conclusion of the live call.

**Live Dial-in Information:**

**United States:** 877.280.4962

**International:** 857.244.7319

**Passcode:** 32047272

**Replay Dial-in Information:**

**United States:** 888.286.8010

**International:** 617.801.6888

**Passcode:** 32457864

**Non-GAAP Financial Measures**

To supplement NYSE Euronext's consolidated financial statements prepared in accordance with GAAP and to better reflect period-over-period comparisons, NYSE Euronext uses non-GAAP financial measures of performance, financial position, or cash flows that either exclude or include amounts that are not normally excluded or included in the most directly comparable measure, calculated and presented in accordance with GAAP. Non-GAAP financial measures do not replace and are not superior to the presentation of GAAP financial results, but are provided to (i) present the effects of certain merger expenses, exit costs, disposal activities, the BlueNext tax settlement, debt refinancing costs, charge for fair value adjustment to RSU awards and discrete tax items, and (ii) improve overall understanding of NYSE Euronext's current financial performance and its prospects for the future. Specifically, NYSE Euronext believes the non-GAAP financial results provide useful information to both management and investors regarding certain additional financial and business trends relating to financial condition and operating results. In addition, management uses these measures for reviewing financial results and evaluating financial performance. The non-GAAP adjustments for all periods presented are based upon information and assumptions available as of the date of this release.

**About NYSE Euronext**

NYSE Euronext (NYX) is a leading global operator of financial markets and provider of innovative trading technologies. The company's exchanges in Europe and the United States trade equities, futures, options, fixed-income and exchange-traded products. With approximately 8,000 listed issues (excluding European Structured Products), NYSE Euronext's equities markets - the New York Stock Exchange, NYSE Euronext, NYSE MKT, NYSE Alternext and NYSE Arca - represent one-third of the world's

equities trading, the most liquidity of any global exchange group. NYSE Euronext also operates NYSE Liffe, one of the leading European derivatives businesses and the world's second-largest derivatives business by value of trading. The company offers comprehensive commercial technology, connectivity and market data products and services through NYSE Technologies. NYSE Euronext is in the S&P 500 index. For more information, please visit: <http://www.nyx.com>.

#### **CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS**

This written communication contains “forward-looking statements” made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In some cases, you can identify forward-looking statements by words such as “may,” “hope,” “will,” “should,” “expect,” “plan,” “anticipate,” “intend,” “believe,” “estimate,” “predict,” “potential,” “continue,” “could,” “future” or the negative of those terms or other words of similar meaning. You should carefully read forward-looking statements, including statements that contain these words, because they discuss our future expectations or state other “forward-looking” information. Forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. ICE Group, ICE and NYSE Euronext caution readers that any forward-looking statement is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statement.

Forward-looking statements include, but are not limited to, statements about the benefits of the proposed merger involving ICE Group, ICE and NYSE Euronext, including future financial results, ICE’s and NYSE Euronext’s plans, objectives, expectations and intentions, the expected timing of completion of the transaction and other statements that are not historical facts. Important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are set forth in ICE’s and NYSE Euronext’s filings with the U.S. Securities and Exchange Commission (the “SEC”). These risks and uncertainties include, without limitation, the following: the inability to close the merger in a timely manner; the failure to satisfy other conditions to completion of the merger, including receipt of required regulatory and other approvals; the failure of the proposed transaction to close for any other reason; the possibility that any of the anticipated benefits of the proposed transaction will not be realized; the risk that integration of NYSE Euronext’s operations with those of ICE will be materially delayed or will be more costly or difficult than expected; the challenges of integrating and retaining key employees; the effect of the announcement of the transaction on ICE’s, NYSE Euronext’s or the combined company’s respective business relationships, operating results and business generally; the possibility that the anticipated synergies and cost savings of the merger will not be realized, or will not be realized within the expected time period; the possibility that the merger may be more expensive to complete than anticipated, including as a result of unexpected factors or events; diversion of management’s attention from ongoing business operations and opportunities; general competitive, economic, political and market conditions and fluctuations; actions taken or conditions imposed by the United States and foreign governments or regulatory authorities; and adverse outcomes of pending or threatened litigation or government investigations. In addition, you should carefully consider the risks and uncertainties and other factors that may affect future results of the combined company, as are described in the section entitled “Risk Factors” in the joint proxy statement/prospectus filed by ICE Group with the SEC, and as described in ICE’s and NYSE Euronext’s respective filings with the SEC that are available on the SEC’s web site located at [www.sec.gov](http://www.sec.gov), including the sections entitled “Risk Factors” in ICE’s Form 10-K for the fiscal year ended December 31, 2012, as filed with the SEC on February 6, 2013, and “Risk Factors” in NYSE Euronext’s Form 10-K for the fiscal year ended December 31, 2012, as filed with the SEC on February 26, 2013. You should not place undue reliance on forward-looking statements, which speak only as of the date of this written communication. Except for any obligations to disclose material information under the Federal securities laws, ICE Group, ICE and NYSE Euronext undertake no obligation to publicly update any forward-looking statements to reflect events or circumstances after the date of this written communication.

**IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND WHERE TO FIND IT**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. In connection with the proposed transaction, ICE Group has filed with the SEC a registration statement on Form S-4, which the SEC has declared effective and which contains a joint proxy statement/prospectus with respect to the proposed acquisition of NYSE Euronext by ICE Group. The final joint proxy statement/prospectus has been delivered to the stockholders of ICE and NYSE Euronext. **INVESTORS AND SECURITY HOLDERS OF BOTH ICE AND NYSE EURONEXT ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION CAREFULLY AND IN ITS ENTIRETY, INCLUDING ANY DOCUMENTS PREVIOUSLY FILED WITH THE SEC AND INCORPORATED BY REFERENCE INTO THE JOINT PROXY STATEMENT/PROSPECTUS, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE IT CONTAINS IMPORTANT INFORMATION REGARDING ICE, NYSE EURONEXT AND THE PROPOSED TRANSACTION.** Investors and security holders may obtain a free copy of the joint proxy statement/prospectus, as well as other filings containing information about ICE and NYSE Euronext, without charge, at the SEC's website at <http://www.sec.gov>. Investors may also obtain these documents, without charge, from ICE's website at <http://www.theice.com> and from NYSE Euronext's website at <http://www.nyx.com>.



NYSE Euronext  
Condensed consolidated statements of income (unaudited)  
(in millions, except per share data)

	Three months ended			Six months ended	
	June 30, 2013	Mar. 31, 2013	June 30, 2012	June 30, 2013	June 30, 2012
<b>Revenues</b>					
Transaction and clearing fees	\$ 657	\$ 634	\$ 649	\$ 1,291	\$ 1,258
Market data	91	83	87	174	178
Listing	111	110	112	221	222
Technology services	77	80	87	157	173
Other revenues	59	56	51	115	107
Total revenues	995	963	986	1,958	1,938
Transaction-based expenses:					
Section 31 fees	78	75	86	153	152
Liquidity payments, routing and clearing	306	288	298	594	583
Total revenues, less transaction-based expenses	611	600	602	1,211	1,203
Other operating expenses					
Compensation	154	161	152	315	312
Depreciation and amortization	62	62	66	124	132
Systems and communications	42	43	44	85	89
Professional services	67	69	69	136	142
Selling, general and administrative	57	55	65	112	126
Merger expenses and exit costs	22	8	12	30	43
Total other operating expenses	404	398	408	802	844
Operating income	207	202	194	409	359
Net interest and investment income (loss)	(25)	(27)	(28)	(52)	(56)
Loss from associates	(3)	(2)	(2)	(5)	(3)
Net gain (loss) on disposal activities	10	-	(2)	10	(2)
Other income (loss)	6	(1)	3	5	3
Income before income taxes	195	172	165	367	301
Income tax (provision) benefit	(17)	(41)	(34)	(58)	(79)
Net income	178	131	131	309	222
Net (income) loss attributable to noncontrolling interest	(5)	(5)	(6)	(10)	(10)
Net income attributable to NYSE Euronext	\$ 173	\$ 126	\$ 125	\$ 299	\$ 212
Basic earnings per share attributable to NYSE Euronext	\$ 0.71	\$ 0.52	\$ 0.50	\$ 1.23	\$ 0.83
Diluted earnings per share attributable to NYSE Euronext	\$ 0.71	\$ 0.52	\$ 0.49	\$ 1.22	\$ 0.83
Basic weighted average shares outstanding	243	243	252	243	255
Diluted weighted average shares outstanding	244	244	253	244	256

We use non-GAAP financial measures of operating performance. Non-GAAP measures do not replace and are not superior to the presentation of our GAAP financial results but are provided to improve overall understanding of our current financial performance and our prospects for the future.

<u>Non-GAAP Reconciliation</u>	Three months ended			Six months ended	
	June 30, 2013	Mar. 31, 2013	June 30, 2012	June 30, 2013	June 30, 2012
Income (loss) before income taxes - GAAP	\$ 195	\$ 172	\$ 165	\$ 367	\$ 301
Excluding:					
Merger expenses and exit costs	22	8	12	30	43
Net (gain) loss on disposal activities	(10)	-	2	(10)	2
Fair value adjustment to RSU awards	-	10	-	10	-
Income before income taxes - as adjusted	207	190	179	397	346
Income tax provision	(49)	(46)	(45)	(95)	(87)
Net income - as adjusted	158	144	134	302	259
Net (income) loss attributable to noncontrolling interest	(5)	(5)	(6)	(10)	(10)
Net income attributable to NYSE Euronext - as adjusted	\$ 153	\$ 139	\$ 128	\$ 292	\$ 249
Diluted earnings per share attributable to NYSE Euronext	\$ 0.63	\$ 0.57	\$ 0.51	\$ 1.19	\$ 0.97

NYSE Euronext  
Segment Results (unaudited)  
(in millions)

	Three months ended June 30, 2013				Three months ended June 30, 2012					
	Derivatives	Cash Trading and Listings	Information Services and Technology Solutions	Corporate and Eliminations	Consolidated	Derivatives	Cash Trading and Listings	Information Services and Technology Solutions	Corporate and Eliminations	Consolidated
Revenues	\$ 262	\$ 395	\$ -	\$ -	\$ 657	\$ 219	\$ 430	\$ -	\$ -	\$ 649
Transaction and clearing fees	10	44	37	-	91	11	44	32	-	87
Market data	-	111	-	-	111	-	112	-	-	112
Listing	-	-	77	-	77	-	-	87	-	87
Technology services	13	46	-	-	59	10	40	-	1	51
Other revenues	285	596	114	-	995	240	626	119	1	986
Total revenues	-	78	-	-	78	-	86	-	-	86
Transaction-based expenses:	90	216	-	-	306	58	240	-	-	298
Section 31 fees	195	302	114	-	611	182	300	119	1	602
Liquidity payments, routing and clearing	8	41	13	-	62	10	43	13	-	66
Total revenues, less transaction-based expenses	3	3	3	15	22	7	7	4	(6)	12
Depreciation and amortization	84	133	76	27	320	87	130	79	34	330
Merger expenses and exit costs (M&E)	\$ 100	\$ 125	\$ 24	\$ (42)	\$ 207	\$ 78	\$ 120	\$ 23	\$ (27)	\$ 194
Other operating expenses	\$ 103	\$ 128	\$ 25	\$ (27)	\$ 229	\$ 85	\$ 127	\$ 27	\$ (35)	\$ 206
Operating income - GAAP	\$ 111	\$ 169	\$ 38	\$ (27)	\$ 291	\$ 95	\$ 170	\$ 40	\$ (35)	\$ 272
Operating income excluding M&E	53%	42%	22%	N/M	37%	47%	42%	23%	N/M	34%
Adjusted EBITDA	57%	56%	33%	N/M	48%	52%	57%	34%	N/M	45%
Adjusted EBITDA margin										

[a]  
[b]  
[c]  
[c] + [b]  
[c] + [b] + [a]

	Six months ended June 30, 2013				Six months ended June 30, 2012					
	Derivatives	Cash Trading and Listings	Information Services and Technology Solutions	Corporate and Eliminations	Consolidated	Derivatives	Cash Trading and Listings	Information Services and Technology Solutions	Corporate and Eliminations	Consolidated
Revenues	\$ 533	\$ 758	\$ -	\$ -	\$ 1,291	\$ 425	\$ 833	\$ -	\$ -	\$ 1,258
Transaction and clearing fees	20	85	69	-	174	22	89	67	-	178
Market data	-	221	-	-	221	-	222	-	-	222
Listing	-	-	157	-	157	-	-	173	-	173
Technology services	25	90	-	-	115	22	84	-	1	107
Other revenues	578	1,154	226	-	1,958	469	1,228	240	1	1,938
Total revenues	-	153	-	-	153	-	152	-	-	152
Transaction-based expenses:	182	412	-	-	594	111	472	-	-	583
Section 31 fees	396	589	226	-	1,211	358	604	240	1	1,203
Liquidity payments, routing and clearing	17	81	26	-	124	20	85	27	-	132
Total revenues, less transaction-based expenses	5	7	4	14	30	8	13	10	12	43
Depreciation and amortization	-	-	-	-	10	-	-	-	-	-
Merger expenses and exit costs (M&E)	172	266	150	50	638	174	273	158	64	669
Other operating expenses	\$ 202	\$ 235	\$ 46	\$ (74)	\$ 409	\$ 156	\$ 233	\$ 45	\$ (75)	\$ 359
Fair value adjustment to RSU awards	Operating income - GAAP	Operating income excluding M&E and fair value adjustment to RSU awards	[d]							
Adjusted EBITDA	\$ 207	\$ 242	\$ 50	\$ (50)	\$ 449	\$ 164	\$ 246	\$ 55	\$ (63)	\$ 402
Operating margin excluding M&E and fair value adjustment to RSU awards	\$ 224	\$ 323	\$ 76	\$ (50)	\$ 573	\$ 184	\$ 331	\$ 82	\$ (65)	\$ 534
Adjusted EBITDA margin	52%	41%	22%	N/M	37%	46%	41%	23%	N/M	33%
Adjusted EBITDA margin	57%	55%	34%	N/M	47%	51%	55%	34%	N/M	44%

[d] + [c] + [b]  
[d] + [c] + [b] + [a]

We use non-GAAP financial measures of operating performance. Non-GAAP measures do not replace and are not superior to the presentation of our GAAP financial results but are provided to improve overall understanding of our current financial performance and our prospects for the future.

N/M = Not meaningful

NYSE Euronext  
Fixed operating expenses (unaudited)  
(in millions)

Expense Base Development on a Constant \$ / Constant Portfolio Basis

Fixed operating expenses for the three months ended June 30, 2013 - GAAP	\$	404	
Less:			
Merger expenses and exit costs		(22)	
	\$	382	
Excluding the impact of:			
Currency translation		2	
New business initiatives		(8)	
Fixed operating expenses for the three months ended June 30, 2013 - as adjusted	\$	376	[a]
Fixed operating expenses for the three months ended June 30, 2012 - GAAP	\$	408	
Less:			
Merger expenses and exit costs		(12)	
Fixed operating expenses for the three months ended June 30, 2012 - as adjusted	\$	396	[b]
Variance (\$)	\$	(20)	[a] - [b] = [c]
Variance (%)		-5%	[c] / [b]

Fixed operating expenses for the six months ended June 30, 2013 - GAAP	\$	802	
Less:			
Fair value adjustment to RSU awards	\$	(10)	
Merger expenses and exit costs		(30)	
	\$	762	
Excluding the impact of:			
Currency translation		3	
New business initiatives		(17)	
Fixed operating expenses for the six months ended June 30, 2013 - as adjusted	\$	748	[a]
Fixed operating expenses for the six months ended June 30, 2012 - GAAP	\$	844	
Less:			
Merger expenses and exit costs		(43)	
Fixed operating expenses for the six months ended June 30, 2012 - as adjusted	\$	801	[b]
Variance (\$)	\$	(53)	[a] - [b] = [c]
Variance (%)		-7%	[c] / [b]

Expense Base Development Versus Project 14 Cost Savings Plan

Fixed operating expenses for the six months ended June 30, 2013 - GAAP	\$	802	
Fixed operating expenses for the six months ended December 31, 2012 - GAAP	\$	871	
Fixed operating expenses for the trailing twelve months ended June 30, 2013 - GAAP	\$	1,673	
Less:			
Fair value adjustment to RSU awards	\$	(13)	
Merger expenses and exit costs		(121)	
	\$	1,539	
Excluding the impact of:			
New business initiatives		(52)	
Currency translation <sup>(1)</sup>		18	
Fixed operating expenses for the the trailing twelve months ended June 30, 2013 - as adjusted	\$	1,505	[a]
Fixed operating expenses for the year ended December 31, 2011 - base year	\$	1,666	[b]
Project 14 Cost Savings	\$	161	[b]-[a] = [c]
Cumulative Project 14 Cost Savings to date as % of total \$250 million plan		64%	[c] / \$250

(1) We measure the Project 14 cost savings utilizing constant currency rates of \$1.35 for the Euro and \$1.60 for the Pound Sterling.

We use non-GAAP financial measures of operating performance. Non-GAAP measures do not replace and are not superior to the presentation of our GAAP financial results but are provided to improve overall understanding of our current financial performance and our prospects for the future.

NYSE Euronext  
Condensed consolidated statements of financial condition (unaudited)  
(in millions)

	June 30, 2013	Dec. 31, 2012
Assets		
Current assets:		
Cash, cash equivalents, and short term financial investments	\$ 322	\$ 380
Accounts receivable, net	442	405
Deferred income taxes	65	67
Other current assets	119	156
Total current assets	948	1,008
Property and equipment, net	887	948
Goodwill	4,027	4,163
Other intangible assets, net	5,573	5,783
Deferred income taxes	70	74
Other assets	541	580
Total assets	\$ 12,046	\$ 12,556
Liabilities and equity		
Accounts payable and accrued expenses	\$ 727	\$ 824
Deferred revenue	314	138
Short term debt	179	454
Total current liabilities	1,220	1,416
Long term debt	2,039	2,055
Deferred income taxes	1,401	1,435
Accrued employee benefits	562	602
Deferred revenue	375	378
Other liabilities	22	27
Total liabilities	5,619	5,913
Redeemable noncontrolling interest	286	274
Equity	6,141	6,369
Total liabilities and equity	\$ 12,046	\$ 12,556



**NYSE Euronext**  
**Selected Statistical Data:**  
**Other Operating Statistics**

(Unaudited)	Three Months Ended		
	June 30, 2013	Mar. 31, 2013	June 30, 2012
<b>NYSE Euronext Listed Issuers</b>			
<b>NYSE Listed Issuers</b>			
Issuers listed on U.S. Markets <sup>1</sup>	2,942	2,928	2,968
Number of new issuer listings <sup>1</sup>	88	46	75
Capital raised in connection with new listings (\$millions) <sup>2</sup>	\$8,982	\$5,746	\$5,086
<b>Euronext Listed Issuers</b>			
Issuers listed on Euronext <sup>1</sup>	884	884	923
Number of new issuer listings <sup>3</sup>	14	10	10
Capital raised in connection with new listings (\$millions) <sup>2</sup>	\$1,207	\$6	\$1,912
<b>NYSE Euronext Market Data</b>			
<b>NYSE Market Data<sup>4</sup></b>			
Share of Tape A revenues (%)	40.3%	39.5%	41.4%
Share of Tape B revenues (%)	26.7%	26.6%	27.0%
Share of Tape C revenues (%)	13.5%	13.6%	15.1%
Professional subscribers (Tape A)	331,102	333,430	360,121
<b>Euronext Market Data</b>			
Number of terminals	202,389	205,764	216,752
<b>NYSE Euronext Operating Expenses</b>			
<b>NYSE Euronext employee headcount</b>			
NYSE Euronext headcount <sup>5</sup>	3,154	3,171	3,062
<b>NYSE Euronext Financial Statistics</b>			
<b>NYSE Euronext foreign exchange rate</b>			
Average €/US\$ exchange rate	\$1.306	\$1.320	\$1.254
Average £/US\$ exchange rate	\$1.536	\$1.552	\$1.583

<sup>1</sup> Figures for NYSE listed issuers include listed operating companies, special-purpose acquisition companies and closed-end funds listed on the NYSE and NYSE MKT and do not include NYSE Arca or structured products listed on the NYSE. There were 1,385 ETPs exclusively listed on NYSE Arca as of June 30, 2013. There were 413 corporate structured products listed on the NYSE as of June 30, 2013.

Figures for new issuer listings include NYSE new listings (including new operating companies, special-purpose acquisition companies and closed-end funds listing on NYSE) and new ETP listings on NYSE Arca (NYSE MKT is excluded). Figures for Euronext present the operating companies were listed on Euronext and do not include NYSE Alternext, Free Market, closed-end funds, ETFs and structured product (warrants and certificates). As of June 30, 2013, 181 companies were listed on NYSE Alternext, 252 on Free Market and 673 ETPs were listed on NextTrack.

<sup>2</sup> Euronext figures show capital raised in millions of dollars by operating companies listed on Euronext, NYSE Alternext and Free Market and do not include closed-end funds, ETFs and structured products (warrants and certificates). NYSE figures show capital raised in millions of dollars by operating companies listed on NYSE and NYSE Arca and do not include closed-end funds, ETFs and structured products.

<sup>3</sup> Euronext figures include operating companies listed on Euronext, NYSE Alternext and Free Market and do not include closed-end funds, ETFs and structured products (warrants and certificates).

<sup>4</sup> "Tape A" represents NYSE listed securities, "Tape B" represents NYSE Arca and NYSE MKT listed securities, and "Tape C" represents Nasdaq listed securities. Per Regulation NMS, as of April 1, 2007, share of revenues is derived through a formula based on 25% share of trading, 25% share of value traded, and 50% share of quoting, as reported to the consolidated tape. Prior to April 1, 2007, share of revenues for Tape A and B was derived based on number of trades reported to the consolidated tape, and share of revenue for Tape C was derived based on an average of share of trades and share of volume reported to the consolidated tape. The consolidated tape refers to the collection and dissemination of market data that multiple markets make available on a consolidated basis. Share figures exclude transactions reported to the FINRA/NYSE Trade Reporting Facility.

<sup>5</sup> Headcount as of March 31, 2013 included 120 employees from the insourcing of offshore resources as part of the January 2013 creation of NYSE Philippines.

Source: NYSE Euronext, Options Clearing Corporation and Consolidated Tape as reported for equity securities.