

Candidate Nomination Policy of the NYSE Euronext Board of Directors

The NYSE Euronext Board of Directors, apart from the chief executive officer and deputy chief executive officer, comply with the independence requirements for listed companies of the New York Stock Exchange as well as with the terms of the Independence Policy of the NYSE Euronext Board. Nominees to the NYSE Euronext Board will be recommended by the Nominating and Governance Committee (the “Committee”).

Director Candidate Recommendations. To ensure that highly qualified individuals are identified, the Committee considers nominations of Director candidates from a variety of sources, including from NYSE Euronext shareholders, listed companies, investors in equity securities and current directors. If you would like to recommend a director candidate for consideration, please do so by submitting the following information for each candidate to The Office of the Secretary, NYSE Euronext, 11 Wall Street, New York, NY 10005.

- The director candidate’s name and business address;
- Your name and address and a statement that you are an NYSE Euronext investor with documentation showing that you own equity securities, e.g., brokerage statements;
- A statement describing any relationship you have with the candidate;
- A resume or *curriculum vitae* describing the candidate’s qualifications; and
- A detailed analysis of the candidate’s qualifications under each of the criteria described in this statement and the Independence Policy.

Director Candidate Nominations. A stockholder who desires instead to directly recommend a candidate for election to the Board of Directors at an annual or special meeting of the stockholders must meet the deadlines and other requirements set forth in Section 2.10 of the Amended and Restated Bylaws of NYSE Euronext and the rules and regulations of the U.S. Securities and Exchange Commission. In particular, nominations by a stockholder must be delivered to The Office of the Secretary at NYSE Euronext, 11 Wall Street, New York, NY 10005 not later than 90 days nor earlier than 120 days prior to the first anniversary of the preceding year’s annual meeting. If the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, stockholder nominations must be delivered not earlier than 120 days prior to such annual meeting and not later than 90 days prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made by NYSE Euronext. Stockholders interested in submitting candidates in this manner should review the requirements of Section 2.10 regarding the information that must accompany stockholder director candidate nominations submitted in this manner.

Criteria for Director Candidates

1. The Committee selects director candidates on the basis of outstanding achievement in their professional careers, broad experience, personal and professional integrity, previous board or top-level management/leadership experience, and ability to make independent analytical inquiries. The Committee also considers the skill sets and experiences of the existing directors, and actively seeks to add directors who would bring additional relevant skill sets

and experiences to the Board or would replace skill sets and experience lost through a director's retirement.

2. The Committee believes that director candidates must have:
 - The experience and analytic skills necessary to gain a basic understanding of:
 - The principal operational, financial and strategic objectives and plans of NYSE Euronext,
 - The position of NYSE Euronext and its business segments relative to its competitors,
 - The results of operations and financial condition of NYSE Euronext and of any significant subsidiaries or business segments, and
 - The regulatory functions of the exchanges operated by NYSE Euronext.
 - A perspective that will enhance the Board's strategic discussions,
 - The highest personal and professional ethics,
 - Diversity of personal, professional and cultural experience, and
 - The commitment and capability of devoting adequate time to Board duties and availability to attend Board and Committee meetings.

For examples of the types of qualifications necessary for nomination to the boards of the NYSE Euronext, please refer to the *curriculum vitae* of the current directors, which can be found at www.nyseeuronext.com/investor relations.

3. Subject to certain exceptions specified in the Independence Policy, directors are required to be independent from listed companies, NYSE member organizations, NYSE Arca trading permit holders, and certain other broker-dealers under the Independence Policy established by the NYSE Euronext Board. Among other things, no such director currently may be, or within the past three years may have been employed by a NYSE member organization or NYSE Arca trading permit holder. In addition, no such director may currently be an executive officer of a U.S. listed company. The NYSE Euronext Board's Independence Policy may be found at www.nyseeuronext.com/investor relations.
4. All directors (with the exceptions of the chief executive officer and deputy chief executive officer) also must be independent from the management of NYSE Euronext and its subsidiaries in a manner comparable to the requirements of the NYSE governance standards for listed companies. Among other things, no director currently may be, or within the past three years may have been, an employee of NYSE Euronext or its subsidiaries, and directors must have no other material relationship with NYSE Euronext and its subsidiaries.
5. In selecting director candidates, NYSE Euronext and its subsidiaries do not discriminate on the basis of race, color, religion, sex, sexual orientation, national origin, age, people with disabilities, marital status, citizenship, genetic predisposition or carrier status, or any other characteristic protected by law.