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Euronext

PREFACE

PURPOSE

The purpose of this Charter is to define the role and responsibilities of the Benchmark Oversight Committee.

WHAT'S NEW?

The following lists only the most recent modifications made to this revision/version.

REVISION NO./ VERSION NO.	DATE	AUTHOR	CHANGE DESCRIPTION
V1	01 April 2019	Euronext	First version
V2	16 March 2020	Euronext	Updated BOC membership appendix 1
V3	26 November 2020	Euronext	Annual review: added procedure to be followed in case of absence of chairman during a meeting; clarified BOC members and deputy members; added BMR responsibility to oversee third parties, in case needed in the future; other general wording/formatting adjustments. Included Oslo Børs ASA in the scope of BOC.
V4	21 March 2022	Euronext	Annual review: added OBX to indices, added Marta Macchione Ferreira as deputy BOC member. Review with COMMISSION DELEGATED REGULATION (EU) 2021/1350 of 6 May 2021 on governance, no changes.

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1. INTRODUCTION

The purpose of this Charter is to define the role and responsibilities of the Oversight Committee (the “Committee” or the “Oversight Committee”), which is established pursuant to Article 5 of Regulation (EU) 2016/1011 on indices used as benchmarks (the “Regulation”).

The Euronext Group ("Euronext") owns and operates via its subsidiaries Euronext Amsterdam N.V., Euronext Brussels S.A., Euronext Lisbon S.A./N.V., Euronext Paris S.A., Euronext Dublin and Oslo Børs ASA (collectively the “Benchmark Administrators” and individually the "Benchmark Administrator") a leading benchmark and strategy index franchise that measures different segments of the Euronext and other global markets, including the AEX®, BEL 20®, CAC 40®, ISEQ®, PSI 20® and OBX GR indices. Euronext has a longstanding major interest in the management of benchmarks and indices, and a significant experience in index oversight.

The Euronext benchmark administration is organised as follows:

Internal teams are in charge of the calculation and publication of indices, and the preparation and support of decisions made by the Independent Supervisors (also known as the Steering Committees). The Index Operation Team maintains and supports the indices across the Group according to published rules for each index family. The Index Design Team is in charge of index management and development of index services and support of the Independent Supervisors. The operational functions of the Euronext’s registered Benchmark Administrators are headed by the Responsible Benchmark Administrator (“RBA”). The RBA is responsible for the accurate and timely periodic and continuous reporting to the Oversight Committee.

The Independent Supervisors of Euronext indices are responsible for the main significant indices and in particular approve changes relating to the constituent methodology of the index. The Independent Supervisors consist of independent experts who function according to rules of procedure determined by Euronext and published on the Euronext N.V. website.

A dedicated oversight function, the Committee, is responsible for all oversight missions as described in the Regulation and is supported by the expertise of existing administrator and support functions.

This Charter lays down the rules applicable to index governance and oversight of the operational business by the Benchmark Administrators. The Charter was adopted on 25 March 2019.

The Charter has been drafted on the assumption that no Euronext index is a critical index (as defined by the Regulation). Should one of the Benchmark Administrators become an administrator of a critical benchmark, these rules shall be revised to comply with the requirements in respect of critical benchmarks.

The Committee is competent for significant benchmarks and will also carry out oversight missions related to non-significant benchmarks, including escalation for the outcomes of reviews, audits, investigations resulting in breaches and complaints for Euronext non-significant benchmarks.

The Charter may be amended from time to time to ensure that, *inter alia*, it remains compliant with current regulation and legislation.

2. ORGANISATION AND FUNCTIONING OF THE OVERSIGHT COMMITTEE

The organisation of the Committee is consistent with the requirements of the Delegated Regulation (EU) no. 2018/1637 of 13 July 2018 supplementing article 5 of Regulation (EU) 2016/1011 of the European Parliament and of the Council with regard to regulatory technical standards for the procedures and characteristics of the oversight function (the “RTS”).

1. The Oversight Committee is appointed by the Managing Board of Euronext N.V., based on their skills and expertise on monitoring and oversight.
2. The Oversight Committee is composed of four persons: the Head of Risk and Compliance, and three other members preferably belonging to the following Euronext functions: 1- Regulation/Government Affairs, 2- Compliance and 3- Finance .

Members of the Management Board of Euronext NV shall not be members of the Oversight Committee. The four members are experts in their respective fields, with a recognised standing and experience in the financial markets and with sufficient seniority within Euronext.

3. The Managing Board of Euronext N.V. may also appoints deputy members with an equivalent level of expertise in the respective fields (Risk and Compliance, Finance and Regulation/Government Affairs) and/or an equivalent level of responsibility. No deputy member shall be involved in the provision of benchmarks. The deputy members may attend any meetings of the Oversight Committee and will do so, at a minimum, whenever a member cannot attend or shall recuse. This will be recorded in the minutes of the Committee.
4. Members of the Committee are required to maintain strict compliance with all Euronext compliance policies.
5. The Head of Risk and Compliance is the chairman of the Committee.
6. In the absence of the chairman, members will appoint one of the members/deputies to chair the meeting, with a default to the Head of Compliance in the first instance.
7. The Managing Board may expand the composition of the Committee upon the reasonable request of the chairman of the Committee. The Managing Board may also revoke an individual’s membership of the Committee for the following reasons:
 - i. The competent authorities request the person’s removal,
 - ii. The person’s function within the Group has changed and no longer complies with the description in section 2 above,
 - iii. The person ceases to be a Euronext employee,
 - iv. The person is not in a condition to discharge his or her duties (long-standing illness), or
 - v. The person does not attend the meetings of the Committee regularly.
8. If a person’s membership of the Committee is revoked or he or she ceases to be a member, another member shall be appointed by the Managing Board of Euronext N.V.
9. The chairman and the other members are appointed for a three-year period, which can be renewed at the discretion of the Managing Board.
10. The Oversight Committee reports to the Euronext Audit Committee (“AC”). The chairman of the Oversight Committee submits reports to the AC twice a year, with a review of the frequency after 12 months. The Oversight Committee escalates to the AC any material breaches of the Regulation within five working days of discovery (or earlier if the breach is made public in less than five days).
11. Each member will submit to the Chairman of the Oversight Committee a declaration of interest in order to mitigate potential conflicts of interest. The declaration shall be updated by members as needed and at a minimum once a year.

12. The names of members of the Committee and their declarations of interest shall be published on the Euronext website.
13. The Oversight Committee shall meet at least twice a year and whenever one or more of its members request a meeting.
14. At least three members or deputy members are required to be present for the meeting to be quorate.
15. Meetings may be conducted over the telephone or via video conference facilities provided all members can hear each other simultaneously. Where practicable, notices, memos and/or agenda will be made available a few days before the meeting.
16. Each member of the Committee has one vote. Decisions are taken by simple majority of votes of the members present. The chairman of the Committee has a casting vote in case that there is no majority at the first voting session. Abstention shall be considered as votes not cast.
17. The votes (in favour, against or abstention) and the results of vote shall be recorded in the minutes of meetings as well as any recusal with the reasons behind.
18. The Committee may require from the RBA or management body of a Benchmark Administrator any document, procedure or evidence to ensure that the responsibilities described in section 3 of the Charter are appropriately carried out. Such management body shall promptly provide the requested documentation, procedures or evidence and shall not circumvent such request. The need-to-know principle as set out in the Euronext confidential and insider information policy shall apply to the relationship between the management body and the Committee.
19. The Committee can appoint one of its members as the contact point for the management body of any Benchmark Administrator.
20. The Committee can appoint one of its members as the contact point for the competent authorities.
21. The chairman shall, at the beginning of each session, request the Committee's members to declare any conflicts of interest that might rise linked with the agenda of the meeting. The request and the answers of attending members shall be recorded in the minutes of the meeting.
22. The Committee may invite other persons to attend meetings of the Committee. Such persons may be either guests and the RBA (ad hoc) or observers (permanent) to provide expertise on specific topics. No such persons shall have voting rights. Their presence and the reasons for their presence shall be recorded in the minutes.
23. An observer is any person with such skills and expertise that he or she will be beneficial for the discussions and topics handled by the Committee.
24. Any member or deputy who reports a conflict on a specific item on the agenda or that occurs during the meeting shall exclude himself or herself or be excluded from the discussion and decision-making for this item, and this shall be reported in the minutes of the meeting.
25. The Committee shall be supported by a permanent secretary who will, among other things, convene the meetings, prepare the minutes, log all breaches, conflicts and claims received by the Committee and ensure that the information to be published according to the Regulation is available on the Euronext N.V. website. The permanent secretary shall have no voting rights.

3. RESPONSIBILITIES OF THE COMMITTEE

The Committee shall assess and, where appropriate, challenge, the decisions of the management body of the relevant Benchmark Administrator with regards to the provision of benchmarks to ensure the fulfilment of the requirements of the Regulation. Without prejudice to point (i) of Article 5(3) of the Regulation, the Committee shall address all recommendations on benchmark oversight to the management body of the relevant Benchmark Administrator.

The responsibilities of the Committee are as follows:

1. Review the benchmark definitions and methodology at least annually:
 - a. Review significant benchmark activities and procedures with the Business Administrator's internal teams at least annually
 - b. Review the Independent Supervisor activities
 - c. Meet with the Independent Supervisors at least annually. Meetings can take place with one representative of the Committee.
2. Oversee any changes to the benchmark methodology and be able to request the Benchmark Administrator to consult on such changes:
 - a. Assess material changes that will trigger a consultation
 - b. Monitor the consultation process (sufficient consultation...)
 - c. Monitor the implementation process.
3. Oversee the Benchmark Administrator's control framework, the management and operation of the benchmark:
 - a. Assess the relevance of the Euronext control framework for the provision of benchmarks:
 - i. Periodic assessment with the Business Administrator's internal teams and Supervisors and recommendations to improve to management of index
 - ii. Contribute to the Internal Audit assessment
 - iii. Monitor relevancy and robustness of business continuity measures (BCP)
 - iv. Review risk register and permanent control (second line of defence).
4. Review the decisions of the management body of the administrator with the purpose of:
 - a. Assessing such decisions
 - b. Challenging where appropriate
 - c. Addressing, in writing, recommendations to the management body.
5. Review and approve procedures for cessation of the benchmark, including any consultation about a cessation.
6. Oversee any third party involved in the provision of the benchmark, including calculation or dissemination agents.
7. Assess internal and external audits or reviews, and monitor the implementation of identified remedial actions.
8. Where the Committee becomes aware that the management body of a Benchmark Administrator has acted or intends to act contrary to any recommendations resulting from a decision of the Committee, it shall document this fact clearly and consider the relevant consequence.
9. Report to the relevant competent authorities any misconduct by a Benchmark Administrator of which the oversight function becomes aware.
10. Complete documentation shall be maintained for at least five years for all aspects of the governance and decisions of the Committee in a manner that makes it accessible for future reference.

The missions described above will be fully implemented for significant benchmarks and will be adjusted to be proportionate to the importance (assets under management or AUM) for non-significant benchmarks.

For non-significant benchmarks under the Regulation, the Oversight Committee will operate in the same way as for significant benchmarks.

For non-significant benchmarks), the Oversight Committee shall implement a risk-based approach to ensure that any problematic matters are addressed in a timely manner whilst allowing all such benchmarks to be reviewed periodically. The determination of the cycle of reviews for these benchmarks shall be agreed with the regulators concerned.

The Oversight Committee shall perform a surveillance of assets under management for all benchmarks. The Administrator shall calculate on a periodic basis with the assistance of an automated tool and inform the Oversight Committee on a basis to be confirmed of any change to the AUM of a benchmark, calculated on the average of assets under management over a period of six months, as well as of the decision subsequent to this change. In the case that the Oversight Committee disagrees, it will act accordingly to item 3.4 stated above and inform the Competent Authority.

Notification of change of status of a benchmark to the Competent Authority will be performed by the Administrator.

4. CONFLICTS OF INTEREST

1. The Committee shall propose to the Managing Board of Euronext N.V. a dedicated Conflicts of Interest Procedure (the “Procedure”) applicable to all persons within Euronext involved with the calculation and publication of indices. This Policy will take into account the Euronext N.V. Code of Conduct and Ethics. The Committee will review the procedure from time to time and update as necessary.
2. The Committee shall promote awareness and compliance with the Procedure by all parties involved.
3. The Procedure shall contain measures for the prevention, identification and management of conflicts of interest and their disclosure and monitoring, as appropriate.
4. The Procedure shall establish procedures to identify potential conflict of interest situations to which the Oversight Committee, the Administrator and the Supervisor and the other businesses of the Euronext Group may be party.
5. The Committee will be in charge of the management of the Procedure and will, if needed, liaise with Risk and Compliance to escalate in accordance with the Conflicts of Interest Procedure.
6. The Committee will review the Conflict of interest register from time to time .

5. TRANSPARENCY

The following information on the Oversight Committee will be publicly disclosed on the Euronext web site:

1. The Charter of the Committee
2. The list of the members and deputy members of the Committee and any identified conflicts of interest.

ANNEX 1: COMMITTEE MEMBERS

NAME	TITLE	LOCATION	ROLE ON ADMINISTRATION
Anne Giviskos	Head of Risk & Compliance	Euronext Paris	Benchmark Oversight Committee (Chairman)
Bernard Holsboer	Group Finance Director	Euronext Amsterdam	Benchmark Oversight Committee
Krijn Vos	Head of Compliance Euronext Group	Euronext Amsterdam	Benchmark Oversight Committee
Robin Jezek	Group Head of Regulatory and Government Affairs	Euronext Brussels	Benchmark Oversight Committee

DEPUTY MEMBERS

NAME	TITLE	LOCATION	ROLE ON ADMINISTRATION
Daphne van der Stam	Director Government Affairs EU	Euronext Amsterdam	Benchmark Oversight Committee Deputy member of Group Head of Regulatory and Government Affairs
Marta Macchione Ferreira	Compliance Officer	Euronext Paris	Benchmark Oversight Committee Deputy member of Head of Compliance Euronext Group

ANNEX 2: DEFINITIONS

Index Operations (EMS-CA): Euronext Market Services – Corporate Actions. The Index Operations department is responsible for the daily operations of the Indices including rebalances, quality checks and the validation of all data related to indices.

Index Design: The Index Design department is responsible for the creation, development, review and interpretation of index methodologies.

Independent Supervisor: The Independent Supervisor (also known as the Steering Committee) is an external committee that is responsible for the majority of index families and in particular approves changes relating to the constituent methodology of them.