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Oslo, 10. December 2019

Doc. ref.: 47843-502-7482177.1

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CONFIDENTIAL

THE NORWEGIAN COMPETITION ACT SECTION 18

SIMPLIFIED NOTIFICATION ("FORENKLET MELDING") OF

EURONEXT NORDICS HOLDING AS' ACQUISITION

OF

NORD POOL HOLDING 2 AS (FORMER WR START UP 307 AS)

1. CONTACT DETAILS**1.1 Notifying party**

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1.2 Contact person

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1.3 Target

Name: Nord Pool Holding 2 AS (former WR Start Up 307 AS)
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1.4 Lawyer representation

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2. DESCRIPTION OF THE TRANSACTION

2.1 Introduction

- (1) Euronext N.V. ("**Euronext**") will following the Transaction (as defined below), through its wholly owned subsidiary *Euronext Nordics Holding AS* ("**Euronext Nordics**"), enter the markets for the operation of (a) a physical electricity trading exchange and related products/services, and (b) coupling operations related to trading and supply of electricity in Europe. Neither of Euronext Nordics nor Euronext are active on these markets, and can therefore file a simplified notification pursuant to section 3 (1) no. 3 of the Norwegian Regulation for the notification of mergers ("**the regulation on notification**"). Please see further in item 5 of this notification.

2.2 Transaction structure

- (2) The parties have agreed to a transaction as set forth in Exhibit 1 to this notification, and with such structure as described shortly in the following (the "**Transaction**"). Euronext will acquire 66 % of the shares in Nord Pool Holding 2 AS (former WR Start Up 307 AS) with reg.no. 823 268 572 (the "**Target**"), a wholly owned subsidiary of Nord Pool Holding AS (reg.no. 919 422 505). The Target will, as part of a reorganization between signing and closing of the Transaction, become the owner of 100 % of the shares in Nord Pool AS with reg.no. 919 585 099 ("**PX**") and European Market Coupling Operator AS with reg.no. 984 058 098 ("**EMCO**"). Euronext will thus acquire a 66 % indirect ownership in PX and EMCO through acquiring 66% of the shares in the Target. The Target will have no further purpose and business than owning shares in PX and EMCO. As of today, prior to the said reorganization, PX and EMCO are wholly owned subsidiaries of Nord Pool Holding AS.
- (3) The current owners of Nord Pool Holding AS will retain a 34 % ownership of shares in the Target, and thus an indirect 34 % ownership in PX and EMCO.

2.3 Rationale of the transaction

- (4) Euronext wishes to offer a broad portfolio of trading products and through this Transaction it will enter the market for physical electricity trading and related coupling operations. Euronext also has experience in internally developing technologies which can be use to upgrade and improve current systems to offer better services. Euronext has the ambition to create a leading pan-European market infrastructure, notably through further diversifying its business profile, further driving its mission of financing the real economy. Expanding to power markets is a key aspect in that respect. As part of its new strategic plan, Euronext aims at developing new growth and diversification initiatives in new asset classes.
- (5) This Transaction would enable Euronext to enter the market for physical electricity trading and related coupling operations, widening its trading portfolio and reducing its exposure to traditional financial market cycles. This Transaction will also strengthen Euronext commodity franchise by leveraging the Target's subsidiaries' leadership position and know-how in physical power markets. Euronext believes that the Target will benefit from Euronext's extended footprint and commercial effort in continental Europe, and technological expertise to expand the reach of its technology and enabling further growth in a dynamic market environment across Europe.

3. OBLIGATION TO NOTIFY

3.1 Turnover

- (6) The Norwegian requirement in accordance to the Norwegian Competition Act section 18(2) a) and b), the turnover thresholds are met. The Transaction must therefore be notified to the Norwegian Competition Authorities ("NCA").

Companies concerned	Turnover 2018 NOK
Euronext	0
Oslo Børs VPS Holding ASA	1 046 868 000
Oslo Børs ASA	531 917 000
Verdipapirsentralen ASA	498 369 000
Oslo Market Solutions AS	16 582 000
Nord Pool AS	292 976 000
European Market Coupling Operator AS	90 015 000
Total amount:	1 429 859 000

4. THE PARTIES

4.1 Euronext N.V.

- (7) Euronext is a Dutch public company with limited liability (Naamloze Vennootschap) which has its registered office in Amsterdam and which is registered with the trade register of the Chamber of Commerce for Amsterdam, the Netherlands, under number 60234520. Euronext is the leading pan-European exchange, covering Belgium, France, Ireland, the Netherlands, Norway, Portugal and the UK. With close to 1,500 listed issuers worth €4.3 trillion in market capitalization as of end September 2019, Euronext has an unmatched blue chip franchise that includes 26 issuers in the Morningstar® Eurozone 50 IndexSM and a strong diverse domestic and international client base. Euronext operates regulated and transparent equity and derivatives markets and is the largest centre for debt and funds listings in the world. Its total product offering includes Equities, FX, Exchange Traded Funds, Warrants & Certificates, Bonds, Derivatives, Commodities and Indices. Euronext also leverages its expertise in running markets by providing technology and managed services to third parties. In addition to its main regulated market, Euronext also operates Euronext GrowthTM and Euronext AccessTM, simplifying access to listing for SMEs. The Norwegian stock exchange and its clearing & settlement subsidiary, together operating as Oslo Børs VPS, joined Euronext on 17 June 2019.
- (8) In 2019, Euronext acquired 100 % of the shares of the Norwegian trade exchange Oslo Børs VPS Holding ASA (reg.no. 983 268 617). Oslo Børs VPS Holding ASA owns 100% of the share capital of Oslo Børs ASA (reg.no. 983 268 633), Verdipapirsentralen ASA ("VPS") (reg.no. 985 140 421) and Oslo Market Solutions (reg. no. 883 262 492). Through its business areas and subsidiaries, Oslo Børs VPS Holding ASA operates the market places for trading in financial instruments, together with settlement, securities, registration, and information services.
- (9) Oslo Børs ASA is the central market place for listing and trading of financial instruments in the Norwegian market. It offers listing and trading in equities, equity certificates, ETPs, fixed

income products and derivatives products. Oslo Børs ASA owns 100% of the share capital of NOTC AS (reg.no. 981 367 391), a marketplace for unlisted shares and 97% of the share of Fish Pool ASA (reg.no. 982 985 110) which operates a global exchange for purchase and sale of financial Salomon contracts, including price hedging.

- (10) VPS is a Norwegian limited company licensed to register rights to financial instruments with legal effects under the Norwegian Securities Register Act. VPS offers registration of the most common types of financial instruments traded in Norway, including shares, bonds, equity certificates, certificates and fund shares. The company provides efficient infrastructure and services for settlement and registration of securities to investors and issuers through a network of brokers, banks and management companies.
- (11) Oslo Market Solutions develops solutions that promote securities trading. It offers solutions to collect, process, distribute and present information on the financial markets. The objective is to give market players easy access to information that provides insight into the market, and the individual instruments.
- (12) For more information about Euronext's operations and products offered in different countries, please visit: <https://www.euronext.com/en/list-products>.

4.2 Euronext Nordics Holding AS

- (13) Euronext Nordics is a wholly owned subsidiary of Euronext, incorporated under the laws of Norway with company registration number 923 861 564.
- (14) Euronext Nordics is currently registered in the Norwegian public records under the company name *Inceptum 1218 AS*, but it has recently been resolved by the company's general meeting to amend the company name to Euronext Nordics Holding AS.
- (15) Euronext Nordics will be the purchaser of the shares in the Transaction. There has been no business in the company since its incorporation. Following the Transaction, the company shall have no further purpose or business than owning shares in the Target on behalf of the ultimate parent company, Euronext and potentially other companies in the Nordics.

4.3 WR Start Up 307 AS

- (16) Target is a wholly owned subsidiary of Nord Pool Holding AS. Target is currently registered in the Norwegian public records under the company name *WR Start Up 307 AS*, but it has recently been resolved by the company's general meeting to amend the company name to Nord Pool Holding 2 AS.
- (17) There has been no business in the company since its incorporation. Following the Transaction, the company shall have no further purpose or business than owning shares in PX and EMCO on behalf of its owners Euronext Nordics and Nord Pool Holding AS (to be renamed).

4.4 Nord Pool AS

- (18) PX is a European power exchange for trading of physical electricity across Europe, including day-ahead trading and intraday trading. PX also offers related services such as clearing and settlement, data and compliance as well as consultancy services. Approximately 360 customers trade on PX today.

- (19) PX operates trading markets in Norway, Denmark, Sweden, Finland, Estonia, Latvia, Lithuania, Germany, Netherlands, Belgium, Austria, Luxembourg, France and the United Kingdom. The company has offices in Oslo, Stockholm, Helsinki, Tallinn, London and Berlin.
- (20) PX holds 100% of the shares in each of Nord Pool Consulting AS (reg.no. 913 500 733), Nord Pool AB (registered in Sweden) and Nord Pool Finland Oy (registered in Finland). Nord Pool Consulting AS deliver consultancy services within power exchange trading of physical electricity. Nord Pool AB and Nord Pool Finland Oy are established for PX's hiring of employees in Sweden and Finland, as part of the foreign operations of PX in these countries.
- (21) PX currently owns 50% of the shares in each of Nodes AS (reg.no. 920 321 844) and Nodes Tech AS (reg.no.920 824 404). As part of the Transaction, Nord Pool Holding AS will retain the 50 % ownership in both of Nodes AS and Nodes-Tech AS. Thus, Euronext Nordics will not acquire any ownership in neither of the said companies.

4.5 European Market Coupling Operator AS

- (22) European Market Coupling Operator AS ("EMCO") is a provider of market coupling and capacity allocation services for cross-zonal electricity trading, by means of European coupling operation of physical electricity, along with other NEMOs (as defined below).
- (23) EMCO is designated as a nominated electricity market operator ("NEMO"), as further regulated in the Commissions regulation (EU 2015/1222) on capacity allocation and congestion management (CACM).
- (24) The purpose of EMCO is to provide single day-ahead and intraday market coupling services, together with other NEMOs, including by maintaining and developing pan-European trading matching algorithms and operating those algorithms on a day-to-day basis. Together with other NEMOs, EMCO calculates optimal electricity flows based on available transmission capacities from the transmission system operators (TSOs) and matches the available capacity with anonymous order books from the power exchanges. EMCO's services thereby prepare for a power flow from the low-price area into the high-price area. Afterwards, EMCO validates and sends the single day-ahead and intraday coupling results to PX and other NEMOs.
- (25) EMCO holds 100% of the shares in each of European Market Coupling Operator AB (registered in Sweden) and European Market Coupling Operator Oy (registered in Finland). Both are established for EMCO's hiring of employees in Sweden and Finland, as part of the foreign operations of EMCO in these countries.

5. CONDITIONS FOR SIMPLIFIED NOTIFICATIONS ARE MET

5.1 No overlap in any product or geographic market (horizontal overlap)

5.1.1 Product and geographical market which PX operates on

- (26) The electricity industry is a distinct industry that includes several markets and sub-markets. PX operates day-ahead markets (market for trading of physical electricity with delivery next day) and intraday markets (market for continuous trading of physical electricity until an hour before delivery), including clearing services and certain other associated services. PX does not have operations in the financial electricity markets.

- (27) The geographical market for the abovementioned product markets should constitute the same geographical area in which PX operates a power exchange. PX today operates day-ahead markets in the Nordics, Baltics and the UK, and additional intraday markets in France, Germany, Austria, Belgium, the Netherlands, and Luxembourg. PX also provides services to the Croatian and Bulgarian power markets.

5.1.2 *Product and geographical market which EMCO operates on*

- (28) EMCO, which is as described above as a "NEMO" (nominated electricity market operator) provides services related to single day-ahead and single intraday market coupling, including market surveillance tasks relating to the physical electricity market.
- (29) The services of EMCO include matching and allocating orders in accordance with the single day-ahead coupling and single intraday coupling results, and sharing such results with PX and other NEMOs (please refer to section 24 above. The notifying party is of the opinion that the services should be considered as part of the same product market since the EU Regulation 2015/1222 of 24 July 2015 (CACM Regulation) and regulation (EC) 714/2009 provide detailed regulations on a NEMO-operator's activity, and it is therefore not possible to conduct a further segmentation of the product market. We note that parts of EMCO's responsibilities as a NEMO (as further set out in Section 7 of the CACM Regulation) have been delegated to PX in accordance with an intragroup cooperation agreement.
- (30) As NEMOs operate in national or regional markets¹, the relevant geographical market coincides with the scope of EMCO's business. EMCO has been designated as a NEMO in the following countries: Norway, Sweden, Denmark, Finland, Estonia, Latvia, Lithuania, Poland, Germany, the UK, the Netherlands, Belgium, France and Austria. In addition, EMCO has been welcomed to operate in Ireland based on passporting of its other NEMO designations (cf. Section 4(5) of the CACM Regulation). Based on this the notifying party is of the opinion that the geographical market should consist of the countries listed above.

5.1.3 *Conclusion*

- (31) Neither Euronext nor any companies that Euronext controls are active on any of the product markets as described above. Euronext and Target (which will hold the direct ownership in PX and EMCO) are therefore not active on the same product and geographic market (no horizontal overlap).
- (32) Based on this, the requirements for submitting a simplified notification are met, cf. the regulation on notification section 3 (1) no.3 a).²

5.2 **No vertical overlap**

- (33) Based on the description of the relevant markets under item 5.1, Euronext is not active on other markets in chain of supply, i.e. previous or subsequent markets, and the Parties therefore do not have any vertically overlapping business.

¹ <https://www.emissions-euets.com/internal-electricity-market-glossary/696-nominated-electricity-market-operator-nemo>

²FOR-2013-12-11-1466 om melding av foretakssammenslutning mv. av 17.12.2013.

6. COMPETITORS, CUSTOMERS AND SUPPLIERS

- (34) As the Parties do not have any overlapping business on any market, or any market that Norway is part of, it is not necessary to list the five most important customers, suppliers and customers, cf. the regulation on notification section 3(2) d).

7. ANNUAL FINANCIAL REPORT

- (35) The financial reports are available online, and in accordance with the guidelines for simplified notification, the links below provide information on where the financial reports can be found.

Euronext N.V:

<https://www.euronext.com/en/investor-relations/financial-information/financial-reports>

Oslo Børs VPS Holding Group ASA:

https://www.oslobors.no/ob_eng/content/download/234872/3546904/file/Oslo%20B%20%C3%A5rsrapport_ENG_links.pdf

European Market Coupling Operator AS:

<https://w2.brreg.no/enhet/sok/detalj.jsp?orgnr=984058098>

Nord Pool AS:

<https://w2.brreg.no/enhet/sok/detalj.jsp?orgnr=919585099>