

NYSE Euronext
Form 425
May 09, 2011

A Superior Alternative for Global Markets:
Growth, Competition and Stockholder Value
NASDAQ OMX & ICE Proposal to Acquire NYSE Euronext
May 9, 2011
Filed by IntercontinentalExchange, Inc.

Edgar Filing: NYSE Euronext - Form 425

(Commission File No. 001-32671)
Pursuant to Rule 425 under the
Securities Act of 1933, as amended
Subject Company:
NYSE Euronext
(Commission File No. 001-33392)

2

Disclaimer

Forward-Looking Statements

Information set forth in this communication contains forward-looking statements that involve a number of risks and uncertainties. This information is not a guarantee of future performance and that actual results could differ materially from those contained in the information but are not limited to (i) projections about future financial results, growth, trading volumes, tax benefits and achievement of synergies, (ii) tax benefits of certain strategic initiatives, (iii) statements about integrations of recent acquisitions, and (iv) other statements that are forward-looking.

of risks, uncertainties or other factors beyond NASDAQ OMX's and ICE's control. These factors include, but are not limited to, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U.S. market conditions and fluctuations, and the results of NASDAQ OMX's and ICE's filings with the U.S. Securities and Exchange Commission (the "SEC"), including (i) NASDAQ OMX's and ICE's filings with the SEC that are available on NASDAQ OMX's website at <http://nasdaqomx.com> and (ii) ICE's annual reports on Form 10-K and quarterly reports on Form 10-Q, available at <http://theice.com>. NASDAQ OMX's and ICE's filings are also available on the SEC website at www.sec.gov. Risks and uncertainties relating to the proposed transaction: ICE and NYSE Euronext will not enter into any definitive agreement with respect to the proposed transaction; required regulatory approvals may not be obtained on satisfactory terms and in a timely manner, if at all; the proposed transaction will not be consummated; the anticipated benefits of the transaction may be delayed or may not be realized; NYSE Euronext's operations with those of NASDAQ OMX or ICE will be materially delayed or will be more costly or difficult to implement; and NYSE Euronext may be required to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

Important Information About the Proposed Transaction and Where to Find It:

Subject to future developments, additional documents regarding the transaction may be filed with the SEC. This material is for informational purposes only and does not constitute an offer to exchange, or a solicitation of an offer to exchange, shares of common stock of NYSE Euronext.

This material is not a substitute for the tender offer statement, registration statements, offer to exchange/prospectuses and other documents that NASDAQ OMX, ICE and their affiliates regarding an exchange offer for shares of common stock of NYSE Euronext. Nor is this material a substitute for the tender offer statement, registration statements, offer to exchange/prospectuses and other documents that NASDAQ OMX, ICE and NYSE Euronext would file with the SEC. Such documents, however, are not currently available. **TENDER OFFER STATEMENT, REGISTRATION STATEMENTS, OFFER TO EXCHANGE/PROSPECTUSES AND OTHER DOCUMENTS THAT NASDAQ OMX, ICE AND THEIR AFFILIATES WILL FILE WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS THERETO, ARE BEING PREPARED AND WILL BE FILED WITH THE SEC AND WHEN THEY BECOME AVAILABLE, BECAUSE SUCH DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION THAT MAY BE NECESSARY FOR YOU TO MAKE AN INVESTMENT DECISION. YOU SHOULD REVIEW THESE DOCUMENTS ON THE SEC'S WEBSITE (<http://www.sec.gov>) OR BY DIRECTING A REQUEST, IN THE CASE OF NASDAQ OMX'S FILINGS, TO NASDAQ OMX AT 1735 B STREET, N.W., WASHINGTON, D.C. 20007, OR BY DIRECTING A REQUEST, IN THE CASE OF ICE'S FILINGS, TO ICE, AT 2100 RIVEREDGE PARKWAY, SUITE 500, ATLANTA, GEORGIA, 30328, ATTENTION: INVESTOR RELATIONS OR, IN THE CASE OF ICE'S FILINGS, TO ICE, AT 2100 RIVEREDGE PARKWAY, SUITE 500, ATLANTA, GEORGIA, 30328, ATTENTION: INVESTOR RELATIONS.** This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any offer of securities. Any offer or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities will be made unless and until the requirements of Section 10 of the U.S. Securities Act of 1933, as amended, are satisfied.

Participants in the Solicitation:

NASDAQ OMX, ICE, and their respective directors, executive officers and other employees may be deemed to be participants in the transaction. You can find information about NASDAQ OMX and NASDAQ OMX's directors and executive officers in NASDAQ OMX's proxy statement for its 2011 annual meeting of stockholders, filed with the SEC on April 15, 2011, and in NASDAQ OMX's proxy statement for its 2011 annual meeting of stockholders, filed with the SEC on April 15, 2011. You can find information about ICE and ICE's directors and executive officers in ICE's Annual Report on Form 10-K, filed with the SEC on April 1, 2011, and in ICE's proxy statement for its 2011 annual meeting of stockholders, filed with the SEC on April 1, 2011. Additional information about the interests of potential participants will be included in the joint prospectus/proxy statement, if applicable, filed with the SEC.

Non-GAAP Information

In addition to disclosing results determined in accordance with GAAP, NASDAQ OMX also discloses certain non-GAAP results, including diluted earnings per share, operating expenses, and operating income that make certain adjustments or exclude certain charges. Management believes that this non-GAAP information provides investors with a better understanding of our operating performance by making certain adjustments or excluding costs or gains and assists investors in comparing our operating performance, along with GAAP information, in evaluating its historical operating performance. The non-GAAP information is not intended to be a substitute for, or superior to, GAAP information used by other companies. The non-GAAP information should not be viewed as a substitute for, or superior to, GAAP information.

3

Strengthens European equity markets by creating a new,
truly pan-European equity trading platform

Creates major new force in European derivatives which will
significantly enhance competition

Invigorates market and technology innovation throughout
equities and derivatives markets

Secures Paris and London as premier International financial hubs

Greater benefits to all stakeholders and more responsive to global market structure evolution

Compelling & Superior Proposal -

\$41.95 Per Share

\$41.95 per share offer represents greater value for NYX stockholders

11%

premium

to

Deutsche

Börse

offer

(1)

Opportunity to participate in value creation through

\$740mm

in

combined

synergies

2

and

enhanced

growth

prospects

Greater immediate value through cash component and

longer term through NASDAQ OMX and ICE stock

Creates more diversified and efficient platforms in core

markets

Significant value creation for both stockholder bases

from revenue and expense synergies

Meaningful earnings accretion

Europe

US

Creates deeper liquidity pools, better price discovery for

investors and greater market efficiencies in US cash

equities and equity options

Provides greater flexibility to invest in ongoing innovation

and platform enhancements with increased scale

Solidifies US leadership in global capital markets

Enhances customer benefits by providing consolidated view

of fragmented marketplace

NYSE EURONEXT STOCKHOLDERS

NASDAQ OMX AND ICE STOCKHOLDERS

INVESTORS, ISSUERS AND OTHER MARKET PARTICIPANTS

Note: Synergy assumptions subject to due diligence.

(1) Based on Deutsche Börse closing price of 56.23 and \$ / exchange rate of 1.4322 as of May 6, 2011. (2) Reflects comb

4
The NASDAQ OMX and ICE have submitted a joint proposal to acquire NYSE Euronext
for
\$13.3
billion
in
aggregate
value
1
Transaction Overview
Liffe
Equity Derivatives
NYSE Liffe US
New York Portfolio Clearing
Clearing
US Cash Trading
European Cash Trading
US Listings
European Listings
US Options
Transaction Services
Data Services
Infrastructure Services

Acquired by

\$4,698 mm in ICE stock

\$1,650 mm in cash

\$6,348 mm total

Acquired by

\$2,784 mm in NDAQ stock

\$2,121 mm in cash

\$2,074 mm in assumed NYX debt

\$6,979 mm total

NYSE Euronext

DERIVATIVES

CASH TRADING & LISTINGS /

US OPTIONS

INFORMATION SERVICES &

TECHNOLOGY SOLUTIONS

(1) As of March 31, 2011.

5
Proposed Transaction Summary
STRUCTURE
CONSIDERATION
IMPLIED NYX PRICE
PER SHARE
PREMIUM TO:

CLOSE 3/31/11

CURRENT DEUTSCHE
BÖRSE OFFER

UNAFFECTED NYX PRICE

(2/8/11)

NASDAQ OMX to acquire 100% of the outstanding shares of NYSE Euronext (NYX)

NASDAQ OMX to retain NYSE Euronext Cash Trading & Listings, US Options and
Information Services & Technology Solutions businesses

In a contemporaneous transaction, ICE to acquire NYSE Liffe including Liffe US and NYPC

0.4069 shares of NDAQ stock per NYX share

0.1436 shares of ICE stock per NYX share

\$14.24 in cash per NYX share

Represents 66% in NDAQ / ICE stock and 34% in cash

\$41.95

21%

11%

27%

ANTICIPATED CLOSING

Q4 2011, subject to government, regulatory and NYSE Euronext, NASDAQ OMX and ICE
stockholder approvals

6

The NASDAQ OMX and ICE proposal provides greater value, certainty and long-term benefits for all stakeholders

Transaction Comparison

NASDAQ OMX and ICE Offer

Deutsche Börse Offer

REGULATORY

MANAGEMENT /
GOVERNANCE

MARKET EFFICIENCIES

Creates new pan-European equity trading platform with locally-governed exchanges with the ability to effectively compete and innovate

Creates a new force in European derivatives which will enhance competition

Credible management teams with proven ability to integrate businesses and realize synergies

More balanced approach to governance

Strategically responsive to evolving market dynamics

Greater benefits for customers and investors

Reduces fragmentation of US equity markets

Common clearing technology used in European derivatives

Reduces competition in European equity and derivatives markets

Higher stockholder approval (75% of Deutsche Börse shares must be tendered)

High transaction break-up fee

Significant implications for Paris and London markets

Consolidations by Deutsche Börse and NYSE

Euronext have resulted in write downs of over \$2.5 billion in the last three years

Continued fragmentation of US equity market

Increased execution risk complexities

STOCKHOLDER VALUE

Greater absolute value -

\$41.95 per share

Proposal represents a 11% premium to the Deutsche Börse offer

(1)

Stronger potential upside given superior growth prospects and significant, realizable combined synergies of \$740 million

annually

Lower absolute value

Lower premium for NYX stockholders

Less certain long-term prospects

Only \$583 million of total annual expense synergies and \$133 million in annual revenue synergies

Lower probability of synergy realization

BRANDING

Combines to form NASDAQ NYSE Euronext

No name chosen

(1) Based on Deutsche Börse closing price of 56.23 and \$ / exchange rate of 1.4322 as of May 6, 2011.; (2) Subject to due

2

7

Key Stockholders Issues

A Superior Proposal is available to stockholders, reflecting a 11% premium or \$1.1 billion of additional value (as of 5/6/2011)

The
actions
of

the
NYSE
Euronext
Board
hide
behind
Delaware
case
law,
rather
than
align
with
the
interests
of
its
stockholders

Antitrust risks exist in both transactions, though only NASDAQ OMX and ICE included a reverse break-up fee. For the NYSE Euronext / Deutsche Börse (DB) transaction, NYSE Euronext stockholders are still required to vote before antitrust approvals or conditions are determined

HSR review of proposal is underway and NASDAQ OMX and ICE have received and are responding to a Second Request for information in connection with NASDAQ OMX's filing

The Deutsche Börse agreement allows for discussions and due diligence to occur in the event NYSE Euronext receives a proposal that may possibly be determined to be superior, yet NYSE Euronext refuses to engage with NASDAQ OMX / ICE

The strategy for the lower-value combination with Deutsche Börse has not been articulated or differentiated from the current strategy, which has underperformed

3-year
EPS
CAGR
of
(8)%
for
NYSE
Euronext
and
(6)%
for
Deutsche
Börse
(1)

The strategy of the NASDAQ OMX/ICE proposal is to create two strong pure play exchanges which will be operated by management

teams
who
have
consistently
delivered
industry
leading
results

3-year
EPS
CAGR

of
+10%

for
NASDAQ OMX and +17% for ICE

(1)
NASDAQ OMX and ICE stand ready to meet with the NYSE Euronext Board to discuss the proposal and begin due diligence in an expedient manner with appropriate safeguards to protect competitively sensitive information, and work toward a superior outcome for NYSE Euronext stockholders

Our proposal offers substantially greater short and long-term value. Meeting to discuss our superior proposal presents no downside risk and only upside for stockholders

(1) For FY2007 to FY2010.

8
NASDAQ OMX / ICE Proposal vs. Deutsche Börse Proposal
Comparison of Key Financial Metrics
FINANCIAL PERFORMANCE
PRICE PERFORMANCE
(5/6/11)
TRANSACTION

PREMIUM (5/6/11)

TRANSACTION SYNERGIES

\$740mm

\$533mm (recently revised to \$728mm)

DB Offer (%):

DB Offer (\$):

Unaffected NYX Price (2/8/11):

11%

\$4.10 / Share

26%

Unaffected NYX Price (2/8/11):

13%

ICE

NASDAQ

DB

NYSE

07A

10A CAGR:

Revenue

EPS

26%

17%

23%

10%

(1)%

(6)%

(2)%

(8)%

07A

10A CAGR:

Revenue

EPS

ICE

NASDAQ

DB

NYSE

CAGR Since IPO

(1)

Mkt Cap Growth Since 1/1/07

32%

38%

19%

36%

13%

(23)%

(12)%

(42)%

CAGR Since IPO

(1)

Mkt Cap Growth Since 1/1/07

RECENT ACQUISITION
IMPAIRMENT CHARGES

ICE
NASDAQ
DB
NYSE

\$1.2bn

\$1.6bn

2008

2010:

2008

2010:

PRO FORMA NYSE

INVESTMENT

PROFILE

(2)

61%

39%

Derivatives (ICE)

Cash Equities (NASDAQ)

Derivatives

Cash Equities & Other

37%

63%

PRO FORMA DERIVATIVES

BUSINESS MIX

(2010 VOLUMES)

(3)

BREAKUP FEES

\$350mm

\$350mm

Breakup Fee

Antitrust Reverse Breakup Fee

Breakup Fee

Antitrust Reverse Breakup Fee

250mm

NASDAQ OMX / ICE

Deutsche Börse / NYSE Euronext

(1) NASDAQ OMX performance based on 2/11/05 offering price of \$9.00; NYSE Euronext performance based on 5/10/06 offering price of \$9.00

(2) ICE / NASDAQ OMX figures based on equity consideration mix. Deutsche Börse / NYSE Euronext figures based on pro forma consideration mix.

(3) Excludes ICE OTC CDS volumes and Bclear volumes.

9

Retain local management and governance

Respond strategically to evolving market dynamics

×

Entrench current management teams

Comparison of Strategies

TECHNOLOGY

EXCHANGE

CONSOLIDATION

BRANDING

Focus on markets and businesses that leverage management's expertise

Expand geographically into complementary markets with clear product, distribution and customer benefits

Leverage a single, best-in-class technology platform across regions and products to drive efficiencies and lower cost structures

Disciplined approach to acquisitions

Focused on creating shareholder value

Concentrate on integration and delivering synergies to drive additional value

×

Bigger is better

×

Support and operate multiple platforms

×

Increase scale through acquisitions regardless of impact on shareholder value

EXCHANGE MODEL

Pure play exchange model

Efficient, low cost operations with superior technology

Rapid product innovation for customers and markets

×

Conglomerate approach

×

Supermarket

exchange model

NASDAQ OMX / ICE vs. Deutsche Börse / NYSE Euronext

GLOBAL FOOTPRINT

NASDAQ NYSE EURONEXT

Retain local brand names and market presence

×

Unknown

PRODUCT / ASSET

CLASS EXPANSION

Deep, end-to-end coverage within respective markets

Promote innovation in new markets and products such as OTC and clearing

Focus on diversity of products and lines of business

×

Concentrated product offering

MANAGEMENT /

GOVERNANCE

PRO FORMA

DERIVATIVES BUSINESS

MIX (2010 VOLUMES)

Balanced exposure to all derivatives product families

×

Focused on interest rates and equity options

NASDAQ OMX / ICE

Deutsche Börse / NYSE Euronext

10
A Strategically Superior Offer
GLOBAL GROWTH
PROSPECTS
MANAGEMENT TRACK
RECORD
MARKET EFFICIENCIES

Creates two entrepreneurial global exchanges that will remain highly nimble to better capitalize on international growth opportunities

Creates a leading global, end-to-end derivatives franchise with a more diverse product set spanning energy, commodities, interest rates, credit and foreign exchange products

Proven ability to successfully integrate businesses
Consistently meet or exceed synergy targets on or ahead of schedule

Top performers in the industry, delivering double-digit revenue and earnings growth in the last three years

Facilitates deeper liquidity pools, greater market stability, better price discovery and greater transparency in the U.S. equity markets

Strengthens European equity markets by creating a new, truly pan-European equity trading platform

Will maintain a competitive European derivatives market run on a highly efficient and proven trading platform

×

Results in a conglomerate with dual headquarters, reducing its ability to quickly respond to evolving market dynamics and business opportunities

×

Results in high concentration in European derivatives with high product concentration in interest rate products

×

Acquisitions have resulted in write downs of over \$2.5 billion combined in the last three years

×

Proven inability to realize stated synergies in prior acquisitions

×

Underperformed the industry, posting negative revenue and earnings growth in the last three years

×

Onerous governance and management structure

×

Continued fragmentation of U.S. equity market

×

Increased execution risks

×

Will create a derivative behemoth with over 90% share

FRANCHISE VALUE

Creates two pure play global exchanges run by separate best-in-class operators in cash equities and derivatives

Greater potential upside given superior growth prospects and significant realizable combined synergies

Offers investors cash and over 60% exposure to the high growth derivatives sector

×

Results in a conglomerate of businesses run by management with failed integration history

×

Limited upside given uncertain long-term prospects and lower probability of synergy realization

×

Offers investors no cash and over 60% exposure to cash equities and other businesses

The NASDAQ OMX/ICE offer is strategically superior to the proposed Deutsche Börse/NYSE Euronext combination and will unlock greater long-term value for NYSE Euronext stockholders and all market participants

NASDAQ OMX / ICE

Deutsche Börse / NYSE Euronext

11
A Fair and Balanced Merger Agreement
1)
Why
is
March
2012

set
as
the
merger
agreement
termination
date?

The
March
2012
deadline
is

simply
a
holdover
from
the
date

included in the Deutsche Börse agreement for their own timelines. If NYSE Euronext I has concerns about the date, we would
to discussing them with the NYSE Euronext board.

2)

What
are
the
financing
conditions?

There
are
no
financing
conditions.

NASDAQ
OMX

and
ICE
are
required

to
show
up
with
the
funds
at
closing.

3)

Why
include
a
change

in
Fiduciary
Recommendation?

This
provision
mirrors
that
included
in
the
Deutsche
Börse
agreement
and
addresses requirements of Delaware law.

4)
Why include a double
Break-Up Fee?

If a bidder tops the NASDAQ OMX/ICE deal once NASDAQ OMX/ICE have paid the break-up fee to Deutsche Börse we should not be left empty-handed on a net basis.

5)
Why
does
NYSE
Euronext
not
have
the
right
to
Specific
Performance?

However,
we
not
e
that
NYSE
Euronext
has
no
right
to
specific
performance in the Deutsche Börse agreement, either. We look forward to discussing this with the NYSE Euronext Board.

6)
What
improvements
did
you

make?

In addition to a financially superior offer, we have added a \$350mm reverse break-up fee payable in the event of a failure to obtain antitrust or competition approvals and removed the burdensome force the vote obligation to which NYSE

Euronext agreed with Deutsche Börse. Furthermore, we only require approval by holders of a majority of the outstanding NA and ICE shares, unlike the DB / NYSE transaction, which is conditioned on tender by the holders of at least 75% of the outstanding shares.

Without the benefit of a dialog with the NYSE Euronext Board, NASDAQ OMX and ICE presented a fair and balanced Merger Agreement based largely on the existing Deutsche Börse agreement. The companies remain open to discussing and addressing any legitimate concerns NYSE Euronext has on execution and to negotiating a merger agreement that is acceptable to each of our companies

12

DB's Additional Synergies Are Not Credible

NYSE Euronext investors should be highly skeptical that after two years of exploratory merger discussions, including more than six months dedicated to finalizing the transaction, NYSE Euronext has suddenly found a reported \$100 million in additional synergies

This

increase

appears

not

to

be

a

matter

of

sharpening

a

pencil,

but

an

unexplained

shift

in

strategy

The discovery that initial synergies were understated by one-third comes after receiving a Superior Proposal from NASDAQ OMX and ICE that achieves greater synergies

If there are additional synergies to be found after the merger economics have been agreed, then it has to come at the expense of NYSE Euronext stockholders because there has been no increase in the price they are being offered

NYSE

Euronext

should

describe

these

newly-found

synergies

in

detail

in

order

to

support

the

credibility

of

these

revised estimates, particularly in light of commitments to retain two technology platforms and two headquarters

Increasingly it appears that NYSE Euronext is more focused on protecting the transaction than its stockholders

NASDAQ OMX and ICE have described in detail our proven and focused long-term strategy from which stockholders would benefit and our companies demonstrated outperformance relative to their proposed strategy of creating a financial supermarket

We look forward to having the same opportunity when the NYSE Euronext Board agrees to due diligence

13

NASDAQ OMX and ICE have delivered significant earnings growth through successful acquisitions and integrations, despite a challenging macro economic environment

Source: Company filings; pro forma financials adjusted for non-recurring items.

* TMX growth calculated using Q111 consensus results.

Proven Ability to Deliver Growth

Q1

07

Q1
11
EPS
Growth
(%)
Full
Year
2007

2010
EPS
Growth
(%)

14
NYSE Euronext's Integration History
Synergies

\$275M in expense synergies targeted in 3 years

didn't deliver as promised

\$100M in promised revenue synergies never realized
Declining EPS & Margins

From 2007 to 2010:

Revenues are off 9%

Operating Income is down 25%

Net Income decreased 22%

Margins declined from 40% to 33 %
Value Destruction

\$1.6 billion impairment charge taken in Q408 to reflect failure to deliver promised returns for acquisition

1.
Source:

NASDAQ OMX results; company website: ir.nasdaq.com. 2007 reflects pro forma non-GAAP results and are adjusted to include certain items that are non-recurring in nature. 2010 reflects non-GAAP results and excludes certain items that are non-recurring

NYSE Euronext : 2007 results reflect pro forma non-GAAP results reported in earnings release dated February 5, 2008. 2010 February 8, 2011

15
Deutsche Börse's Integration History
Integration
Difficulties

\$2.8 billion purchase of ISE in 2007

Failed to integrate technology platforms 3 years
following
transaction

ISE
still
powered
by
NASDAQ OMX Technology
Declining
Business

Significant loss in market share, falling from ~ 30%
in 2007 to 20 % in 2010 (PHLX is up from 15% to
30%)
Value
Destruction

Multiple impairment charges realized on ISE
acquisition

416 million impairment charge taken in Q409

450 million impairment charge taken in Q410

16
Key Points for NYX Stakeholders to Consider
What NYSE Euronext Will Tell You
The Reality
NASDAQ / ICE
PROPOSAL FACES
UNACCEPTABLE

ANTITRUST RISKS

NASDAQ OMX / ICE proposal recognizes the global nature of competition for listings and trading and the dramatic increase in off-exchange trading

A combined NASDAQ OMX / NYSE will create a global listing franchise that can attract issuers from around the world, create deeper and more liquid markets, improve transparency, increase market access and connectivity, enhance effectiveness of regulation and create a better advocate for issuers on regulatory matters

The U.S. listings business is tightly regulated by the SEC Listing location is independent of where a stock actually trades HSR review of NASDAQ OMX and ICE proposal is underway and both NASDAQ OMX and ICE are responding to a Second Request for information in connection with their filings

The DB proposal will be subject to a lengthy and extensive regulatory and competition review due to combined Euronext / Liffe market position in European derivatives and provides no protection for NYSE Euronext stockholders in the event that DB fails to receive regulatory approval

Unlike the DB proposal, NASDAQ OMX / ICE proposal includes a \$350mm reverse breakup fee in the event of a failure to obtain required antitrust or competition approval

The NASDAQ OMX / ICE proposal will not survive review by antitrust regulators

antitrust issues regarding U.S. listings cannot be overcome

Potential European competition issues with DB proposal will be easily resolved

Distinguishing Between NYSE Euronext's Stated Myths vs. the Reality

REVERSE BREAKUP

FEE IS ILLUSORY

The reverse breakup fee is illusory as the fee would merely offset NYSE Euronext's termination fee paid to DB NASDAQ OMX and ICE will pay the termination fee to DB provided for in the business combination agreement and the reverse breakup fee of \$350mm will be an incremental fee to NYSE Euronext stakeholders if antitrust and competition approvals were not obtained

17
Key Points for NYX Stakeholders to Consider
DB PROPOSAL
DELIVERS GREATER
LONG-TERM
STAKEHOLDER
VALUE

NASDAQ OMX / ICE proposal offers far greater long-term value from synergy opportunities

\$740mm of anticipated synergies vs. DB proposal of \$533mm (revised to \$728mm) NYSE Euronext and DB management have been unable to realize stated synergies in past acquisitions NYSE Euronext and DB's poor integration and execution have resulted in meaningful value destruction for shareholders with over \$2.5bn of write-downs since 2008

NASDAQ OMX / ICE proposal creates two global exchanges under proven and specialized management teams with strong track records of achieving synergies and integrating acquisitions

NASDAQ
OMX
and
ICE
have
superior
track
records
of
creating
stakeholder
value

both have delivered double-digit earnings growth over the past 3 years while NYSE Euronext's and DB's businesses have declined

Size
and
being
a
diversified
conglomerate
does
not
ensure

success or an increase in shareholder value
NYSE acquired Euronext for \$10bn -
the same value DB is

offering for both NYSE and Euronext

Merger-of-equals structure gives stakeholders

exposure to the strongest global exchange group

The DB proposal delivers greater capital efficiency

savings to the market participants

DB and NYSE Euronext have a strong track record of

delivering on synergies and efficiently integrating

acquisitions

NASDAQ OMX / ICE proposal may offer higher short-

term value but will result in significantly lower long-

term value for stakeholders

Distinguishing Between NYSE Euronext's Stated Myths vs. the Reality

SYNERGIES

EXPECTED IN NYX /

DB COMBINATION

ARE CONSERVATIVE

After sharpening their pencils, NYSE and DB found 100

million in additional synergies. Total synergies could

reach approximately 500mm (\$728mm) compared with

\$740mm in the NASDAQ OMX/ICE proposal

NYSE and DB have historically failed to achieve targeted

synergy levels and implementation timing

DB failed to integrate the ISE technology platform 3 years

following the transaction

NYSE failed to realize over \$100mm in promised synergies in

the Euronext acquisition

NASDAQ OMX and ICE management teams have proven

track records of achieving synergies and integrating

acquisitions

Any additional synergies now discovered represent lost value

for NYX stockholders with no change in merger economics

What NYSE Euronext Will Tell You

The Reality

18

Key Points for NYX Stakeholders to Consider

Distinguishing Between NYSE Euronext's Stated Myths vs. the Reality

NASDAQ OMX / ICE

PROPOSAL IS

STRATEGICALLY

UNATTRACTIVE AND

LACKING IN
BUSINESS LOGIC

NASDAQ OMX / ICE proposal creates two nimble entrepreneurial global exchanges run by two best-in-class operators in cash equities and derivatives that are better positioned to compete globally and adapt to rapidly changing industry dynamics

NASDAQ OMX / ICE proposal unlocks greater value and provides stakeholders with exposure to two leading pure play exchanges and over 60% exposure to the high growth derivatives sector, while the DB proposal offers exposure to a single exchange that will likely receive a conglomerate discount

A combined DB / NYSE Euronext will be an inefficient, bureaucratic

supermarket
exchange

model

with

an

entrenched management team

Combination with DB is consistent with NYSE

Euronext's long-term strategy

Breaking up NYSE Euronext into its pieces will destroy value and create an unattractive portfolio of businesses

Globally diversified exchanges are more competitive and provide superior value for stakeholders

NASDAQ OMX would be highly concentrated in cash equities which is becoming a low-growth, low-margin business

NYSE EURONEXT IS

NOT FOR SALE

The proposed DB transaction is not a sale of the NYSE Euronext but rather a merger-of-equals

The NASDAQ OMX / ICE proposal is a takeover that undervalues the pieces of the company

The DB / NYSE transaction is a low-premium takeover (only a 10% premium to unaffected share price at announcement)

DB will control the Board and each Board Committee; DB CEO will be responsible for group strategy and global relationship management; DB President will become Deputy CEO and President of the combined entity; DB CFO will become CFO of the combined entity

If NYSE's different businesses are undervalued as claimed, then NYSE has grossly mismanaged its businesses and has failed to pursue a strategy that increases shareholder value

What NYSE Euronext Will Tell You

The Reality

19
Key Points for NYX Stakeholders to Consider
NASDAQ OMX / ICE
PROPOSAL WILL
RESULT IN
UNACCEPTABLE JOB
LOSSES

The NASDAQ OMX / ICE proposal destroys the
invaluable

human

capital

at

NYSE

Euronext

NASDAQ OMX will close the NYSE floor

The majority of synergies in the NASDAQ OMX / ICE

proposal will be realized through job losses in New

York

NASDAQ OMX is committed to preserving the NYSE floor

Consistent with the cultures at NASDAQ OMX and ICE, as well

as in prior transactions, NYSE Euronext employees will be

evaluated based on a pure meritocracy as this serves the best

interests of the combined business and ultimately creates

shareholder value

The majority of synergies will be derived from eliminating

redundant technologies and systems -

not employees

DB has stated that job losses will be minimal in Germany

which leaves the U.S. as the primary venue for down-sizing in

order to achieve the announced synergy targets

Distinguishing Between NYSE Euronext's Stated Myths vs. the Reality

What NYSE Euronext Will Tell You

The Reality

U.S. IS NOT AT RISK

OF LOSING ITS

COMPETITIVENESS

IN

THE GLOBAL

MARKETS

The U.S. equities market is currently efficient and

successfully competing on a global basis

Developing global capabilities are more important

than building an American stronghold

From 1995 to 2010, listings on U.S. exchanges shrank by 38%

from 8,000 to 5,000 while listings on non-U.S. exchanges grew

by 74% from 23,000 to 40,000

Since 2006, only 9 of the 100 largest IPOs listed in the U.S.

A combined NASDAQ OMX / NYSE will strengthen the U.S.

market while increasing its global competitiveness

A combined NASDAQ OMX / NYSE will ensure that the U.S.

remains a relevant financial center and a focus of U.S. capital

formation

20

Key Points for NYX Stakeholders to Consider

NASDAQ OMX DOES
NOT HAVE ENOUGH
COMMITTED
FINANCING IN THE
EVENT OF A

DOWNGRADE

NASDAQ OMX's post-transaction capital structure will result in a downgrade of its credit rating which will trigger the repayment of the assumed NYSE Euronext debt

NASDAQ OMX will be unable to fund the additional financing requirement

NASDAQ OMX has received fully committed financing from a syndicate of banks including Bank of America, Nordea Bank AB (publ), Skandinaviska Enskilda Banken AB (publ) and UBS Investment Bank

NASDAQ OMX can obtain the necessary financing in the event of a downgrade since pro forma leverage levels would remain unchanged

NASDAQ OMX is committed to a prudent use of leverage to finance the transaction and is focused on maintaining its investment grade rating

Distinguishing Between NYSE Euronext's Stated Myths vs. the Reality
What NYSE Euronext Will Tell You

The Reality

**NASDAQ OMX WILL
BE HIGHLY LEVERED
WITH NO STRATEGIC
FLEXIBILITY**

The NASDAQ OMX / ICE proposal will burden the new company with high levels of debt

Levered NASDAQ OMX will be strategically limited and unable to compete going forward due to high debt burden

NASDAQ OMX and ICE are committed to a prudent use of leverage

NASDAQ OMX is focused on maintaining its investment-grade credit rating and expects to reach its target leverage ratio of 2.5x within 18 months of closing

NASDAQ OMX has a strong track record of achieving synergies much faster than expected and using excess cash flow to pay down debt ahead of schedule

21

Key Points for NYX Stakeholders to Consider

Distinguishing Between NYSE Euronext's Stated Myths vs. the Reality

NASDAQ OMX / ICE

PROPOSAL IGNORES

TAX LEAKAGE FROM

BREAKUP OF

BUSINESS

NASDAQ OMX / ICE

PROPOSAL WILL NOT

BE TAX-FREE TO

STAKEHOLDERS

The NASDAQ OMX / ICE proposal will result in a taxable transaction to NYX stakeholders

NASDAQ OMX and ICE expect their proposal can be structured as a tax-free transaction to NYSE Euronext stakeholders with respect to the stock consideration to be issued, subject to due diligence and the co-operation of NYSE Euronext

The NASDAQ OMX / ICE proposal will result in a significant taxable event to the pro forma businesses that will destroy shareholder value

NASDAQ OMX and ICE have studied publicly available information regarding the NYSE/Euronext combination in 2007 and do not anticipate a significant tax cost associated with the separation of the European derivatives business in the proposed transaction, subject to confirmation through due diligence

Further, the DB/NYSE Euronext Combination Agreement contemplates a restructuring of the European businesses from U.S. to European ownership which may face similar tax issues and thus, may reflect their own view that any tax leakage is not prohibitive

What NYSE Euronext Will Tell You

The Reality

22

The Facts: Execution Risk

Proven ability to successfully
integrate businesses

Consistently met or exceeded
synergy targets on or ahead of
schedule

No write downs in past acquisitions

Acquisitions have resulted in write downs of over \$2.5 billion combined in the last three years

Proven inability to realize stated synergies

Sudden new found synergies by NYX are not credible

REGULATORY

APPROVAL RISK

HSR review is well underway

Second request for information is currently in process

No expected competition issues in Europe

\$350mm reverse breakup fee if antitrust approval not received

Subject to a lengthy and extensive regulatory and competition review in Europe

NYX shareholders will have no clarity on decision prior to NYX shareholder vote

No protection for NYX stockholders in the event that DB

fails to receive regulatory approval

NASDAQ

OMX

/

ICE

proposal

has

substantially

less

execution

risk

INTEGRATION AND

OPERATIONAL RISK

FINANCIAL

PERFORMANCE RISK -

TRACK RECORD (07- 10

CAGR)

ICE

NASDAQ

DB

NYSE

Revenue

EBITDA

(1)

EPS

26%

25%

17%

23%

22%

10%

(1)%

(9)%

(6)%

(2)%

(3)%

(8)%

Revenue

EBITDA

(1)

EPS

NYX shareholders will be forced

to vote without any certainty

around regulatory approvals in

Europe under the DB proposal

NASDAQ OMX and ICE are

clearly best-in-class integrators

which results in much less

operational execution risk than

proposed DB combination

NASDAQ OMX and ICE have a

demonstrated ability to achieve

superior financial results

(1) EBITDA is a non-GAAP number calculated by taking operating income and adding back D&A, merger related expenses and

SLIDE 12

NASDAQ OMX / ICE

DB / NYSE Euronext

23
The Facts: Conglomerate Discount in DB1 Deal
NASDAQ
OMX
/
ICE
proposal

will
unlock
significantly
greater
short-
and
long-term
shareholder value
NYX and DB receive a
substantial conglomerate
valuation discount
Intrinsic value of each respective
NYX and DB business suggests
they should be valued 13-15%
higher
DB proposal meaningfully
undervalues the intrinsic value of
NYX's businesses
NASDAQ OMX / ICE proposal to
create two pure play exchanges
will unlock greater value than the
conglomerate strategy
NASDAQ OMX / ICE proposal
currently represents 16.4x NYX
2011 earnings vs. DB proposal of
14.9x
NYSE Euronext

(2)

Deutsche Börse

(3)

PRICE / EARNINGS

MULTIPLE

MARKET

CAPITALIZATION

(\$BN)

SLIDE 13

NYX

and

DB

Conglomerate

Valuation

Discount

(1)

(1) NYX based on share price and 2011 EPS estimate as of 2/8/11 of \$33.41 and EPS of 2.54 and basic shares outstanding of 2.54 billion, resulting in an exchange ratio of 1.4823x. Derivatives P/E multiple based on avg. of ICE and CME. Cash Equities multiple based on avg. of NYX and DB.

(2) NYX earnings weighted between Derivatives and Cash Equities based on segment contributions to operating income: 48.8% for Derivatives and 51.2% for Cash Equities.

(3) DB earnings weighted between Derivatives and Cash Equities based on segment contributions to adjusted EBIT: 48.8% for Derivatives and 51.2% for Cash Equities.

24
NYSE EURONEXT'S OBLIGATION TO STOCKHOLDERS
NASDAQ OMX AND ICE HAVE TAKEN A SERIES OF STEPS DEMONSTRATING
COMMITMENT TO PURSUING THEIR PROPOSAL
BY REFUSING TO ENGAGE, NYSE EURONEXT BOARD IS DENYING ITS STOCKHOLDERS THE
OPPORTUNITY TO BENEFIT FROM A CLEARLY SUPERIOR PROPOSAL

Developed financially and strategically superior proposal to current transaction with Deutsche Boerse

Provided
Merger
Agreement
substantially
consistent
with
terms
of
current
Business
Combination Agreement with Deutsche Boerse

Included \$350 million reverse break-up fee, demonstrating confidence in obtaining antitrust and competition approvals

Secured committed financing totaling more than \$3.8 billion

NYSE
need
not
determine
that
NASDAQ
OMX/ICE
proposal
is
Superior
prior
to
due
diligence

11% premium to Deutsche Boerse proposal, or \$1.1 billion, as of May 6, 2011

Current agreement with Deutsche Boerse does not include break-up fee if transaction is blocked by regulators

Deutsche Boerse transaction requires that 75% of DB shares are tendered