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.

(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 uncertainti
information is not a guarantee of future performance and that actual results could differ materially from those contained in the
but are not limited to (i) projections about future financial results, growth, trading volumes, tax benefits and achievement of sy
benefits of certain strategic initiatives, (iii) statements about integrations of recent acquisitions, and (iv) other statements that a

of risks, uncertainties or other factors beyond NASDAQ OMX s and ICE s control. These factors include, but are not limited initiatives, economic, political and market conditions and fluctuations, government and industry regulation, interest rate risk, U NASDAQ OMX s and ICE s filings with the U.S. Securities and Exchange Commission (the SEC), including (i) NASDA that are available on NASDAQ OMX s website at http://nasdaqomx.com and (ii) ICE s annual reports on Form 10-K and qua http://theice.com. NASDAQ OMX s and ICE s filings are also available on the SEC website at www.sec.gov. Risks and unce ICE and NYSE Euronext will not enter into any definitive agreement with respect to the proposed transaction; required regulat satisfactory terms and in a timely manner, if at all; the proposed transaction will not be consummated; the anticipated benefits NYSE Euronext s operations with those of NASDAQ OMX or ICE will be materially delayed or will be more costly or difficu 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 fo 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 OMX, ICE and their affiliates regarding an exchange offer for shares of common stock of NYSE Euronext. Nor is this materia documents NASDAQ OMX, ICE and NYSE Euronext would file with the SEC. Such documents, however, are not currently a TENDER OFFER STATEMENT, REGISTRATION STATEMENTS, OFFER TO EXCHANGE/PROSPECTUSES AND OT THEIR AFFILIATES WILL FILE WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS THERETO STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION AND ANY OTHER DOCUMENTS NAS AND WHEN THEY BECOME AVAILABLE, BECAUSE SUCH DOCUMENTS WILL CONTAIN IMPORTANT INFORM SEC s website (http://www.sec.gov) or by directing a request, in the case of NASDAQ OMX s filings, to NASDAQ OMX at Relations or, in the case of ICE s filings, to ICE, at 2100 RiverEdge Parkway, Suite 500, Atlanta, Georgia, 30328, Attention: I This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be an or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Participants in the Solicitation:

NASDAQ OMX, ICE, and their respective directors, executive officers and other employees may be deemed to be participants You can find information about NASDAQ OMX and NASDAQ OMX s directors and executive officers in NASDAQ OMX 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 v 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 a with the SEC.

Non-GAAP Information

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

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 combi

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 (NDAQ)
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 off
(2) ICE / NASDAQ OMX figures based on equity consideration mix. Deutsche Börse / NYSE Euronext figures based on pro
(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 no 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 outstan 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 incl
certain items that are non-recurring in nature. 2010 reflects non-GAAP results and excludes certain items that are non-recurri

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 ar
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
an exchange ratio of 1.4823x. Derivatives P/E multiple based on avg. of ICE and CME. Cash Equities multiple based on avg.
(2) NYX earnings weighted between Derivatives and Cash Equities based on segment contributions to operating income: 48.8
(3) DB earnings weighted between Derivatives and Cash Equities based on segment contributions to adjusted EBIT: 48.8% for

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	