

# 7. OTHER INFORMATION



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## 7.1 STATEMENT OF THE PERSON RESPONSIBLE FOR THE REFERENCE DOCUMENT

- Person responsible for the reference document: Mr Jean-François Théodore – Chairman of the Managing Board and Chief Executive Officer.
- Statement of the person responsible for the reference document.

“To the best of our knowledge, the information in this reference document is accurate and provides investors with all the information required to form an opinion on the assets, business, financial position, revenues and outlook for the company and its subsidiaries. The document does not omit any information that might alter the document's significance.”

Jean-François Théodore - Chairman of the Managing Board and Chief Executive Officer.

## 7.2 PERSON RESPONSIBLE FOR THE FINANCIAL INFORMATION

Mr Serge Harry  
Chief Financial Officer  
Euronext N.V.  
39, rue Cambon  
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Tel. +33 (1) 49 27 14 94  
Email: s.harry@euronext.com

## 7.3 PERSONS RESPONSIBLE FOR THE AUDIT OF THE FINANCIAL STATEMENTS

### 7.3.1 AUDITORS

- The joint auditors of Euronext N.V. are:
  - Ernst & Young Accountants, Drentestraat 20, 1083 HK Amsterdam, The Netherlands;
  - KPMG Accountants N.V., Burgemeester Rijnderslaan 20, 1185 MC Amstelveen, The Netherlands.

These two firms have been appointed to audit the financial statements of the different entities of the Group, either separately (E&Y in Amsterdam and Brussels, KPMG in Lisbon and London) or jointly (Paris).

In 2002, the auditing of the financial statements of Euronext Lisbon and LIFFE (Holdings) plc was performed by Deloitte & Touche.

- The joint auditors of Group company GL Trade S.A. are: A.D. CONSEILS (France) and KPMG S.A. (France).

### 7.3.2 DATE OF FIRST APPOINTMENT AND EXPIRY OF TERM

Date of first appointment: 22<sup>nd</sup> September 2000.

The auditors of Euronext N.V. are (re)appointed by the Annual General Meeting of Shareholders each year.



## 7.4 AUDITORS' REPORT AND RESPONSIBILITY

### 7.4.1 AUDITOR'S RESPONSIBILITY FOR ANNUAL REPORT/REFERENCE DOCUMENT

Dutch company law (Book 2, part 9 article 391, based on the 4<sup>th</sup> European Directive on company law) requires that the annual report (i.e. the report of the Managing Board) provides a true and fair view of the condition of the company at year-end and for the year then ended. Furthermore, the annual report may not contradict the information contained in the financial statements. The statutory auditor, when performing his audit of the financial statements, should at the same time pursuant to article 393.3 assess that the annual report has been prepared in compliance with the legal requirements and reconciles with the information contained in the financial statements.

### 7.4.2 AUDITORS' REPORT ON THE FINANCIAL STATEMENTS OF EURONEXT N.V. FOR THE YEAR ENDED 31<sup>ST</sup> DECEMBER 2003

#### **Introduction**

We have audited the consolidated financial statements of Euronext N.V. (Amsterdam, the Netherlands), for the year ended 31<sup>st</sup> December 2003, which comprise the consolidated income statement, consolidated balance sheet, consolidated cashflow statement, consolidated statement of changes in equity and the related notes thereto of Euronext N.V. and

its subsidiaries as well as the company financial statements of Euronext N.V., as included in chapter 6 from 6.1 through 6.4 of this Reference Document. These financial statements are the responsibility of the Euronext's management. Our responsibility is to express an opinion on these financial statements based on our audit

#### **Scope**

We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

#### **Opinion**

In our opinion, the financial statements give a true and fair view of the financial position of Euronext N.V. as of 31<sup>st</sup> December 2003 and of the result of its operations and its cashflows for the year then ended in accordance with International Financial Reporting Standards and accounting principles generally accepted in the Netherlands and comply with the financial reporting requirements included in Part 9 of Book 2 of the Netherlands Civil Code.

Amsterdam, 18<sup>th</sup> March 2004

KPMG Accountants N.V. Ernst & Young Accountants

## 7.5 FEES PAID TO THE AUDITORS

<i>(in thousands of euro, VAT excluded)</i>	Ernst & Young	KPMG
<b>Audit</b>		
• Statutory audit, certification of the corporate and consolidated financial statements and review of quarterly statements	1,033	1,302
• Audit-related engagements	485	1,318
<b>Subtotal</b>	<b>1,518</b>	<b>2,620</b>
<b>Other services, where required</b>		
• Tax <sup>(*)</sup>	83	757
<b>Subtotal</b>	<b>83</b>	<b>757</b>
<b>Total</b>	<b>1,601</b>	<b>3,377</b>

*(\*) Including several tax support (VAT, tax advice acquisitions/mergers...)*

## 7.6 STATUTORY ARTICLE FOR ALLOCATION OF PROFIT

The relevant article of association provisions reads as follows:

-Article 27: Allocation of profit

- 1 The company may only make distributions to the shareholders and other persons entitled to the profit available for distribution insofar as the own equity is larger than the paid and called part of the capital increased with the reserves that should be maintained pursuant to the law.
- 2 Profits shall be distributed after approval of the annual accounts showing such distribution is allowed.
- 3 Each year, the management board, subject to approval of the supervisory board, shall determine which part of the profit – the positive balance of the profit and loss account – shall be reserved.
- 4 The balance then remaining shall be distributed as a dividend on shares.
- 5 In calculating the profits available for distribution, the shares held by the company in its own capital shall not count, unless a usufruct has been created on these shares.
- 6 Resolutions of the shareholders meeting for full or partial cancellation of the reserves shall require the approval of the management board and the supervisory board.
- 7 Distributions shall be claimable and payable as of a date to be determined by the management board. Distributions shall be announced in the way prescribed by article 12, paragraph 1.
- 8 The claims of shareholders for distribution of dividends shall lapse as a result of expiry of a period of five years.
- 9 Subject to the approval of the supervisory board, the management board can distribute an interim dividend, subject however, to the extent that there shall be profits



in the company and with due observance of the provisions in article 2:105 paragraph 4 Dutch Civil Code.

10 With the approval of the Supervisory Board and of the shareholders meeting, the management board shall be competent to decide that a distribution on shares shall not be made in cash but in the form of shares in the company or to decide that holders of shares shall be given the option to receive a distribution either in cash or in the form of shares in the company, to the extent the management board has been designated in accordance with the provisions in article 5 as the body competent to

pass a resolution for the issue of shares or to the extent that the shareholders meeting shall pass a resolution to that effect.

11 With the approval of the Supervisory Board, the management board shall determine the conditions under which such option can be made.

In 2003 Euronext distributed a dividend of €0.45 share, in total €54 million related to 2002 financial year. The dividend is charged to the share premium reserve. The dividend for the year 2003 to be distributed in 2004 is €0.50 per share resulting in a total dividend of €60 million.