Annual General Meeting
Deutsche Börse AG

- Report by the Executive Board -

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Reto Francioni
Chief Executive Officer
Deutsche Börse AG, Frankfurt am Main

Check against delivery.

Ladies and Gentlemen,

On behalf of my colleagues on the Executive Board, I would like to welcome you to the 2006 Annual General Meeting of Deutsche Börse at the Jahrhunderthalle in Frankfurt. I'd also like to welcome shareholders and guests who are following our Internet broadcast. Thank you for your interest in our AGM, and thank you for joining us today.

Allow me to summarize briefly financial year 2005 by way of introduction:

§ 2005 was an outstanding and dynamic year for Deutsche Börse in every respect. Any other description would be an understatement. There were many discussions and uncertainties, which undoubtedly impacted this Company over a long period. However, it also clearly demonstrated the substance and strength of this Group and its employees. The key conclusion is: Deutsche Börse is on track!

§ *In 2005, the Group generated the best results in its history* – clear proof of the Company's strength. Sales revenue increased by 13 percent to €1.6 billion, while EBITA reached €710.9 million after €527.6 million the previous year. This is mainly attributable to two factors: On the one hand, the markets and economic indicators developed positively and boosted our business. On the other, the Group is well positioned with its business model and its streamlined cost management to profit disproportionately from positive market development: We manage our costs efficiently across all business areas and thus keep fixed costs at a comparably low level. At the same time, the integrated business model makes the business scalable, with the result that additional transactions in our trading, clearing and settlement systems generate very low marginal costs. The figures that we present today demonstrate the strengths of this business model. Not least, the increased focus on customers has made a significant contribution to our success. We intend to build on this.

§ In addition, *changes in the Company's governance* and the launch of an extensive *program to optimize the capital structure* had a particular impact on the financial year. Changes in the Company's governance were implemented as planned. The capital management program involves the distribution to shareholders of funds surplus to business requirements and further development; we continue to implement the program it this year as planned.

§ Deutsche Börse's shares again proved to be an attractive and first-class investment (Chart 1). This is reflected on the one hand in the very positive share price performance of the past months. On the other, the Executive Board and the Supervisory Board are proposing today to triple the dividend for 2005 to €2.10 per share. With this step, we want you, our shareholders, to share even more directly in your Company's success.

Ladies and Gentlemen,

My presentation today is divided into four parts:

- Firstly, I'd like to present the results for the past financial year, the 2005 annual financial statements, and the corresponding proposed resolutions.

- I'll then explain the position of your Company and use this to derive approaches for implementing our existing strategy, and to present concrete projects resulting from this strategy.

- Thirdly, I will summarize the extremely positive developments in the first quarter of 2006.

- And finally, I will examine the consolidation of the European and international exchanges and the resulting opportunities for Deutsche Börse Group.

1. Annual financial statements 2005 and related motions

Allow me to first briefly mention the key points of sales revenue and earnings development (Chart 2). The efficiency advantages of our business model and cost discipline are the foundation for the Company's successful development. Despite the numerous capital market events in both the international exchange sector and at Company level, we steadfastly continued this growth course in financial year 2005. Measured in terms of sales revenue and earnings, Deutsche Börse is by far the largest exchange company in the world. Measured in terms of market capitalization, Deutsche Börse is currently worth around €11 billion and ranked 17th in the list of companies in the top German DAX index as at the reporting date on 31 December 2005.

The benefits of the integrated business model and cost discipline contributed significantly to the Company's success in the past financial year: Deutsche Börse profited more than average and in all business areas from a distinct upturn in the capital markets in 2005.

- Sales revenue in every area of the Group's business portfolio rose very significantly in all areas and increased by 13 percent in 2005 from €1,449.6 to €1,631.5 million. Only in the IT segment did sales revenue slightly trail the previous year due to the deconsolidation of entory, a former subsidiary, in the fourth quarter of the past financial year.

- Net interest income grew by 46 percent to €112.7 million. Rising interest rates at the short end of the yield curve in the USA and higher cash balances on the back of increased activity in the international bond business contributed substantially to this positive development.

§ Costs rose overall by just 3 percent. Higher staff costs relating to our stock option program and one-time factors such as the extraordinary bonus to employees were offset almost entirely by savings in other costs.

§ Deutsche Börse AG's earnings before interest, taxes and goodwill amortization (EBITA) rose by a total of €183.3 million or 35 percent year-on-year to €710.9 million (2004: €527.6 million). The Group's profitability, measured in terms of its EBITA margin, thus improved from 36 percent to 44 percent in the past year.

§ Earnings after taxes and minority interests, or net income, increased in the past financial year from €266.1 million to €427.4 million, and thus by around 61 percent. Reflecting the change in the applicable accounting standards for financial year 2005, goodwill is no longer amortized. If this rule were also applied to 2004, earnings would have risen by around 28 percent.

§ Earnings per share, calculated in accordance with IAS 33 and reflecting the weighted average number of shares outstanding, increased by 68 percent to €4.00 (2004: €2.38) per share on the basis of an average of 106.9 million shares outstanding in 2005.

§ Cash flows from operating activities amounted to €667.7 million, a 52 percent increase on the previous year's €439.6 million.

Deutsche Börse's extraordinarily successful business development in the past financial year and the management's confidence in Deutsche Börse Group's further development are also reflected in our *proposal for the distribution of a dividend* this year (Chart 3): that of the total unappropriated surplus of €340.0 million reported in the annual financial statements as at 31 December 2005, €210.4 million be paid out as a dividend of €2.10 per share, and the remaining €129.6 million be appropriated to "Other retained earnings". With this proposal, Deutsche Börse is significantly raising the dividend distribution rate from around 28 percent to 49 percent, as announced in May of last year. The Company is thus taking a further key step in the systematic implementation of the program to optimize the capital structure launched in May 2005.

Under this program, the Company is making funds surplus to business requirements available to the shareholders (Chart 4). These measures are subject to any special investment needs and changes in capital requirements. The program is the result of a comprehensive review of capital requirements resulting from legal and regulatory standards, as well as requirements relating to the credit rating and to the economic capital required by the Company. We wish to maintain a strong AA rating to ensure the continued success of central counterparty business activities in the Eurex segment and in Clearstream’s custody business. Net tangible equity, or equity less goodwill, was defined as the management performance indicator for capital requirements in 2005. An amount of around €1 billion was estimated to be the minimum to ensure the strong credit ratings. This amount is continuously monitored by us and amounted to €1,1 billion as at 31 December 2005 (2004: €1,4 billion).

In May 2005, Deutsche Börse AG announced its intention to distribute a total of around €1.5 billion to its shareholders by the end of May 2007. In 2005, around 10.6 million shares worth €726.3 million were repurchased and a dividend of €74.1 million was distributed in May 2005. Around €800 million in total was thus distributed to shareholders in the year under review. 5.9 million shares that we repurchased on the basis of the authorization issued by the Annual General Meeting 2004 were retired on 24 May 2005. Of the shares purchased in June on the basis of the authorization granted by the last Annual General Meeting, 0.1 million were acquired by employees under the Group Share Plan on 30 June 2005.

The ongoing program to optimize the capital structure includes further share repurchases, in addition to the proposed dividend payment of €210.4 million for the past financial year, as announced in May 2005. On the basis of the authorization granted at the last Annual General Meeting in 2005, we repurchased a total of 5.8 million shares for €477.9 million to date, i.e. share capital worth a nominal €5.8 million. 5.5 percent of the share capital was thus repurchased on the basis of this authorization. Management of the ongoing program continues to be oriented on the development of net tangible equity. Deutsche Börse Group will continuously review its capital requirements as part of the regular planning process. 3.9 million of the purchased own shares were retired on 10 April 2006. This step reduced the number of outstanding shares of the company to 102 million. The remaining treasury shares are designated for retirement.

I would like to take this opportunity to mention that you can find extensive information on matters concerning Deutsche Börse AG and Deutsche Börse Group on the Company's website at www.deutsche-boerse.com. During the entire Annual General Meeting, you can access this information via the infoterminals in the Jahrhunderthalle.

2. Taking stock

Ladies and gentlemen, I now come to the second point of my presentation, taking stock of your Company.

As you know, I assumed the duties of CEO in November 2005. We undertook an extensive analysis in the past months, which included the following key aspects:

§ Deutsche Börse Group's business model
§ the drivers that influence our business and which indicate growth prospects
§ strategic challenges in our business
§ the European and international exchange landscape and the associated topic of consolidation.

What were our findings?

We subjected the business model to an extensive review and also held discussions with the key customer groups, other exchange organizations, prominent market experts, national and international regulators and supervisory authorities, and other interested parties. This review confirmed the strengths of the integrated business model, as well as identifying potential for further optimization.

Our *customers* especially value our straight-through processing and rapid solutions from a single source. This is not only the case in technical terms by harmonizing systems, processes and interfaces, but also in organizational terms, because we offer all products and services from a single source. This leads to a lower error rate and high service levels for our customers, thus setting the industry standard.

Investors value the large cash flows generated by the scalability and the cost advantages of our business model – your Company has an attractive cash generation profile and offers attractive margins. At the same time, the diversification of the business opens up numerous growth opportunities in an increasingly globalized industry.

We identified a need for further efforts in particular in the *positioning of a section of our derivatives business in the USA*: We want to contribute our US stock exchange, Eurex US, to a partnership, as we view it as an attractive asset. This means together finding a realistic approach for the US market. For this purpose, we have been holding discussions with potential partners since the beginning of the year. Unfortunately, we can make no concrete announcements about this today. In any case: We certainly want to quickly achieve an outcome for Eurex US, but most importantly find the right partner.

We have not achieved the desired success to date with the Eurex US subsidiary. It's clear nonetheless: Eurex itself is very successful from its European base with euro-denominated products in the USA, and the USA is one of our most important markets measured in terms of the number of participants. No other derivatives exchange records anywhere near such high volumes outside its traditional time zone as Eurex in the USA.

Ladies and Gentlemen,

Three main drivers influence the further development of our business. The first of these is the *development of key indicators* such as indices, interest rates, or exchange rates. These factors have boosted Deutsche Börse's business in past years. However, we must recognize that these factors are outside our influence.

A second driver that can only be influenced to a certain extent is *general trends in the exchange business*, which we do however shape as far as possible and which have a positive effect on our business. We monitor such trends in every area of our diversified business.

§ In the *cash market* there will be a mid- to long-term pick-up effect, as the number of shareholders in Germany continues to trail that of the USA, the UK, or Japan and stocks are underdeveloped as an instrument of equity financing. In addition, new trading strategies such as electronic arbitrage trading are having an impact, leading to higher activity among trading participants. We are also noticing growing interest in warrants and certificates, as well as in exchange traded funds.

§ In the *derivatives market*, deregulation is giving new investor groups access to derivatives products. In addition, there is additional potential among certain investor groups and in certain products, which are currently traded off-exchange. Overall, the importance of both derivatives as an instrument of risk management and CCP services (central counterparty) for capital optimization will increase further.

§ In the *settlement and custody* of bonds, the issuance of international bonds is leading to structural growth. The international bond market is organized largely over the counter and its true significance is therefore not properly understood by the wider public. According to the Bank for International Settlements' statistics, however, this market has grown by over 500 percent in the last ten years. The products and services of our Clearstream subsidiary mean that we are excellently positioned here to profit from further market growth. Market growth brings with it higher demand for additional services to optimize the return on securities held in custody, for example via repos or securities lending.

§ The demand for market data and indices will continue to grow further. Asset managers require new, state-of-the-art benchmarks and underlyings for their innovative investment strategies. Automated trading demands seamless indicators with maximum speed, and settlement organizations seek the most precise reference data to reduce operating risks and costs. In a world with constantly increasing data volumes, the user focus is now on quality. We are optimally positioned for the quality trend as a source of information along the entire value chain.

- § In the *information technology* area, a group of our customers, the banks, are increasingly outsourcing systems and network operations to focus on their core competencies. At the same time, the operation of complex IT infrastructures is becoming more and more of a distinguishing feature for exchanges as providers of this service. Ultimately this means more efficiency and effectiveness for all our services.

Thirdly, Deutsche Börse is benefiting from attractive growth prospects through *new products and services* on which we want to focus our activities. The prime directive here is to make our customers the focus of all considerations. Only by *aligning ourselves* wholly and unreservedly on the *needs of our customers*, meaning trading participants, investors, issuers and data vendors, will we survive in a competitive environment. Deutsche Börse is committed to focusing on the customer. In terms of new products and services, there will be two main approaches:

- § The key value drivers in Deutsche Börse's business are established standard products. Our objective must be to increase the earnings contributed by new products in the long term. We will develop the corresponding internal structures for this.

- § In addition, we have not fully exploited the potential in our integrated business model. In the past, the Group primarily focused on leveraging the cost benefits of the integrated model. Going forward, we want to exploit the further benefits of the integrated model more strongly while maintaining cost discipline, for example by introducing cross-segment products. Examples in this context are new initiatives in collateral management and the even closer integration of cash and derivatives markets.

If you focus on innovation, you must accept that not every new product can be successful. However, in Deutsche Börse's case, the advantage is that the introduction of new products is normally associated with marginal costs. This fact will encourage us to pursue innovative paths, as the risks are transparent and containable.

All the growth drivers and initiatives that I have just listed will lead to organic growth for Deutsche Börse. Naturally, there is also an opportunity to grow *externally at the same time by combinations or cooperations*. We are ready to seize the opportunities when they arise. We therefore monitor our industry very closely to be able to take the right step at the right time.

Ladies and Gentlemen,

When I mention the great opportunities I see for Deutsche Börse, this naturally does not mean that we do not recognize the challenges that face us, like each of our competitors.

The relatively high margins in the exchange business, which are also a reason for investors' increased interest in this industry sector, are seen primarily by trading participants as an indication of excessive trading fees. As a result, exchanges are experiencing *price pressure*. For us, this means introducing intelligent price models and new, improved services for mutual benefit. In this context, I can mention the pricing model for automated trading programs as an example. Participants who generate computerized orders, which as a rule lead to high activity with small order volumes and a large number of transactions with relatively low income, receive a volume discount for these transactions. Participants gain additional income opportunities and these discounts do not negatively impact sales revenue for Deutsche Börse due to the higher demand. In addition, these orders increase liquidity in the order book – so the entire market profits. In every respect: Deutsche Börse is the price leader – as the most cost-effective provider – and we can and will maintain this position.

The business of an exchange organization will be increasingly influenced by changing *regulatory conditions*. We welcome every appropriate European regulatory development towards greater integration, so as to move closer to the goal of improved competitive strength for Europe. We will closely follow the development of the European regulatory framework and actively support it. Our goal is to recognize possible negative effects for the German capital markets early on and to avoid them. We do this in close cooperation with our customers, other market players, politicians, regulators and supervisors.

The *fragmentation of the European capital markets* will remain a challenge for all participants for the foreseeable future. Despite all the progress, we must be aware that differences in the legal and tax environments and differences in languages and the respective cultures create borders that all market players must work persistently to overcome.

3. Business model again confirmed in the first quarter of 2006

The first quarter of 2006 was by far the most successful quarter in Deutsche Börse's history (Chart 5). The Group significantly exceeded both the prior-year quarter and the most successful quarter to date, Q3/2005, in terms of sales revenue and earnings. In the first quarter of this year, sales revenue, at €464.7 million, was up around 16 percent year-on-year (Q1/2005: €399.4 million); the Group generated a further €34.3 million in net interest income from banking business. Total costs amounted to €266.1 million in the first quarter, a decrease of 3 percent on the prior-year quarter (Q1/2005: €273.8 million). EBITA (earnings before interest, taxes and goodwill amortization) reached €257.0 million – an increase of 45 percent (Q1/2005: €177.7 million). Earnings per share for an average of 100.5 million outstanding shares (Q1/2005: 111.8 million shares) rose in the first quarter by 66 percent to €1.61 (Q1/2005: €0.97).

Significant double-digit growth rates across all core business areas and continued cost discipline contributed substantially to this outstanding result and are an impressive demonstration of the advantages of our business model. This, combined with strict cost management and the systematic implementation of the program to optimize the capital structure, has had a positive effect on our key performance indicators. We have already achieved our original stated goal for 2007 of a return on equity of 20 percent (after taxes). Due to the excellent earnings development and extensive share repurchases as part of the capital management program, we significantly increased earnings per share by 66 percent.

4. Stock market consolidation

Ladies and Gentlemen,

Deutsche Börse Group has a range of attractive options, and its sales revenue and earnings make it the world's largest exchange organization (Chart 6). Together with the broad-based business portfolio, this size offers us a variety of growth opportunities. I addressed these opportunities in detail in the second part of my presentation.

Another option for Deutsche Börse is to grow by combining with other exchange organizations. There are *two key reasons* that favour *consolidation* of the European stock markets:

§ In particular, exchanges can use consolidation to cut unit costs. The effect of economies of scale is particularly pronounced in an industry with a high level of fixed costs and scalable business models, two factors that are applicable to exchange organizations to a significant extent. At the same time, combinations open up significant potential for growth, an aspect to which I believe too little attention is paid.

§ Exchange organizations are active in an increasingly global environment. Especially in Europe, this globalization faces a largely fragmented structure on the supply side. Consolidation allows European exchange operators to strengthen their position versus non-European, and especially US, exchange operators, and to enhance the attractiveness of the European capital markets for investors and issuers.

The talks we have had during the past few months with the Euronext company have to be seen against this background; they are the basis for our offer of a partnership and cooperation with Euronext. We are convinced that in the range of relevant options, a *combination of Deutsche Börse and Euronext offers the most attractive solution for our customers, our shareholders and the financial centres involved*. Let me explain this briefly:

§ A combination of Deutsche Börse and Euronext would create the first truly pan-European exchange organization that can stake a global claim to leadership: The combined group would be the European number 1 and global number 3 in cash market trading. In derivatives trading, it would create by far the largest operator of derivatives exchanges worldwide. The complementary product offering of this single derivatives exchange organization – Euronext with its strong focus on the money market, Eurex with its own focus on longer-term interest rate products – would create a unique combination of product and technology expertise and open up entirely new opportunities in product development.

§ The combined group would create substantial value for its customers by leveraging integration and the standardization of trading infrastructures to substantially reduce systems complexity on the customer side, and thus also generate efficiency gains at its customers.

§ The shareholders of the combined exchange organizations would benefit from a high level of additional growth potential and cost synergies that would substantially exceed all other conceivable combinations.

§ Finally, a combination of Deutsche Börse and Euronext would represent a significant boost towards integrating the European financial markets: The local equity markets of this new organization would account for more than 60 percent of the entire eurozone stock market capitalization, and the new organization would be a natural nucleus for consolidating additional European exchanges.

The proposal which we made to Euronext last Friday is based on the principle of a merger of partners. We believe that this is the best way to reflect the interests of all shareholders, of the financial centres involved and of all other relevant interested parties. In light of this principle, Deutsche Börse envisages the following key terms for a potential combination with Euronext:

1. *A new group with a new brand establishing the nexus of excellence in the industry*

   A new parent company, domiciled in the Netherlands, should act as a holding company for both groups. Neither Euronext N.V. nor Deutsche Börse AG would be the absorbing entity to combine the two groups.

   A new corporate brand and branding strategy would be developed for the merged entity that will underline its pan-European character as well as its status as a leading global exchange organization.

2. *A business model leveraging the strengths of both partners whilst respecting national markets and regulatory requirements*

   The combined business model should be predicated around continuing the success of both Euronext and Deutsche Börse to date whilst generating further growth, as well as operational and financial synergies. Deutsche Börse expects this business model to offer significant scope for increasing capital efficiency, and therefore for distributing free cash to shareholders during or shortly after the merger.

The objective would be to incorporate all Deutsche Börse and Euronext businesses into the new group, including Deutsche Börse's post-trading activities. However, the business model would expressly respect local regulatory requirements and the specific features of each of the national marketplaces.

In particular, the combined business model would fully reflect different national approaches and the debate being held at European level on regulation in the area of post trade. Deutsche Börse's integrated vertical model has stood the test and is supported by market participants in Germany. However, we do not intend to modify the existing market structures in countries such as France, where a horizontal model is in place. Deutsche Börse is prepared to contribute its cash equity clearing activities to a truly European cash equity clearing organization operated as an independent, privately run service provider; this move underscores Deutsche Börse's commitment to a combination with Euronext.

Additionally, to address regulatory requirements and ensure close proximity to customers, there would be a separate subsidiary entity in each of the different countries where the new group operates exchanges (i.e. Belgium, France, Germany, the Netherlands, Portugal and the UK). Deutsche Börse expects that existing approaches on multinational regulatory coordination as developed by Euronext could serve as blueprints for the future of the new group.

As you can see from these words, we are seriously committed to a combination which respects the respective particulars of the business models of Euronext and Deutsche Börse. The reproach made against us again and again that we would impose our business model on others will not get any more accurate by repetition. Our proposal respects the existing European landscape and makes concrete suggestions regarding the modernization of its infrastructure – that is what we offer to contribute as a European partner and it is a reliable and attractive option for Europe and for our European customers, especially from a regulatory point of view.

Industry-shaping IT expertise will be a core competence of the combined group. Nevertheless, Deutsche Börse shares Euronext's vision of managing the IT organization in close cooperation with an external partner.

Decisions on the future structure of trading platforms in cash and derivatives would be taken after the combination, driven by the principle of balancing user benefits from the integration, transfer costs for users and operational synergies for the combined group.

3. *A truly federal corporate structure and a European business location concept*

In order to emphasize the European character of such a merged entity, the legal domicile of the new group would be Amsterdam. The new group would have principal listings for its shares in Paris and Frankfurt. National stock exchanges would be operated by local subsidiaries.

The overall location strategy would be based on a pan-European structure across the financial centres.

- § Headquarters would be located in Frankfurt, which would include the majority of executive management's offices and of key staff in corporate centre functions.
- § Cash equity trading and listing activities would be led from Paris and would continue to be operated by the local stock exchange organizations, reflecting the current model of Euronext. Paris would also become the management centre for pan-European cash trading initiatives, such as the development of a pan-European equity market for growth companies.
- § Derivatives trading would be operated and located in Frankfurt and London (Euronext.LIFFE)
- § Information Services would be managed from Amsterdam
- § Clearstream would continue to be managed from Luxembourg
- § IT operations would be managed from Frankfurt

Key elements of the federal structure would be anchored in the articles of association of the new group, such as Frankfurt as the corporate headquarters and Paris as the management centre for European cash equities. Thus we ensure that the two leading continental European financial centres are maintained to form the backbone of the new exchange organisation and that our customers can rely on the proximity of and on the access to the centres of decision making of the new exchange to be fully upheld and on their voices being heard when decisions on technology changes or product innovations are made.

Customer proximity is critical for operational business activities in all of the functions and divisions I have mentioned. Therefore, we envisage the combined group to be a significant employer in the context of the local financial services industry across all key European financial centres.

4. *Balanced corporate governance in the spirit of partnership*

Reflecting the board structures of Euronext and Deutsche Börse, the new combined group would have a two-tier board structure. Deutsche Börse is committed to creating balanced corporate governance in the spirit of true partnership:

We are proposing an equal composition of the Executive Board between Euronext and Deutsche Börse management in terms of numbers. Initially, the Executive Board of the combined group would be led by Jean-Francois Theodore and myself as joint Co-CEOs. After a transition period, the current CEO of Deutsche Börse would become CEO, while the current CEO of Euronext would join the Supervisory Board of the new joint company in a leading role..

The Supervisory Board of the merged entity would reflect outstanding international business expertise, with a balance of 8:8 members from each company and a casting vote for the Chairman. The Chairman of the Supervisory Board would be nominated by Deutsche Börse, and the Vice Chairman would be nominated by

Euronext. The chairs of the various Supervisory Board committees would also be allocated between representatives of both sides. The Vice Chairman would lead an international advisory board at group level. Customers and other expert individuals from across Europe would be asked to provide advice to the group and represent their interests through this international advisory board. In addition, local advisory boards would assist the management of local exchanges, as is the case in some locations.

5. Transaction structure and exchange ratio taking a partnership approach

Both the proposed transaction structure and the exchange ratio reflect the partnership approach chosen by us for the combination with Euronext.

Deutsche Börse proposes that the merger would be performed by way of a new legal entity (NewCo) making an offer to the shareholders of Deutsche Börse and Euronext. Shareholders would be asked to tender their shares against a combination of NewCo shares and cash.

The percentage of NewCo shares that Deutsche Börse and Euronext shareholders would receive is intended to be based on the volume weighted three month average market cap ratio of the two companies. The relevant time period ends with the announcement of the offer by NewCo. This announcement shall immediately follow upon the signing of a binding Business Combination Agreement. Even if we were to find an agreement tomorrow, this would be the case in about four weeks at the earliest. This is why a calculation based on today's three month average price is not proper due to the recent outperformance of the Deutsche Börse share by the Euronext share. If the current ratio of market capitalization of the two companies to each other by and large stays the same, this three month average will be much closer to the current value ratio.

The cash component is designed to introduce debt into the capital structure of the combined group. Deutsche Börse anticipates that NewCo will pay out approximately €2 billion in cash to shareholders tendering their shares to NewCo (calculated on an acceptance rate of 100 percent of all Deutsche Börse and Euronext shareholders).

6. Synergies and customer benefits

Deutsche Börse has identified gross synergies of approximately €300 million p.a. given the unique combination of two of the world's largest derivatives and equities markets. These synergies are expected to come from the following areas: IT cost synergies of approximately €100 million, non IT cost synergies of approximately €90 million and revenue synergies of approximately €110 million. Deutsche Börse intends to grant benefits of some €60 million to customers of the combined group. This leads to net synergies of the combined group of €240 million p.a. thereby creating significant earnings per share accretion and substantial value creation for the respective shareholders of Euronext and Deutsche Börse. I would like to stress here that our synergy estimates are based on a detailed analysis including of the cost basis of both companies which we have exchanged with Euronext. Therefore we think that we are giving customers and shareholders a reliable outlook on the value potential of the combination we are striving for.

Deutsche Börse strongly believes that this transaction represents the most attractive combination for shareholders, customers and the financial centers involved. Furthermore it is the only option available at this point that accelerates the further integration of European financial markets within a European regulatory environment.

The supervisory board of Euronext has declared on Monday its current preference for the NYSE offer. Neither this declaration nor yesterday's decision by the Euronext annual general meeting are binding decisions. We will therefore carefully analyse the situation. I would like to stress here – and Kurt Viermetz has already made his view very clear on this – that the Executive Board and the Supervisory Board of Deutsche Börse are of the opinion that we have done our best to persuade the Euronext management of the potential of a combination and of the quality of our proposal. Apart from this we continue to believe the presented concept to keep a fair balance, to create value for the shareholders and to be forward-looking for the European financial market infrastructure.

* * *

Ladies and Gentlemen,

Let me sum up as follows:

§ Deutsche Börse is excellently positioned. Our business model is intact, and impressively demonstrated its superiority once again last year, a year that we again closed with a record result. We are therefore in an outstanding position to exploit the opportunities and to master any challenges.

§ Structural growth trends in the exchange business, the breadth of which Deutsche Börse covers like no other exchange organization, offer good prospects for further growth. We want to leverage new products and services to further underpin our leadership in innovation and to focus our work here. Our customers will be at the heart of this initiative.

§ Deutsche Börse operates in a highly competitive environment that is subject to complex regulatory requirements. We will apply an unusually high level of commitment and creativity to extend our position as the world's highest-volume and most profitable exchange organization.

§ The consolidation of the European and global stock markets represents an opportunity for Deutsche Börse. Our earnings power and broad-based business portfolio make us an attractive partner in this process. That's why we want to take a proactive lead in this consolidation. However, we do not see consolidation as an end in itself, but rather as a means of generating economies of scale to the benefit of our customers and our shareholders. In addition, we believe that consolidation is how the exchanges can make the European capital markets more efficient and further develop the global capital markets.

We would like to thank you for your confidence during the past year, and on behalf of my colleagues on the Executive Board, I would also ask you to have confidence in us going forward. Thank you for continuing to support our Company even in turbulent times. In the future, your Deutsche Börse AG will do everything in its power to safeguard success and establish further milestones.