

**Prospectus Supplement**

(To U.S. Exchange Offer Prospectus filed with the U.S. Securities and Exchange Commission on May 4, 2011)

**VOLUNTARY PUBLIC TAKEOVER OFFER  
(EXCHANGE OFFER)**

by

**Alpha Beta Netherlands Holding N.V.**

Beursplein 5, 1012 JW Amsterdam, the Netherlands

to the shareholders of

**Deutsche Börse Aktiengesellschaft**

60485 Frankfurt am Main, Germany

to acquire all registered no-par-value shares of Deutsche Börse Aktiengesellschaft  
for consideration of

**1 new ordinary share in Alpha Beta Netherlands Holding N.V.  
for 1 share in Deutsche Börse Aktiengesellschaft**

**Offer Acceptance Period: May 4, 2011 to midnight, at the end of July 13, 2011  
(Central European Daylight Savings Time)**

Deutsche Börse shares: ISIN DE0005810055  
tendered Deutsche Börse shares: ISIN DE00A1KRND6  
Holdco offer shares: ISIN NL0009766997

This prospectus supplement (this “**Supplement**”) is supplemental to, forms part of and must be read in conjunction with the U.S. Exchange Offer Prospectus (the “**Prospectus**”), which was filed with the U.S. Securities and Exchange Commission on May 4, 2011, relating to the voluntary public takeover offer (the “**exchange offer**”) of Alpha Beta Netherlands Holding N.V. to the shareholders of Deutsche Börse Aktiengesellschaft (“**Deutsche Börse**”) to acquire all registered no-par-value shares of Deutsche Börse (the “**Deutsche Börse shares**”). To the extent that there is any inconsistency between any information in this Supplement and any other information in, or incorporated by reference into, the Prospectus, in each case as of the date of this Supplement, the information in this Supplement will prevail.

This Supplement has been prepared for the purpose of informing holders of Deutsche Börse shares of (1) the joint statement of the management board and the supervisory board of Deutsche Börse on the exchange offer, dated May 12, 2011, made pursuant to section 27 of the German Securities Acquisition and Takeover Act and (2) certain information contained in the presentation made by the chief executive officer of Deutsche Börse at the annual general meeting of Deutsche Börse held on May 12, 2011. The English translation of the German language joint statement, which omits certain information required to be annexed to the German language joint statement pursuant to German law, is attached as Exhibit A to this Supplement, and such information contained in the presentation made by the chief executive officer of Deutsche Börse is attached as Exhibit B to this Supplement.

The date of this Supplement is May 17, 2011.