Chairman of the Supervisory Board's Report

This Report presents, according to the provisions of Article L.225-68 of the French Commercial Code, the conditions of preparation and organization of the Supervisory Board's work (Part 1) as well as the internal control and risk management procedures implemented by the Company (Part 2). The Report also presents the principles and the rules adopted by the Supervisory Board in order to determine the compensation and the advantages granted to the corporate officers (Part 3). Finally the Report indicates the Company's corporate governance code of reference and specifies the provisions which have not been applied and why they have not been applied (Part 4).

PART 1 > CONDITIONS OF PREPARATION AND ORGANIZATION OF THE SUPERVISORY BOARD'S WORK

For information on the conditions of preparation and organization of the Supervisory Board's work please see Part III – "Corporate governance, executive compensation, major shareholders and related matters", "Supervisory Board" and "Supervisory Board Committees" Sections of the Group's Annual Report *(Document de Référence)* for the year ended December 31, 2008.

PART 2 > INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES

In accordance with Article L.225-68 of the French Commercial Code, the Chairman of the Supervisory Board is required to report annually on internal control and risk management procedures implemented by the Company.

In this context, the following report provides a summary of the AXA Group's principal internal control mechanisms and procedures that permit management to conclude that the Group has a sound and comprehensive system of internal control well adapted to its business and the specific risks inherent to its activities. This report is not intended to provide a comprehensive description of all internal controls and procedures in place within the Company and its subsidiaries, but rather to provide an overview of the Group's principal internal control mechanisms and procedures.

In preparing this report, the Chairman of the Supervisory Board has consulted, as he deemed appropriate, with members of AXA management and has taken into account information furnished to the Supervisory Board with respect to the Group's internal control environment. This report was reviewed by the Audit Committee before being reviewed and approved by the Supervisory Board at its meeting of March 18, 2009.

In this report, the term "Group" refers to AXA SA (the "Company") together with its direct and indirect consolidated subsidiaries.

INTERNAL CONTROL AND RISK MANAGEMENT: OBJECTIVES

The AXA Group is engaged in the financial protection and wealth management business on a global scale. As such, it is exposed to a very wide variety of risks – insurance risks, financial market risks and other types of risk – which are described in detail in the Group's Annual Report (Document de Référence) for the year ended December 31, 2008. Please see, in particular, Part IV – "Risk Factors", "Certain disclosures about Market Risks and Related Matters", Part II – Section 2.2 "Information on the Company" – "Additional factors which may affect AXA's business" and Part V – "Consolidated Financial Statements" – Note 30 "Litigation".

In order to manage these risks, the Group has put in place a comprehensive system of internal control designed to ensure that management is made aware of significant risks on a timely and continuing basis, has the necessary information and tools to appropriately analyze and manage these risks, and that the Group's financial statements and other market disclosures are timely and accurate.

These mechanisms and procedures principally include:

(i) the Group's corporate governance structures which are designed to ensure appropriate supervision and management of the Group's business and a clear allocation of roles and responsibilities at the highest level;
(ii) management structures and control mechanisms designed to ensure that Group senior management has a clear view of the principal risks confronting the Group and the tools necessary to analyze and manage these risks;
(iii) internal control over financial reporting ("ICOFR"), designed to ensure the accuracy, completeness and timeliness of the Group's consolidated financial statements and the other financial information that the Group reports to the markets; and
(iv) disclosure controls and procedures designed to ensure that management has the information necessary to make fully informed disclosure decisions on a timely basis and that the Company's disclosures material information (both financial and non-financial) to the markets is timely, accurate and complete.

These mechanisms and procedures, taken together, constitute a comprehensive control environment that management believes is appropriate and well adapted to the Group's business.

CORPORATE GOVERNANCE STRUCTURES

Group Level Governance Structures

Supervisory Board and Management Board

AXA SA has a dual corporate governance structure consisting of a Supervisory Board and a Management Board. This structure provides a clear separation between the powers and responsibilities of (i) day-to-day executive management of the Group which is the responsibility of the Management Board and (ii) supervision of executive management which is the responsibility of the Supervisory Board.

A detailed description of AXA's corporate governance structures including composition of the Supervisory Board and Management Board, structure and composition of the Supervisory Board Committees and a description of the respective roles and responsibilities of its Supervisory Board and Management Board is set forth in Section 3.1 "Directors, Senior Management and employees" of the Group's 2008 Annual Report.

Maintenance of an effective internal control environment is part of the Management Board's day-to-day operational management responsibility. Management reports significant internal control and risk related issues to the Audit Committee of the Supervisory Board on a regular and continuing basis to ensure that the Committee and the Supervisory Board have a clear view of material issues facing the Group.

Audit Committee

The Supervisory Board has established four Committees to assist it in fulfilling its responsibilities: Audit Committee, Finance Committee, Selection, Ethics, Governance and Human Resources Committee and Compensation Committee. These committees exercise their activities under the responsibility of the Supervisory Board and report regularly to the Supervisory Board on matters within the scope of their responsibility.

All of these Supervisory Board Committees constitute an important part of the Group's overall internal control environment, however, the Audit Committee plays a particularly important role in reviewing internal control and risk related issues.

The Audit Committee has four members all of whom are independent in accordance with the criteria of the AFEP-MEDEF Report and the US Sarbanes Oxley Act ("Sarbanes"). Three of the Committee members have been formally designated "financial experts" as required by Sarbanes.

The scope of the Audit Committee's responsibilities is set forth in an Audit Committee Charter, approved by the Supervisory Board, which defines the Committee's principal missions, including the following:

- Overseeing the activities and systems of internal control over events that expose the Group to significant risk;
- Monitoring the financial reporting process, the systems of internal control over financial reporting and the accuracy and integrity of the Group's financial reporting;
- Overseeing the qualifications and independence of the Statutory Auditors; and
- Overseeing the performance of the Group's internal audit function.

For more information about the Audit Committee including its composition and the principal matters it handled in 2008, please see Section 3.1 "Directors, Senior Management and employees" of the Group's 2008 Annual Report.

Subsidiary Level Governance Structures

AXA's principal subsidiaries, whether publicly traded or not, are generally governed by:

- a board of directors whose membership includes independent or non-executive directors; and
- various board committees including a compensation committee and an audit committee, whose membership includes independent or non-executive directors.

Over the past years, AXA initiated a process designed to harmonize corporate governance standards throughout the Group. This effort is focused, among other matters, on standardizing, to the extent practicable, principles relating to a number of corporate governance matters including board composition and size, directors' independence criteria, Board Committees and their roles, and directors' fees.

The Group Governance Standards require the Boards of AXA's principal subsidiaries to establish an Audit Committee and a Compensation Committee in addition to any other Board committees that they consider necessary or appropriate for their specific businesses. The role, duties, and composition of these Committees (including the requirements for participation of independent directors) are specified in a detailed Audit Committee Standard and Compensation Committee Standard. The Audit Committee Standard requires the Audit Committees of Group subsidiaries to have a significant component of independent directors in order to ensure that this Committee is strongly independent of management given its critical role in reviewing financial results and other financial information prepared by management, financial reporting and control processes, critical accounting policies, particular accounting issues, key risks and systems of internal control, fraud and similar issues.

MANAGEMENT STRUCTURES AND CONTROLS

In order to manage the various risks to which it is exposed, the AXA Group has various management structures and control mechanisms designed to ensure that management has a clear and timely view of the principal risks confronting the Group and the tools necessary to analyze and manage these risks.

These management structures and controls include the following:

AXA Executive Committee – Quarterly Business Reviews

AXA has a 18 member Executive Committee which is an internal management committee composed of the members of AXA's Management Board, the CEOs of the Group's principal subsidiaries and/or business units and selected other senior executives. While the Executive Committee is an internal management committee which has no formal decision making authority, its plays an important role in assisting the Management Board to effectively manage the Group's operating businesses, consider strategic initiatives and in such other areas as the Management Board deems appropriate from time to time.

Each quarter the Executive Committee conducts Quarterly Business Reviews (QBRs), during which performance of the AXA Group is reviewed. These QBRs were introduced in 2000 to provide management with a clear and consistent framework for: (1) reviewing operational performance and monitoring the progress of key projects using quantifiable standards of measurement defined in collaboration with the Management Board; (2) assessing the status of Group transversal projects; and (3) exchanging ideas and information on key Group strategic orientations.

These QBRs constitute an important management control mechanism to monitor the operating performance of the Group and its principal business units on a continuing basis and to identify any new material risks or issues facing the Group in a timely manner.

For more information about the Executive Committee including its composition, please see Section 3.1 "Directors, Senior Management and employees" of the Group's 2008 Annual Report.

Group Management Services[1] (GMS) departments focused principally on internal control and risk related matters

Several GMS Departments have responsibility for managing and/or monitoring some aspect of internal control and/or risk related matters, however, the following four GMS departments are primarily focused on these matters as part of their principal day-to-day management responsibilities:

Group Risk Management Department

The role of Group Risk Management (GRM) is to identify, quantify and manage the main risks to which AXA is exposed. To this end, GRM develops and deploys a number of risk measurements, monitoring instruments and methods, including a set of standardized stochastic modeling tools.

When appropriate, this work leads to the implementation of decisions that affect the Group's risk profile, helping to reduce the volatility of AXA's earnings through improved understanding of the risks taken and to optimize capital allocation.

As a central team, GRM coordinates risk management for the Group and is supported by local risk management teams within each operating unit. The types of risk covered include operating risks, asset and liability risks, and asset/liability mismatch risks.

(1) Central functions at the Holding Company level.

The principal control processes that fall under the responsibility of GRM are described below:
- The local Risk Management departments carry out regular reviews of the technical reserves established by Property & Casualty and reinsurance operating units. GRM performs regular reviews of models followed throughout the Group in order to ensure the consistency between actuarial and financial standards;
- GRM conducts a decentralized review of risk-adjusted pricing and profitability for new products prior to launch; this review is centralized for variable annuity products with secondary guarantees, and submitted to the Management Board;
- The asset/liability management policy, in place at operating unit level, is monitored and controlled through an annual detailed analysis of asset/liability matching. This work is undertaken to validate the strategic allocations of invested assets. In addition, a quarterly reporting process is used to monitor portfolio developments and detect deviations from strategic asset allocations as well as with respect to benchmarks determined with asset managers;
- Economic capital is estimated quarterly for each product line and operating unit and then aggregated at the Group level. This is one of the main uses of the stochastic modeling tools developed and implemented by GRM. This work enables asset, liability and operational risks to be modeled together;
- GRM proposes annually to the Management Board, with the support of AXA Cessions, the main features of the Property & Casualty and Life reinsurance coverage program of the Group;
- Credit and concentration risks in the Group's asset portfolios (equities and bonds) are managed by the Risk Management department and aggregated at the Group level. GRM also monitors the corresponding exposures on a monthly basis, and ensures that local operating units comply with the concentration limits established by the Group; and
- GRM coordinates the activity of decentralized operational risk teams to ensure proper and consistent identification, measurement and management of the most important operational risk.

Summary findings are then presented to the Management Board, for decision-making purposes when appropriate. The Supervisory Board and the Audit Committee are also informed.

PBRC (Planning, Budgets, Results Central)

The PBRC department within the Group Finance department is responsible for consolidation, management reporting and control over accounting and financial information. It works with local PBR units within the finance departments of Group subsidiaries.

The local PBR units are responsible for producing their contribution to the Group consolidated financial statements.

The PBRC's role encompasses principally the following:
- Establishing and distributing both consolidation and reporting standards and instructions;
- Managing the Group's financial reporting system;
- Producing the consolidated financial statements and analyzing key performance indicators;
- Developing and using management control tools;
- Coordinating the production of AXA's *Document de Référence* filed with the AMF and AXA's Form 20-F filed with the SEC, in compliance with IFRS and U.S. regulations;
- Liaising with the Statutory Auditors and contributing to Audit Committee meetings as required; and
- Steering convergence of accounting & financial reporting processes, systems and organizations for insurance activities in Europe.

PBRC department is also responsible for controls relating to the preparation and processing of accounting and financial information.

Accounting and financial information is consolidated in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (E.U.). As it relates to the financial statements included in the Group's 2008 Annual Report, there is no difference between IFRS as adopted by the E.U. and IFRS as adopted by the International Accounting Standards Board.

PBRC has defined and implemented a set of policies and procedures to ensure the consolidation process leading to the consolidated financial statements is timely and accurate. This consolidation process and its related controls are based on the following:

DEFINITION OF STANDARDS AND MAINTENANCE OF AN INFORMATION SYSTEM:

Group accounting standards, which are consistent with accounting and regulatory principles for consolidated financial statements, are set forth in the AXA Group Accounting Manual and updated regularly by PBRC experts. These guidelines are submitted to AXA's Statutory Auditors for review before being made available to AXA subsidiaries.

The information system is based on "Magnitude", a consolidation tool managed and updated by a dedicated team. This system is also used to deliver the management reporting information used to produce an economic perspective on the consolidated financial statements. The process through which this management reporting information is produced and validated is the same as that used to prepare consolidated financial information.

Finally, PBRC issues instructions to subsidiaries, giving detailed information on the consolidation process, changes in accounting standards and in Magnitude.

OPERATING CONTROL MECHANISMS:

At entity level, AXA subsidiaries are responsible for entering and controlling accounting and financial data that comply with the AXA Group Accounting Manual and reflect consolidation rules under IFRS accounting standards. In this respect, the CFO of each entity signs off on the accuracy of consolidated figures reported through Magnitude and their compliance with both the Group accounting manual and instructions.

At PBRC level, accounting and financial information reported by entities are reviewed and analysed by teams that liaise with subsidiaries on a full-time basis. In particular, these teams review the compliance with the Group Accounting Manual and Group actuarial standards.

TRANSVERSAL PROCEDURES:

In all cases, the procedures are those described above, which generally work as follows:

- All changes in AXA Group accounting policies are anticipated by PBRC experts and implemented after discussions with the Statutory Auditors;
- The main audit issues are addressed and resolved through “clearance meetings” in which local and central financial teams participate, as well as Statutory Auditors;
- The principal options for closing the consolidated accounts are presented to the Management Board and then to the Audit Committee; and
- The auditing of accounting and financial data is finalized at the accounts closing stage in meetings attended by local and central financial teams, as well as local and central Statutory Auditors who present the outcome of their audit work.

Group Legal & Compliance

The Group Legal Department is responsible for identifying and managing the significant legal and compliance risks to which the Group is exposed. It provides expertise and advice on all significant corporate legal matters at the Group level and manages the legal aspects of transactions undertaken by the Group as well as significant litigation, regulatory, and compliance matters.

The Group Legal Department is structured in five Practice Groups which are organized around the substantive matters that the Department manages on a continuing basis in addition to one-off projects or issues that arise from time to time. These Practice Groups are:

- Mergers & Acquisitions & Corporate Law;
- Corporate Finance & Securities Law;
- Corporate Governance & Company Law;
- Litigation, Regulatory & Compliance;
- Business Support & Development and US Legal Matters.

As part of its Compliance responsibilities, the Group Legal Department manages a wide range of compliance related matters including (i) quarterly reporting from Group companies on significant compliance, litigation and regulatory matters, (ii) implementation of the Group Compliance and Ethics Guide which applies to all AXA Group employees worldwide and (iii) the Group’s global Anti-Money Laundering Program.

The Group Legal Department works closely with the Legal Departments of AXA’s principal subsidiaries on legal, regulatory, and compliance matters impacting those companies. In order to optimize integration, coordination and ensure open lines of communication across the Group’s global Legal & Compliance Organization, the Group General Counsel has established and chairs a Global Legal Steering Group composed of the General Counsels of the AXA’s principal subsidiaries. This Steering Group meets on a regular basis and serves as an effective forum for addressing transversal issues, sharing best practices and experiences in a wide variety of areas, and ensuring open lines of communication between General Counsels across the Group. In addition, in order to drive integration deeper into the organization, a series of Global Practice Groups have been established which are composed of staff attorneys from Legal and Compliance Departments throughout the Group. These Groups are organized around substantive areas of expertise (e.g. Compliance, Corporate/M&A, Corporate Governance) or specific themes (e.g. Emerging Issues & Trends) and are charged with carrying out specific defined assignments and reporting back to the Global Legal Steering Group.

Group Audit

The primary mission of Group Audit is to provide the Management Board and the Audit Committee with an independent and objective assurance on the comprehensiveness and effectiveness of internal controls as well as proposals to help improve the management of risks, enhance performance and identify business opportunities.

The Group Audit Department fulfills its responsibilities as follows:

- oversees the quality and performance of the local internal audit teams; sets internal audit policy and standards; co-ordinates the audit planning of local internal audit teams to ensure adequate risk-based audit coverage; monitors the audit coverage and activity, and the key risks and issues raised by local internal audit teams; and fosters the development of professional internal audit practices, processes and systems; and
- undertakes missions selected by the Management Board and the Audit Committee on strategic and management issues to evaluate assumptions and achievement of objectives, strategies, and plans and, whether management are efficiently and effectively carrying out their functions of planning, organising, directing and controlling. Opportunities for improving management

control, operational efficiency, profitability, and AXA's image are identified and communicated to the Management Board, local Management and the Audit Committee.

Group Audit also performs the Group's Chief Fraud Control Officer role and oversees the implementation of AXA's standard on internal fraud control globally.

AXA's internal audit organization is structured around the central Group Audit Department that coordinates and supervises the Group's overall internal audit process and capability, and the internal audit teams set up within Group subsidiaries. The Group Audit Department operates mainly through:
- overseeing of the internal audit teams within operating units;
- strategic and transversal internal audit assignments.

The Head of the Group Audit Department reports to the Chairman of AXA's Management Board (with a functional reporting line to AXA's Chief Financial Officer) and also has a direct and regular contact with the Chairman of AXA's Audit Committee. In carrying out his duties, the Head of Group Audit liaises with other control and monitoring functions, including Group Risk Management, PBRC and Group Legal, as well as Statutory Auditors.

Local internal audit teams are placed under the responsibility of a Chief Audit Executive, who reports directly to the local Chief Executive Officer or Chief Financial Officer or a member of the local Executive Committee, and also to the local internal audit committee. These local teams also have a reporting line to the Group Audit Department and focus mainly on identifying the key risks facing their business units, and on evaluating the design and operation of associated controls.

Group Audit performs quality assurance reviews of the local internal audit teams and assures compliance with the Institute of Internal Auditors' "Standard for the Professional Practice of Internal Auditing".

Group Risk and Compliance Committee

In 2008, the management established a Group Risk and Compliance Committee to ensure that the Group has:
- a comprehensive view of the various risks facing the Group on a continuing basis;
- a dedicated forum for reviewing, analyzing and prioritizing these risks;
- defined action plans to manage these risks; and
- optimal coordination and communication between the different departments managing these risks.

This internal management committee is chaired by two members of the AXA Management Board, the Group CFO and Group COO, and is co-managed by Group Risk Management and Group Legal.

The Committee is comprised of the following 10 GMS departments each of which is responsible for presenting to the Committee the significant risk within its scope:
1. Group Risk Management (GRM);
2. Group Corporate Finance and Treasury (DCFG);
3. Group Audit;
4. Group Legal and Compliance;
5. Group Tax;
6. Planning Budgets Results Central (PBRC);
7. Information Technology (IT)/Operational Excellence;
8. AXA Cessions;
9. Group Human Resources;
10. Group Communication.

In connection with the first Group Risk & Compliance Committee held on October 27, 2008, a comprehensive risk mapping exercise was undertaken. This exercise covered a broad range of risks to which the Group is exposed including financial, solvency, insurance, operational, legal and compliance, tax, audit, human resources, and communications risks. As part of the process, priorities and action points were established for the various GMS Departments that manage these risks. The Committee is scheduled to meet on a quarterly basis going forward.

INTERNAL CONTROL OVER FINANCIAL REPORTING

As a result of its listing on the New York Stock Exchange, AXA has been subject to the requirements of Sarbanes Section 404 since the year ending December 31, 2006, pursuant to which:
- AXA's management must perform a formal annual evaluation of the Group's ICOFR;
- In AXA's annual report filed with the United States Securities and Exchange Commission (SEC) management must state its conclusions as to the effectiveness of the Company's ICOFR, noting any material weakness; and
- AXA's Statutory Auditors are required to perform an "integrated audit" covering the Group's ICOFR and to express their view on the effectiveness of the Company's ICOFR.

AXA has put in place a comprehensive Sarbanes 404 program, again coordinated by Group Audit for 2008, designed to ensure that AXA's CEO and CFO can conclude that the Group's ICOFR is effective as of the end of each year. The program also aims to ensure that AXA's Statutory Auditors can provide a clean opinion on AXA's ICOFR as part of their annual integrated audit.

As part of its evaluation of the Group's ICOFR for the year ended December 31, 2008, management documented and tested more than 6,300 individual internal controls which are part of the Group's overall control environment designed to ensure the accuracy and completeness of the Group's consolidated financial statements on a continuing basis.

ICOFR is a process designed under the supervision of AXA's principal executive and financial officers to provide reasonable but not absolute assurance regarding the reliability of financial reporting and the preparation of its published financial statements. ICOFR includes policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group;
- Provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with the generally accepted accounting principles;
- Provide reasonable assurance that receipts and expenditures are being made only in accordance with the authorization of management and directors of the Group; and
- Provide reasonable assurance that unauthorized acquisition, use or disposition of Group assets that could have a material effect on the Group's financial statements would be prevented or detected in a timely manner.

AXA has selected the COSO framework [2] to evaluate its ICOFR. In line with this framework, AXA has organized its ICOFR system around five key items: (1) Entity Level Controls (ELC), (2) IT ELC, (3) Financial Statement Closing Process (FSCP), (4) Business Processes and (5) IT General Controls (ITGC).

AXA has developed a top-down/risk-based approach to its Sarbanes 404 program by being more focused on risk than on coverage percentage and by using management judgment rather than a purely prescriptive approach. This risk-based approach is in line with "Management guidance" and "Auditing Standard 5" released by the SEC and the Public Company Accounting Oversight Board (PCAOB).

On that basis, a scoping methodology has been developed in order to determine which entities, accounts and disclosures are subject to the Sarbanes 404 program. Entities have been classified into four levels depending on risk assessment:

- Level 1 entities are individually significant and have to cover the five items mentioned above;
- Level 2 entities provide significant services to the Group and have to cover ELC and IT ELC, as well as appropriate business processes;
- Level 3 entities are significant when aggregated and have to cover ELC, IT ELC and FSCP; and
- Level 4 entities relate to other entities and they do not have to evaluate their ICOFR. However, they are subject to Sarbanes Section 302 compliance requirements.

The implementation of an adequate ICOFR and its evaluation requires that, for every item in scope, management needs to document the processes and their related key controls, to test the design and operational effectiveness of key controls, and to remedy any control deficiency identified.

On the basis of the extensive due diligence performed as part of its Sarbanes 404 program as described above, management concluded that ICOFR was effective as of December 31, 2008.

AXA's ICOFR as of December 31, 2008, was audited by PricewaterhouseCoopers Audit, which concluded the Company maintained, in all material respects, effective ICOFR as of December 31, 2008, based on criteria established in COSO. [3]

DISCLOSURE CONTROLS AND PROCEDURES

In addition to its Sarbanes 404 program as described above, AXA SA is required to comply with Sarbanes Section 302. Pursuant to Sarbanes Section 302, AXA's Chief Executive Officer and Chief Financial Officer are each required to certify various matters in each annual report (Form 20-F) filed with the SEC. This annual Section 302 certification requires the CEO and CFO to certify, among other matters, that:

- They have reviewed the annual report;
- To their knowledge, the report does not contain any untrue statement of a material fact or omit to state a material fact that would make the report misleading;
- To their knowledge, the financial statements, and other financial information included in the report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company for the periods presented;
- They are responsible for establishing and maintaining "disclosure controls and procedures" and "ICOFR" for the Company;
- They have designed such disclosure controls and procedures, or caused them to be designed, to ensure that material information relating to the Company and its consolidated subsidiaries, is made known to them on a timely basis;

(2) "Internal Control – Integrated Framework", publicly known as COSO (Committee Of Sponsoring Organizations), of the Treadway Commission, the name of the committee that designed this standard.
(3) PricewaterhouseCoopers Audit's Report to be found in the AXA 2008 Annual Report an Form 20-F.

- These disclosure controls and procedures provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles;
- They have evaluated the effectiveness of the Company's disclosure controls and procedures and presented in the annual report their conclusions as to effectiveness and disclosed to the Audit Committee and the Statutory Auditors (i) any material weaknesses or significant deficiencies and/or (ii) any fraud whether or not material, that involves management or other employees who have a significant role in the Company's ICOFR identified.

In order to support the Sarbanes 302 certification, the Group has an extensive internal process that is based on three pillars:

(1) **CFO Sign-Off Certificates** required to be submitted by all local CFOs to PBRC together with submission of subsidiary financial reporting/consolidation information to PBRC;

(2) **Sarbanes 404 Management Reports** required to be submitted by the CFOs of all "in-scope" Group companies as part of the Group's Sarbanes 404 program described above; and

(3) **Sarbanes 302 sub-Certificates** required to be submitted by AXA Executive Committee members, regional CFOs and certain other executives (including GMS Department Heads) pursuant to which each of these executives is required to review the Group's annual report and formally certify (i) the accuracy and completeness of the information in the annual report with respect to the companies under his responsibility, and (ii) the effectiveness of disclosure controls and procedures and ICOFR at companies under his responsibility (with specific disclosure of any significant deficiencies or material weaknesses). In addition, as part of this "sub-certification" process, these executives are required to review and comment on a number of transversal disclosures in the annual report relating to risk and other matters.

CONCLUSION

The AXA Group believes it has put in place a comprehensive system of internal control procedures and mechanisms that is appropriate and well adapted to its business and the global scale of its operations.

However, all internal control systems, no matter how well designed, have inherent limitations and do not constitute a guaranty or provide absolute certainty. Even systems determined to be effective by management may not prevent or detect human errors, systems malfunctions, fraud, or misstatements and can provide only reasonable assurance. In addition, effective controls may become inadequate over time because of changes in conditions, deterioration of compliance with procedures or other factors.

PART 3 > COMPENSATION

For information on the principles and the rules adopted by the Supervisory Board in order to determine the compensation and the advantages granted to the corporate officers please see Part III – Section 3.2 "Full disclosure on executive compensation and share ownership" of the Group's 2008 Annual Report.

PART 4 > CORPORATE GOVERNANCE CODE OF REFERENCE

Pursuant to the provisions of a French law of July 3, 2008, the Supervisory Board and the Management Board decided to adopt all of the AFEP / MEDEF recommendations, including the recommendations on the compensation of executive officers dated October 2008, as AXA's reference code of corporate governance.

These recommendations were consolidated in a Corporate Governance Code of Listed Corporations published by the AFEP *(Association Française des Entreprises Privées)* and the MEDEF *(Mouvement des Entreprises de France)* in December 2008 (hereafter the **"AFEP / MEDEF Code"**), which is available at AXA's registered office or on its website (www.axa.com) under the "Corporate Governance" Section.

AXA complies with the recommendations of the AFEP / MEDEF Code that are in line with the long-established corporate governance principles initiated by the Company. AXA applies the recommendations of the AFEP / MEDEF Code in the conditions detailed, for the most part, in Sections 3.1 "Directors, Senior Management and Employees" and 3.2 "Full disclosure on executive compensation and share ownership" of the Group's 2008 Annual Report describing corporate governance mechanisms and containing information about executives' compensation.

In order to take into account certain specificities of its governance practices, AXA has decided to adapt the following provisions of the AFEP / MEDEF Code:

- To the extent the AFEP / MEDEF Code only refers to companies managed by Board of Directors *(Conseil d'Administration)*, the Company had to make the necessary adjustments to reflect its dual corporate governance structure consisting of a

Management Board and a Supervisory Board. These adjustments take into account the legal separation of powers between the Management Board and the Supervisory Board, and in particular the Supervisory Board's prohibition, under French law, to interfere into the management of the Company.

- *Section 14.2.1 of the AFEP / MEDEF Code relative to the review of the accounts by the Audit Committee:* for practical reasons, the review of the accounts by the Audit Committee generally occurs on the day preceding the Supervisory Board's review, and not two days before as it is provided for by the AFEP / MEDEF Code. However, the Company endeavours, so far as possible, to provide the members of the Audit Committee with the required documents early enough to allow their proper examination.

- *Section 19 of the AFEP / MEDEF Code relative to the termination of the employment contract of the Management Board's Chairman:* Mr. Henri de Castries, Chairman of the Company's Management Board, has been employed by AXA under an employment contract since he joined the Group in 1989. Pursuant to the provisions of the AFEP / MEDEF Code, the Supervisory Board intends to consider the termination of its employment contract prior to the end of its term of office on October 11, 2009.

- *Section 20.2.3 of AFEP / MEDEF Code relative to stock options and performance shares:*

  (i) *Holding of shares subsequent to subscription options or allotment of performance shares:* In 2007, the Company decided to implement strict rules pertaining to shareholding requirements for members of AXA's Management Board. This policy requires each member of the Management Board to hold, during the entire duration of his/her functions, a minimum number of AXA shares representing a multiple of his/her annual cash remuneration (fixed salary plus annual variable remuneration) received for the previous fiscal year. The Chairman of the Management Board is consequently required to hold the equivalent of his total cash remuneration multiplied by 3 and the other members of the Management Board are required to hold the equivalent of their total cash remuneration multiplied by 2. AXA ordinary shares or AXA ADRs or other quoted subsidiaries of the Group are taken into account to calculate the number of shares actually held. Each member of the Management Board is required to meet with this minimum shareholding requirement within a period of 5 years from (i) January 1, 2007 or (ii) the date of his/her first appointment to the Management Board. Considering the already high level of this shareholding requirements imposed upon members of the Management Board, the Supervisory Board, upon recommendation of its Compensation Committee, has decided that it was not necessary to set higher shareholding thresholds after the initial 5-year period. For the same reasons, the Supervisory Board has decided that it was not adequate to compel members of the Management Board to acquire a number of AXA shares once the compulsory holding period of their performance shares has expired.

  (ii) *Exercise of stock options:* pursuant to the AFEP / MEDEF Code, companies shall determine periods preceding the disclosure of their financial statements during which the exercise of the stock options is not allowed ("sensitive periods"). To date, the sensitive periods are determined by applying AXA Group's Compliance and Ethics Guide. They generally begin 30 days prior to the disclosure of the annual and half-year earnings. The Compliance and Ethics Guide prohibits the sale of shares acquired subsequent to the exercise of stock options ("subscription and sale" transactions), but does not prohibit, in accordance with common practice, the simple exercise of options that is not followed by the sale of the shares acquired subsequently.

Pursuant to the provisions of Article L.225-68 of the French Commercial Code, it is specified that the conditions for the shareholders' participation to general meetings are detailed in Section 23 of AXA's bylaws, copies of which are available at the Paris Trade and Companies Register *(Registre du Commerce et des Sociétés du Tribunal de Commerce de Paris)*. AXA's bylaws are also available on the Company's website (www.axa.com). In addition, the information referred to in Article L.225-100-3 of the French Commercial Code are made public in the Report of AXA's Management Board which is included in AXA's Annual Report for 2008.