



Paris, August 3, 2016

PERMANENT INFORMATION ON EXECUTIVE OFFICERS' COMPENSATION

In accordance with the Afep-Medef Corporate governance code, AXA is publishing the decisions taken by its Board of Directors on August 2, 2016 with respect to the compensation of AXA's Executive Officers.

Executive officers' compensation as from September 1, 2016

During its March 19, 2016 meeting, the AXA Board of Directors unanimously decided to separate the positions of Chairman of the Board and Chief Executive Officer, and as of Mr. Henri de Castries' departure on September 1, 2016, to appoint: Mr. Denis Duverne as Chairman of the Board of Directors and Mr. Thomas Buberl as Chief Executive Officer of AXA.

During its August 2, 2016 meeting, the Board of Directors thus set the compensation of Mr. Denis Duverne and Mr. Thomas Buberl within the context of their new positions as from September 1, 2016.

Compensation of the Chief Executive Officer as from September 1, 2016

Upon recommendation of the Compensation and Governance Committee, the Board of Directors resolved to set the total annual cash compensation of Mr. Thomas Buberl at €2.9 million.

The total amount of compensation of the Chief Executive Officer as of September 1, 2016 and the balance between its different components (fixed, short-term variable and long-term variable) (i) are based on a study by an external consultant (Willis Towers Watson) of compensation practices for similar positions within a sample of CAC 40 companies as well as the principal European insurance companies, and (ii) follows the recommendations of the G20, the European Commission and the Financial Stability Board in terms of compensation.

The table below indicates (i) the fixed annual compensation of AXA's Chief Executive Officer, (ii) its target annual variable cash compensation, of which the amount indicated would correspond to the achievement of 100% of the performance objectives, and (iii) the target annual cash compensation, corresponding to the fixed annual compensation and the target annual variable cash compensation.

	Fixed annual compensation	Target annual variable compensation	Target annual cash compensation
Thomas Buberl (Chief Executive Officer)	€1,450,000	€1,450,000	€2,900,000

The variable cash compensation of the Chief Executive Officer is based on the target variable amount stated above. It is based on the following two items:

- (1) Group Performance based on (i) underlying earnings per share, (ii) the customer scope index and (iii) return on equity (adjusted Return on Equity – ROE). The relative weight of these three indicators shall be 65 %, 20 % and 15 % respectively;
- (2) Individual performance evaluated on the basis of specific objectives as determined by the Board of Directors at the beginning of the year.

The portion based on Group earnings and that based on individual performance each account for 50% of the variable compensation. Each of these metrics is assessed separately in order for the total variable compensation to reflect the Chief Executive Officer's performance with regards to several conditions considered separately. The total effective variable compensation of the Chief Executive Officer may not exceed 150% of his variable target compensation.

The Board of Directors has also decided to continue to apply a deferred payment mechanism for 30% of the Chief Executive Officer's annual variable compensation. Under this mechanism, the deferred amount of variable compensation for the Chief Executive Officer position for 2016 will be paid out in two tranches, in 2018 and 2019. The amount actually paid may vary depending on the evolution of the AXA share price over the deferral period and will be subject to a floor equal to 80% of the deferred amount and a cap at 120% of the deferred amount. The introduction of a variable cash compensation deferral mechanism, while not currently required, is intended to further align AXA with currently applied practices and regulations in France and abroad with regards to the compensation of executive officers in the financial services industry.

During his term of office, the Chief Executive Officer will also be granted stock options and performance shares under the same conditions as all Group executive officers.

It is specified that the Chief Executive Officer shall not benefit from a non-competition clause.

Compensation of the Chairman of the Board of Directors as from September 1, 2016

The Board of Directors, based on a study by an external consultant (Willis Towers Watson) regarding compensation practices for similar positions within a sample of CAC 40 companies as well as the principal European insurance companies, and as recommended by its Compensation and Governance Committee, has also decided to set the fixed annual compensation of the Chairman of the Board, Mr. Denis Duverne, at €1.2 million as of September 1, 2016. The Chairman of the Board of Directors shall not receive any compensation outside of this fixed annual compensation.

Mr. Denis Duverne, who shall claim his rights to pension as of September 1, 2016, has furthermore decided to waive payment, for his entire term of office as Chairman of the Board, of the annuities which he would have received as from September 1, 2016 under the complementary pension scheme for Group executive officers in France, amounting to circa €730,000 per year. Mr. Denis Duverne has decided not to receive payment of these annuities until termination of his term of office as Chairman of the Board without any retroactive payment.

The Board of Directors has confirmed the benefit of long-term share-based compensation (stock options and performance shares) granted to him during years prior to 2016 and not yet vested as of September 1, 2016¹. It is also specified that Mr. Denis Duverne was not granted any stock options or performance shares in 2016.

The upholding of these rights complies with the provisions of the rules of the stock option and performance share plans which provide that in the event of retirement during the vesting period, the beneficiary shall retain the granted instruments. These provisions are included notably on the

¹ (i) 356,713 stock options, the value of which on August 2, 2016 was equivalent to €601,785, and (ii) 186,728 performance shares, the value of which on August 2, 2016 was equivalent to €2,718,782.

basis that decisions made by the beneficiary before his/her departure can have an impact on the results in the subsequent years after his/her retirement. Moreover, the Board of Directors considers that under these circumstances, the said provisions are fully justified in light of Mr. Denis Duverne's long seniority within AXA, the importance of the services rendered, and the significant proportion represented by these instruments with regards to the total compensation of Group executive officers.

It is specified that the performance conditions initially attached to these stock options and performance shares shall remain fully applicable.

Finally, the Board of Directors has decided that no variable compensation shall be paid to the Chairman of the Board, nor will he receive directors' fees, any grant of stock options or performance shares or any other long-term incentive during his term of office.

Commitments made by the Company to Mr. Thomas Buberl

The Board of Directors meeting held on August 2, 2016 formally noted Mr. Thomas Buberl's decision, in compliance with the Afep-Medef Code recommendations, to terminate his employment contract as from September 1, 2016, date on which he will be appointed Chief Executive Officer.

Given the termination of his employment contract, Mr. Thomas Buberl will be deprived of a number of rights that he received or could have received as an employee, such as all Group executive employees in France. This particularly applies to provisions of the 1993 collective agreement covering executive employees of the insurance sector, regarding the payment of a severance benefit in case of dismissal, except in case of gross or wilful misconduct.

The Compensation and Governance Committee and the Board of Directors considered that it was unfair to deprive him of the rights described above due to the termination of his employment contract.

Upon recommendation of the Compensation and Governance Committee, on August 2, 2016 the Board of Directors consequently authorised (i) that despite the termination of his employment contract, Mr. Thomas Buberl should benefit from social benefits (health insurance, life insurance, disability insurance, retirement, etc.) on terms equivalent to those of all other Group executive employees in France, and (ii) the allocation to Mr. Thomas Buberl of a severance benefit designed to replicate the benefits to which he was entitled as an AXA employee under the 1993 collective agreement covering executive employees of the insurance sector, but with the addition of performance conditions in accordance with the Afep-Medef Code. The initial amount of the severance benefit will be equal to 12 months of his compensation and shall be increased by one additional month for each additional year of service up to a maximum cap of 24 months. Details of these commitments are set out in the Appendix hereto.

These commitments shall enter into force upon the effective renunciation by Mr. Thomas Buberl to his employment contract, i.e. September 1, 2016 and will be subject to the shareholders' approval at the next Shareholders' Meeting.

This document has been prepared and published online on the AXA website: www.axa.com pursuant to the Afep-Medef Code and Article R.225-34-1 of the French Commercial Code.

APPENDIX:

Commitments made by the Company to Mr. Thomas Buberl (severance benefit in the event of termination of his executive office)

A severance benefit would be applicable, except in the case of gross or wilful misconduct, solely in the event of dismissal or non-renewal of directorship further to the Board of Directors' decision. The payment of the severance benefit would be subject to the three following performance conditions: (1) achievement, for at least 2 of the 3 preceding fiscal years, of the objectives set for the beneficiary's variable compensation and corresponding to the payment of at least 60% of his target variable compensation, (2) evolution of the AXA share price at least equal to the stock reference index of the insurance sector (SXIP) (in percentage) over the 3-year period preceding the termination of the directorship, and (3) the average consolidated adjusted ROE over the 3 preceding years higher than or equal to 5%.

The amount of severance benefit to be paid to the beneficiary would be adjusted in accordance with the level of achievement against these performance conditions: 100% of the severance benefit would be paid if at least two of the three performance conditions were met; 40% of the severance benefit would be paid if only one performance condition was met; and no severance benefit would be paid should none of the performance conditions be met. Notwithstanding the foregoing, if only two of the three performance conditions were met, the amount of severance benefit would be reduced by 50% should performance condition (1) not be met or should AXA's consolidated net income for the preceding fiscal year be negative.

No severance benefit would be paid should the beneficiary be entitled to a pension scheme within the 6 months following his termination.

The initial amount of the severance benefit would be equal to 12 months of the average compensation (fixed and variable) paid during the 24-month period preceding termination for Mr. Thomas Buberl. One month should then be added to the initial amount of the severance benefit for each additional year of future service up to a maximum cap of 24 months.

This commitment will enter into force upon the effective renunciation by Mr. Thomas Buberl of his employment contract and shall remain valid during the recipient's term of office including any renewed terms of office.