

**SHARE AND VOTING RIGHTS DISCLOSURE FORM**

Pursuant to Article L. 233-8 II of the French Commercial Code (the *Code de Commerce*), this specimen should be sent to

<p><b>AMF</b> <i>Autorité des Marchés Financiers</i> <b>Direction des Emetteurs</b> 17, place de la Bourse 75002 PARIS</p> <p>Tel: <b>01 53 45 62 77/48</b> Fax: <b>01 53 45 62 68</b></p>
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Pursuant to Article L. 233-8 II of the French Commercial Code and Article 223-16 of the AMF's general regulations, at the end of each month companies whose shares have been admitted for trading on a regulated market must disclose on their Web site and transmit to the AMF the total number of voting rights and shares comprising the share capital of the company if they have changed with respect to previously disclosed numbers. These companies are considered to be in compliance with the legal requirement set forth in section I of Article L. 233-8 of the French Commercial Code.

• **Contact information for the person who is responsible for this disclosure:**

- \* Last and first name: ROUSSEAU Jean-Baptiste
- \* Tel: 01.40.75.97.86 Fax: 01.56.69.94.86 Email: jeanbaptiste.rousseau@axa.com

• **Company making this disclosure:**

- \* Corporate name: AXA
- \* Address of corporate headquarters: 25, avenue Matignon - 75008 Paris
- \* Regulated market (Euronext Paris):  
 Compartment A  Compartment B  Compartment C

**Total number of shares comprising the share capital of the company making this disclosure: 2,089,160,063 (on January 31, 2009)**

**Total number of voting rights of the company making this disclosure: 2,583,675,988 (on January 31, 2009)**

(As provided for in the last paragraph of Article 223-11 of the general regulations, the total number of voting rights is calculated on the basis of all shares to which voting rights are attached, including shares that are deprived of voting rights).

- \* Reason for the change: exercises of options.
- \* Date on which this change was observed: .....

When the last disclosure was filed on January 12, 2009:

- \* The total number of shares was equal to: 2,089,158,169 (on December 31, 2008)
- \* The total number of voting rights was equal to: 2,584,464,189 (on December 31, 2008)

• **Inclusion in the bylaws of a clause that requires disclosure whenever there is a threshold disclosure requirement in addition to that related to legal thresholds**

(This information is not required by law, and will therefore be given on a voluntary basis, as the AMF's purpose is to be able to inform the shareholders of listed companies of the existence of such clauses)

- YES (if so, please attach an excerpt from your company bylaws containing this clause and then update this information), (cf. Annex I)
- NO

Done in Paris on February 9, 2009

Signature:

Mr. Jean-Baptiste ROUSSEAU

Legal Department

**Annex I - Clause that requires disclosure whenever there is a threshold disclosure requirement in addition to that related to legal thresholds**

The personal data provided on this form is electronically processed for exclusive use by the AMF in the furtherance of its mission statement. As provided for under the French Data Privacy Act (no. 78-17) dated January 6, 1978, the physical persons to which such data pertains may exercise their right of access and may, if necessary, rectify such information by contacting the AMF's Direction des Emetteurs.

## **Excerpt from AXA bylaws**

### **“Article 7 – Share certificate**

Fully paid-up shares may be issued in the name of the holder of record or in bearer form as the holder so chooses pursuant to existing laws and regulations.

Shares shall be subject to registration under the terms and conditions as provided by existing laws and regulations.

Any person directly or indirectly holding an amount of shares representing 0.5% of the stated capital or its voting rights, through the intermediary of companies held under their control in the meaning of Article L 233-3 of the French Commercial Code , is bound, within five days of registering such shares that makes them reach or exceeds this limit, notify the Company by registered letter with return receipt requested, the total number of shares or the number of voting rights held as well as the total number of stock owned that will ultimately give them access to the stated capital and potential voting rights attached thereto.

This notification must be made again under the conditions as stated above each time the capital amount or voting rights exceed another 0,5% limit. Shareholders whose interest in the share capital of the Company falls below any of the aforementioned thresholds is also bound to inform the Company of their status within five business days according to the same procedures.

Unless reported as described above, shares in excess of the fraction that should have been reported shall not be entitled to vote at meetings of shareholders if during such meetings, failure to do has been recorded and if one or more shareholders jointly own at least 5% of the share capital so request. Loss of voting rights shall be applicable in all shareholder meetings that shall be held up until two years following proper notification.

The Company may rightfully, at its own cost and at all times as provided by law, request from a securities clearing house any information it needs concerning the identity of holders of company stock that gives them immediate or ultimate voting rights in shareholder meetings, including the number of shares held by each of them.”