

**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: 2,320,114,345 (on January 31, 2011)**

**Total number of voting rights of the company making this disclosure: 2,841,925,863 (on January 31, 2011)**

(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, losses of double voting rights.
- \* Date on which this change was observed: .....

When the last disclosure was filed on January 10, 2011:

- \* The total number of shares was equal to: 2,320,105,237 (on December 31, 2010)
- \* The total number of voting rights was equal to: 2,842,819,572 (on December 31, 2010)

• **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 7, 2011

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**

**Excerpt from AXA bylaws**

**“Article 7 – Share certificate**

Fully paid up shares may be held in registered form or in bearer form as the holder so chooses, subject to applicable legal and regulatory provisions.

Shares shall be recorded in accounts under the terms and conditions provided by applicable legal and regulatory provisions.

Any person, acting alone or jointly, who comes to hold, directly or indirectly through companies it controls within the meaning of Article L.233-3 of the French Commercial Code (*Code de commerce*), a number of shares representing 0.5% of the Company’s share capital or voting rights, shall notify the Company by registered letter with acknowledgment of receipt within five days from the threshold crossing. This notification shall detail the total number of shares and voting rights held as well as the total number of securities giving a differed claim to the share capital and the potential voting rights attached thereto.

The notification shall be repeated in the conditions stated above each time an additional fraction of 0.5% of the share capital or voting rights is crossed upward or downward.

In the event of failure to comply with the notification requirements described above, shares exceeding the fraction that should have been notified will be deprived of voting rights at Shareholders’ Meetings if, at such meetings, the notification failure has been recorded and if one or more shareholders jointly holding at least 5% of the share capital so request. Loss of voting rights shall be applicable in all Shareholders’ Meetings that would be held up until two years following proper notification.

The Company may, at its own expense and at all times as provided by law, request from the central depository keeping its securities-issue account any information in order to identify holders of the Company’s securities giving immediate or differed voting rights in Shareholders’ Meetings. The Company may also request information about the number of securities held by each of holders and, as the case may be, the restrictions imposed on the securities.”