



AXA

CHARTER OF THE SENIOR INDEPENDENT DIRECTOR

September 1st, 2016

- 1) Pursuant to Article 1-D-1 of the Board of Directors' Rules of Procedure, the Board may appoint, if no Vice-Chairman of the Board of Directors is appointed, one of its individual members as Senior Independent Director, who shall be appointed for a term that may not exceed that of his/her appointment as director. The Senior Independent Director may be reelected. He/she may be dismissed at any time by the Board of Directors.

The Senior Independent Director must be an independent member of the Board of Directors.

The Senior Independent Director shall replace the Chairman of the Board of Directors in case of temporary incapacity or death. In case of temporary incapacity, the replacement runs for the duration of the incapacity; in case of death, it runs until a new Chairman is appointed. He/she chairs all meetings of the Board at which the Chairman is not present.

- 2) The Senior Independent Director shall have the following responsibilities and prerogatives:
 - (i) the Senior Independent Director is consulted by the Chairman on the agenda of every meeting of the Board of Directors as well as on the planning of Board meetings;
 - (ii) the Senior Independent Director convenes the members of the Board, at least once a year, without the presence of the Chairman and the Executive Management (Chief Executive Officer and Deputy Chief Executive Officers). These meetings are *inter alia* an opportunity to assess the performance of the Chairman, to review his/her compensation and prepare his/her succession plan. The Senior Independent Director chairs the discussions during these meetings;
 - (iii) the Senior Independent Director may request the Chairman to convene the Board on a specific agenda. The Chairman is bound to comply with the requests submitted to him;
 - (iv) the Senior Independent Director serves, if need be, as spokesperson for the independent directors towards the Chairman of the Board of Directors;

- (v) the Senior Independent Director informs the Chairman and the Board of Directors on potential conflicts of interest that he/she has identified;
- (vi) the Senior Independent Director is automatically associated with the Compensation & Governance Committee's work, including where he/she may not be a member of that Committee. As part of this position, he/she plays an active role in the recruitment of the Board and the Committees members, in the annual self-assessment of the Board as well as in works of the Committee on corporate governance matters relating to the operation and organization of the Board (frequency and planning of Board meetings, quality of information provided to the Board by the Executive Management prior to Board and Committees' meetings, appropriateness of Board meetings agendas etc.) or to the communication with shareholders on corporate governance matters.
- (vii) the Senior Independent Director shall be invited by the Chairman to report on his/her actions to the Shareholders' Meetings.

* *
 *