



AXA's Corporate Governance Overview

(Governance, Corporate Officers' Compensation and Sustainability)

April 2025

Governance of AXA

AXA SA

Holding company and licensed reinsurer

The Board of Directors determines the strategic orientations of the Company and oversees their implementation & has specific duties under Solvency II and DORA

Board of Directors

Chairman: Antoine Gosset-Grainville

The Board of Directors is assisted by 3 Committees

Audit Committee

- adequacy and effectiveness of risk management & internal control frameworks
- reporting processes for financial information & sustainability-related information
- effectiveness, performance & independence of internal and external auditors

Finance & Risk Committee

- material topics related to risk, investment, capital, reinsurance and profitability

Compensation, Governance & Sustainability Committee

- material topics related nomination, compensation and more generally governance
- matters related to the sustainability strategy of the Group.

The Chief Executive Officer is vested with the broadest powers to act in all circumstances on behalf of the Company and to represent the Company in its relationships with third parties

Chief Executive Officer

Thomas Buberl

Applicable corporate governance code

The Board of Directors operates in accordance with the recommendations of the French corporate governance code for listed companies published by the Afep and Medef (the “Afep-Medef Code”)

Composition of the Board of Directors

(after the 2025 Shareholders' Meeting¹)



Antoine Gosset-Grainville
Chairman of the Board of Directors



Thomas Buberl
Chief Executive Officer



Martine Bièvre
Employee representative



Helen Browne
Employee shareholder representative



Bettina Cramm
Employee representative



Clotilde Delbos
Companies' director



Guillaume Faury
CEO of Airbus SE



Ramon Fernandez
CFO of CMA CGM



Gérald Harlin
Companies' director



Isabel Hudson
Companies' director



Angélien Kemna
Companies' director



Rachel Picard
CEO of Proxima & Chairwoman of Criteo



Ewout Steenbergen
CFO of Booking Holdings



Marie France Tschudin
Companies' director

- Independent Director
- Director's mandate expiring at the 2025 AGM
- Cooptation to be ratified at the 2025 AGM

¹ Subject to the approval of the renewal and the ratification of the cooptation of the relevant Board members

Number of Directors

14

Independent Directors

81.8%

(64% including employee and employee shareholder representatives)

Gender balance

43% / 57%
of men of women

(45% of women and 55% of men excluding employee and employee shareholder representatives)

Nationalities

6



Average tenure

5 years

Composition of the Committees

(after the 2025 Shareholders' Meeting¹)

Audit Committee



Isabel Hudson
(Chair)



Clotilde Delbos



Ramon Fernandez



Angelien Kemna



Ewout Steenberghe

**7
meetings**

**100%
attendance
rate**

**100%
Independent
Directors**

In accordance with the recommendations of the Afep-Medef Code, and based on their professional experience and/or academic background, the members of the Audit Committee are all considered to have financial and/or accounting skills within the meaning of Article L.821-67 of the French Commercial Code

Finance & Risk Committee



Ramon Fernandez
(Chair)



Clotilde Delbos



Gérald Harlin



Isabel Hudson



Ewout Steenberghe

**9
meetings**

**97.78%
attendance
rate**

**80%
Independent
Directors**

Compensation, Governance & Sustainability Committee



Guillaume Faury
(Chair)



Bettina Cramm
(Employee representative)



Gérald Harlin



Rachel Picard



Marie France Tschudin

**6
meetings**

**100%
attendance
rate**

**75%
Independent
Directors²**

² Excluding the employee representative sitting on the Committee in accordance with the recommendations of the Afep-Medef Code

Activity of the Board in 2024

Main activities¹

- Group strategic plan, Tech, Data and Operations (TDO) strategy (including the strategy in relation to artificial intelligence), M&A strategy, material transactions, including the sale of AXA Investment Managers and acquisition of Nobis, reinsurance strategy, Group sustainability strategy, including climate strategy
- Geopolitical and macroeconomic environment
- Financial statements, capital management policy (dividend and share buy-back), budgets
- Group's top risks, Company's risk appetite and overall risk tolerance limits, Company's information and communication technology (ICT) risk management framework, digital operational resilience strategy and other implementation measures relating to DORA
- Succession plans, composition of the Board and compensation
- Implementation of Corporate Sustainability Reporting Directive (CSRD), double materiality assessment and sustainability reporting, Material IROs, Statement of non-financial performance (SNFP) including sustainability action plans and results
- Solvency II reports, the internal model validation, report, written policies, Group Preventive Recovery Plan, AML-CFT report

**9
meetings**

**4
executive
sessions**

**98.55%
attendance
rate**

Trainings

- CSRD, double materiality assessment and ESRS
- Reduction of the carbon intensity of the Group's investments, decarbonization of the Group's own operations and alignment with Group incentives
- AXA Climate's course "Low carbon transition"
- Sustainable and responsible forest management
- Risks related to Information and Communications Technology, including cybersecurity

¹ Please refer to page 85 of AXA's Universal Registration Document 2024

Board of Directors' self-assessment

In 2024, the assessment was conducted internally. The Compensation, Governance & Sustainability Committee conducted a review of the results before submitting its conclusions to the Board of Directors, including identified areas for improvement and a proposed action plan.

Main conclusions

- The assessment highlighted the positive perception by directors of the composition and organization of the Board and its Committees.
- The Directors noted the progress made in those areas of improvement identified in the previous assessment, which notably led to (i) the appointment of Ewout Steenbergen, (ii) the implementation of a work plan including regular deep dives on business topics, (iii) the review of the M&A approval process and the succession processes, (iv) the review of the Board's Terms of Reference, and (v) the organization of several joint sessions of the Committees.

Main identified areas for improvement

- Continue to operationalize the division of responsibilities for sustainability between the Committees and the Board
- Discuss more regularly the competitive environment in which AXA operates and the risks to which the Group is exposed
- Continue to refine the M&A process
- Further discuss human resources developments and strategy at the Board
- Provide more information on upcoming regulatory changes and their potential implications for the Group.

AXA's executive compensation policy

Guiding principles

Designed to support the **Group's long-term business strategy** and to **align the interests of its Management with those of its shareholders and all other stakeholders**:

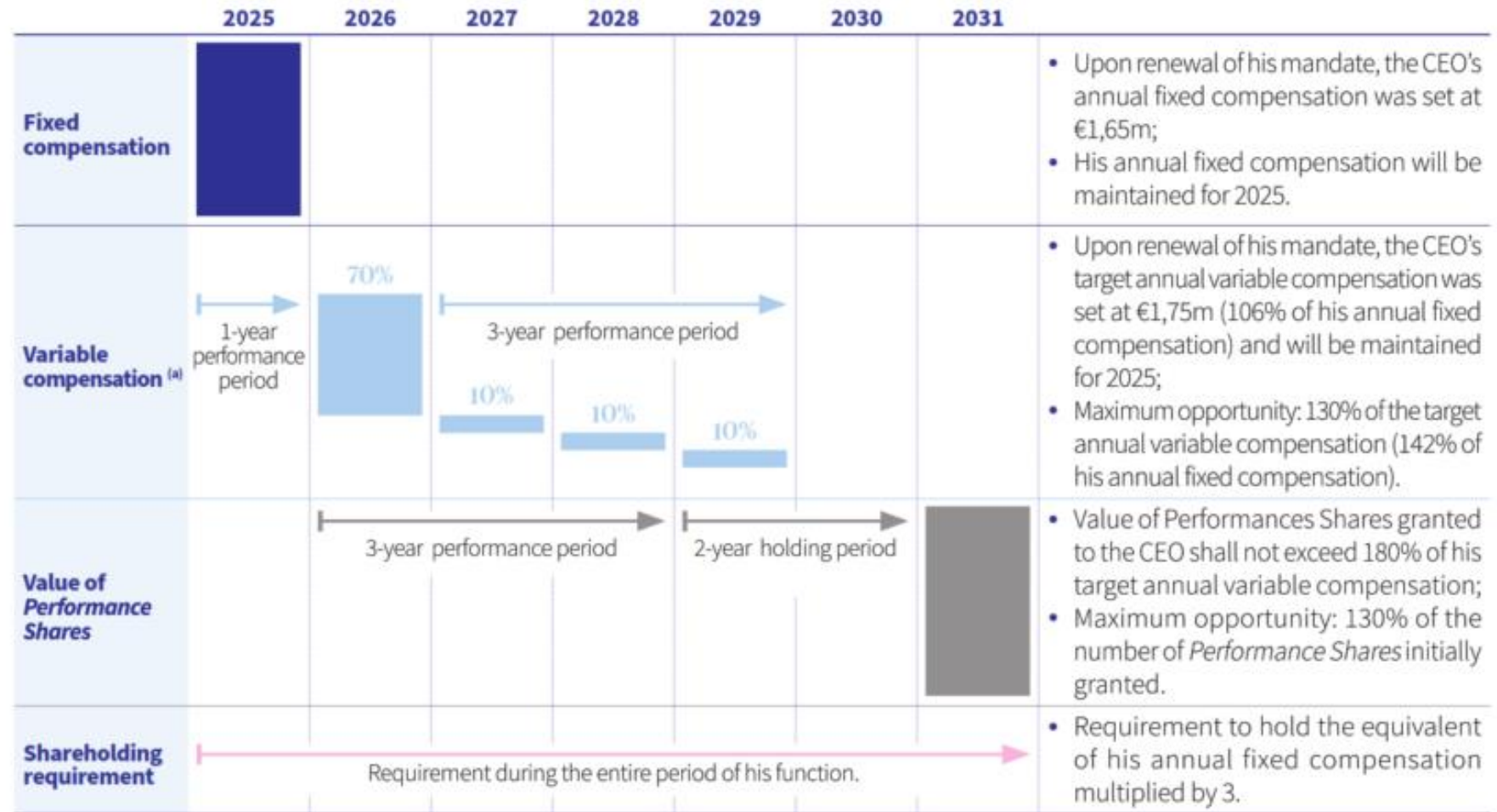
- **Close link between performance and compensation** over the short, medium and long term
- **Competitive offer** consistent with the various markets in which AXA operates
- **Avoidance of any potential conflicts of interests** that may lead to undue risk-taking for short term gain
- **Compliance** of the Company's practices **with all applicable regulatory requirements**

Purposes

- **Attract, develop and motivate** critical skills and best talents
- Drive **superior performance**
- **Align compensation levels with business performance**

2025 Compensation of AXA's CEO

- The compensation package remains unchanged for the duration of the CEO term as a director (i.e. until April 2026).
- The **"at-risk" portion of the CEO's compensation** (share-based compensation and variable cash-based compensation) represents approximately **75% of the CEO's total compensation**, in alignment with the feedback from institutional investors who expressed a preference for a greater proportion of long term, at risk, shared based components, as well as more extra-financial criteria.
- The full policy is disclosed in AXA 2024 URD, on pages 100 *et seq.*



(a) The payment of 30% of his annual variable compensation will be deferred over a three-year period and paid out in three equal tranches subject to AXA share price performance over the deferral period. No deferred variable compensation would be paid (i) in the event that the Group's underlying earnings are negative for the year ending immediately prior to the year of the scheduled payout, or (ii) in case of resignation or dismissal, for gross or willful misconduct prior to the payout date.

2025 Compensation of AXA's CEO

Performance conditions (STIC & LTI)

The **indicators** chosen to **measure the Group performance** are directly **linked to the Group's strategic objectives**

They reflect objectives for **growth, capital management, sustainability** and **customer proximity** and give **significant weight to extra-financial indicators** (30% for STIC and 30% for LTI)

SHORT TERM INCENTIVE COMPENSATION (STIC)

Components	Performance Indicators	Weight ⁽¹⁾
Group Performance (70%)	Underlying earnings per share (UEPS)	45%
	Cash remittance	25%
	Sustainability (<i>reduction of carbon footprint in Group's General Account assets</i>)	15%
	Net promoter score	15%
Individual Performance (30%)	Successfully deliver on the second year of the current strategic plan (2024-2026)	30%
	Further assess strategic opportunities and initiatives	20%
	Develop and decide M&A strategy and successfully close the AXA IM's sale	15%
	Begin reflection on the key challenges for the next strategic plan (2027-2029)	10%
	Successfully drive the efficiency and the cohesion of the Management Committee and further develop solid succession plans	25%

LONG TERM INCENTIVE (LTI)

Components	Performance Indicators	Weight ⁽¹⁾
Operating business performance	UEPS	17.5%
	Cash remittance	17.5%
Group financial performance	TSR	20%
	Return on Equity	15%
Group Sustainability	Reduction of carbon intensity in Group's General Account assets	10%
	Reduction in operations' carbon emissions	10%
	Increase the number of clients covered by AXA EssentiALL	10%

Main changes: The internal criterion linked to the proportion of women within the Group's executive population has been replaced by the target linked to the AXA EssentiALL strategy which is more holistic and directly linked to the Group ESG strategy (internal and auditable KPI)



2024 variable compensation of AXA's CEO

Short Term Incentive Compensation (STIC)

- The **variable compensation** for 2024 (€1,933,313) is determined based on a predefined target amount, and the compensation actually paid is capped at 130% of this target compensation.
- The variable compensation of the Chief Executive Officer is based on **two components**:
 - the **Group performance** (for **70%**), and
 - his **individual performance** (for **30%**)
- **Group** and **Individual performance** is assessed based on the evolution of the following **predefined criteria** =>
- **Deferred payment** of 30% of his variable compensation: the amount actually paid will vary based on the evolution of AXA's share price during the deferral period (capped at 130% of the deferred amount)

The achievement rate for each component cannot exceed 130% and the CEO's effective variable compensation may not exceed 130% of his variable compensation target, i.e. 142% of his annual fixed compensation

	Weight	Achievement rate
GROUP Performance		108%
UEPS	45%	104%
Cash remittance	25%	117%
Reduction in Group carbon footprint in General Account assets	15%	100%
Net Promoter Score	15%	115%
INDIVIDUAL Performance		116.25%
Finalize and launch AXA's new strategic plan for 2024-26 (the Plan)	15%	125%
Implement the Plan and deliver 2024 performance	40%	120%
Manage continued stability in the Management Committee	15%	105%
Navigate the Group through political, regulatory and reputation risks	15%	100%
Continue to assess opportunities to optimize the perimeter of the Group	15%	125%
GLOBAL Performance		110.48%

Compensation of AXA's CEO

Share-based compensation

- In **March 2024**, the CEO received **130,922 performance Shares (PS)** and in **March 2025**, he received **117,997 PS**.
- Application of **demanding internal and external performance conditions** designed to be **aligned with the Group's strategic orientations**, while taking into account regulatory constraints, including the **inclusion of extra-financial components and the relative performance of the AXA share**. There is no guarantee of any minimum gain.
- Cap:** The number of PS allocated to the CEO may not exceed (i) **10% of the total number of PS granted** and (ii) **180% of the amount of his annual variable compensation target**
- Acquisition/Performance period: 3 years** (followed by a 2-year holding period)

LONG TERM INCENTIVE (LTI) – 2021 Plan acquired in 2024

Criteria	Weighting	Target objective	Realized performance	Achievement rate
Cash remittance	30%	€13,900 million	€16,125 million	116.01%
UEPS	30%	€2.89	€3.06	105.90%
Score AXA versus CSA (ex DJSI)	10%	95 th percentile	98 th percentile	125%
Reduction in operations' carbon emissions	10%	Cumulated reduction: 16.6%	Cumulated reduction: 34%	130%
Reduction in the Group carbon intensity of the G/A assets	10%	Cumulated reduction: 12%	Cumulated reduction: 47.6%	130%
Group financial relative performance (TSR)*	10%	100% of the index	194% of the index	130%
Global Performance				118.07%

LONG TERM INCENTIVE (LTI) – 2022 Plan acquired in 2025

Criteria	Weighting	Target objective	Realized performance	Achievement rate
Cash remittance	30%	€16,600 million	€19,390 million	116.81%
UEPS	30%	€3.09	€3.33	104.66%
Score AXA versus CSA (ex DJSI)	10%	95 th percentile	98 th percentile	128%
Reduction in operations' carbon emissions	10%	Cumulated reduction = 21%	Cumulated reduction = 38%	130%
Increase in proportion of women in executive population	10%	Cumulated increase = +6pts	Cumulated increase= +4.44pts	57%
Group financial relative performance (TSR)*	10%	100% of the index	82% of the index	0%
Global Performance				97.91%

* The average AXA share price growth is compared to the average SXIP growth.

Compensation of the Chairman of the Board of Directors

- The Board of Directors has determined that the most suitable compensation structure for the Chairman of the Board consists **solely in a fixed compensation** and will remain **unchanged during his entire mandate**¹
- Consequently, the Chairman of the Board does **not benefit from any variable compensation**, performance shares or other long-term compensation elements or any compensation due in respect of other Board mandates

Chairman of the Board of Directors	Fixed Compensation	Target Variable Annual Compensation
Antoine Gosset-Grainville	€925,000	-

¹Relying on a benchmark carried out by an external advisory firm regarding compensation practices for similar functions within a sample of CAC 40 companies and within the main European companies in the financial sector and due to the extensive role of the Chairman of the Board of Directors beyond the statutory duties of a Chairman under French law.

Sustainability at the heart of AXA's Strategic Plan



Within the 2024-2026 Strategic Plan, AXA has **two main priorities**

**Climate
Transition**

Leverage
our unique expertise and assets
to support business opportunities

**Inclusive
Insurance**

Address
increasing protection gaps
in our markets

AXA for Progress Index

As an INVESTOR

By 2026: Expand AXA's role in society on climate transition & inclusion

Finance climate transition:
€5BN per year in investments

Finance community resilience:
>€500M per year

As an INSURER

Support transition underwriting:
€6BN in P&C GWP cumulative 2024-2026

Deliver >9,000 climate adaptation solutions & services to companies by 2026

Increase the number of customers covered by inclusive insurance: >20M by 2026

As a COMPANY

Upskill AXA's employees: >80,000 employees trained on climate adaptation by 2026

Increase engagement of AXA's employees in volunteering activities: 50% of employees by 2026

By 2030: Deliver AXA's existing commitments on decarbonization

Reduce by 50% the carbon intensity of AXA's investment portfolio (General Account assets) by 2030

Reduce by 30% in absolute terms Insurance-Associated Emissions for AXA's largest corporate clients by 2030

Reduce by 20% in intensity Insurance-Associated Emissions for all other corporate clients within AXA's largest markets by 2030

Reduce by 20% in intensity Insurance-Associated Emissions for retail motor vehicles insured within AXA's largest markets by 2030

Contribute to net-zero operations: reduce by 50% in absolute terms carbon emissions while financing carbon credits by 2030

Transversal sustainability commitment

AXA's S&P Global **Corporate Sustainability Assessment (CSA)** ranking (95th-99th percentile)

Progress made against our targets as of December 2024

As an INVESTOR

By 2026: Expand AXA Group's role in society on climate transition & inclusion

€5bn

in climate transition financing
per year

€7.0bn

> €500m

in community resilience financing
per year

€1.3bn

As an INSURER

€6bn

in P&C GWP to support
transition underwriting (cum. 2024-2026)

€2.1bn

> 9,000

climate adaptation solutions & services
(cum. 2024-2026)

1,052

> 20m

inclusive insurance customers
by 2026

17.4m

As a COMPANY

80,000

AXA Group employees trained on
climate adaptation by 2026

**Program launched
in February 2025**

50%

AXA Group employees engaged
in volunteering activities by 2026

40%

By 2030: Deliver AXA Group's existing commitments on decarbonization

-50%

carbon intensity reduction of AXA
Group's General Account assets

*For 2025: scope and target
redefined (to be announced)*

-50%

-30%

absolute IAE reduction
for AXA Group's largest corporate clients

-25%

-20%

IAE intensity reduction for all other corporate
clients within AXA Group's largest markets

-7%

-20%

IAE intensity reduction for retail motor vehicles
insured within AXA Group's largest markets

-11%

-50%

absolute carbon emissions reduction
of AXA Group's own operations
while financing carbon credits

-38%

Transversal sustainability commitment

95th-99th

S&P Global Corporate Sustainability
Assessment (CSA) percentile ranking

98th

Contribute to the development of a climate-ready society

Example of investments and products/services

Ambitions

€5bn⁽¹⁾
in climate transition
financing

per year through
2030

€6bn⁽²⁾
in P&C GWP to
support transition
underwriting

cumulative
between 2024 and 2026

The insurance sector can play a key role in unlocking finance. Massive investments are required to transform our economies: estimated US\$3.5tn/year⁽³⁾ to build a net-zero global economy and US\$536bn/year⁽⁴⁾ to tackle the interlinked climate, biodiversity and land degradation crises by 2050.

As an investor, AXA focuses on financing corporates and projects with sustainable business models and resilient financial profiles.

As an insurer, AXA supports the transition both in terms of:

- ▶ “what” AXA insures (*i.e. assets and activities which contribute to sustainability objectives*) and
- ▶ “how” AXA insures (*i.e. insurance products and services which support sustainable behaviors (e.g. Green Guarantee) and choices (e.g. Build Back Better scheme, replace with 2nd hand spare parts).*

AXA regularly engages with contributors to its investment and/or underwriting portfolios’ carbon footprint. These meetings provide an opportunity (i) to discuss their long-term strategy and assess the resilience of their business models, (ii) review their performance against ESG targets, and (iii) ensure alignment with AXA’s own strategy and commitments.

Climate transition financing includes:

- ▶ Green sovereign and corporate bonds: e.g. **green bonds** to fund clean transportation, energy efficiency projects
- ▶ Real Estate: e.g. **development of a building in Japan with highest environmental standards**
- ▶ Private assets: e.g. **financing of mid market corporates via specialized funds.**

Transition insurance contributes to:

- ▶ Climate change mitigation e.g. **Pay How You Drive** insurance program to encourage the reduction of GHG emissions.
- ▶ Transition to a circular economy e.g. **guarantee covering the use of reused materials** for professional insureds and building companies.
- ▶ Limitation of biodiversity loss and pollution e.g. **environmental risk insurance** to protect and restore a natural site to its original state in case of an accidental pollution.

(1) Scope: corporate and sovereign debt, real estate and private assets.

(2) Scope: AXA France, AXA Germany, AXA Switzerland, AXA UK, AXA Belgium, AXA Hong Kong, AXA Mexico, and AXA XL.

(3) Source: [Financing the Transition: How to Make the Money Flow for a Net-Zero Economy](#) (Energy Transitions Commission - March 2023)

Accelerate on climate change adaptation services

Ambitions

In 2024, the Group delivered **1,052 services on climate change adaptation to corporate clients**. Results are mainly driven by training sessions.

Example of products/services

>9,000⁽¹⁾
climate adaptation
services to
companies

cumulative between 2024
and 2026

Moving forward, we will reaffirm the commitment of entities and their respective roadmaps with a regular review led with the target owners within entities, leveraging:

- Climate adaptation training
- Climate adaptation services with support from AXA Digital Commercial Platform (DCP) for additional service capability and distribution
- Online tools & support
- Severe weather alerting & recommendations

Both the development of prevention services and the deployment of DCP prove to be key.

Climate Adaptation Field surveys by AXA Climate and AXA XL Risk Consulting
The surveys assess the resilience of critical infrastructure and operations, focusing on the vulnerability of essential equipment and processes as well as its workforce and evaluating how well-prepared a site is to manage physical climate risks. This enables clients in adapting to future climate impacts.

Ma Commune en Action

Platform of free tools and services to support mayors of small and medium-sized municipalities in their ecological transition. Platform material includes training on fundamentals of climate change and numerous examples of adaptation to climate change on a territorial scale.

(1) Scope: commercial lines portfolio of AXA XL, AXA France, AXA Germany, AXA Switzerland, AXA UK, AXA Belgium, AXA Mexico, and AXA Hong Kong. Climate solutions & services include (i) training/education, (ii) risk assessment/awareness, (iii) gap analysis, (iv) prevention/adaptation solution, and/or (v) crisis management/remediation response.

Leave no one behind and foster financial inclusion

Ambitions

>€500m⁽¹⁾
in community
resilience financing

per year through
2030

>20m⁽²⁾
customers
covered by
inclusive
insurance

by end-2026

As society and the economy are undergoing significant transitions driven by demographics, technology and climate change, AXA customers and the communities it operates in are facing new threats and challenges, raising the fundamental question of the insurability of these new risks.

As an investor, AXA believes it has a shared responsibility to ensure a just transition. AXA established an annual commitment to support community resilience through its investments, focusing on health, housing and education, both in emerging and mature markets.

With “Unlock the Future”, the financial exclusion of low-income to mass market communities and small businesses has become central to AXA’s strategy.

As an insurer:

- AXA announced its goal of increasing its number of customers worldwide with inclusive insurance.
- “AXA Emerging Customers”, its inclusive insurance business rebranded to “AXA EssentiALL” in 2024, marking a turning point for AXA with expansion to mature markets.

Example of investments and products/services

Community resilience financing includes:

- ▶ Social housing in Northern Europe
- ▶ Senior housing in the UK
- ▶ Student housing in France and Spain

Initiatives of **inclusive insurance** span:

- ▶ **Emerging markets: partnership between Universal Postal Union and AXA** to scale inclusive insurance through postal networks globally, with (i) joint research and (ii) technical assistance programs
- ▶ **Mature markets: “My Pack Entrepreneur”** providing micro-entrepreneurs or entrepreneurs without employees essential guarantees (e.g. property protection, compensation of income loss following an accident or hospitalization, legal information).

(1) Scope: corporate and sovereign debt, real estate and private assets.

(2) Solutions following AXA EssentiALL’s principles of Inclusive Insurance, aiming to serve low-income to mass market segments in emerging markets, and modest income segments in mature markets.

Our commitment on Living Wage

- As a **responsible and inclusive employer**, AXA aims to offer equal opportunities and prohibits discrimination. In this regard, AXA has engaged with the FairWage Network to conduct annual living wage gap assessments.

AXA been **certified Global Living Wage employer for the second year** and committed to offer to all **its workforce a total target cash at least 110% of the local living wage** by year end 2026.

- As a **responsible insurer, investor, and customer**, AXA is watchful on the ambition of stakeholders on the living wage.

AXA collaborates with suppliers and has implemented a common framework (sustainability clause in contractual arrangements, assessments, implementation of action plans) to help them progress on their living wage ambition.



Sustainability performance and ratings

Member of
Dow Jones
Sustainability Indices
Powered by the S&P Global CSA

2024 percentile: 98th⁽¹⁾
in Dow Jones Best-in-Class
Europe & World indices



2024 score: **AAA**



2023 score: **B**



SUSTAINALYTICS

ESG Risk Rating:
16.3 – Low risk⁽²⁾



**FTSE
RUSSELL**
An LSEG Business

2024 score: **4.3/5**
in FTSE4Good Index Series

(1) Results as of October 21st, 2024.

(2) For the ESG Risk Rating ranking of AXA, please refer to Sustainalytics' website: <https://www.sustainalytics.com/esg-rating/axa-sa/1007999484>.