

AXA ANNOUNCES THE SUBSCRIPTION PRICES FOR ITS 2010 EMPLOYEE SHARE OFFERING (SHAREPLAN 2010)

The subscription prices for AXA's 2010 employee share offering (Shareplan 2010) has been determined by decision of the Deputy Chief Executive Officer on October 28, 2010.

The subscription prices are based on a reference price of euro 13.22, which is equal to the arithmetical average of the 20 opening stock price quotes for the AXA shares on the compartment A of Euronext Paris S.A. over a period of 20 consecutive trading days from September 30, 2010 inclusive to October 27, 2010 inclusive, rounded up to the nearest euro cent (the "Reference Price").

Under the classic plan, for all countries, the subscription price will be equal to 80% of the Reference Price,

i.e euro 10.58

Under the leveraged plan, for all countries, the subscription price will be equal to 83.29% of the Reference Price,

i.e euro 11.01

The following information mainly summarises the other information contained in the press release relating to the Shareplan 2010 dated August 24, 2010.

ISSUER

AXA, ICB sectorial classification:

Industry : 8000, Financials

Supersector : 8500, Insurance

Sector : 8570, Life Insurance

Subsector : 8575, Life Insurance

OBJECTIVE

As each year, the AXA Group offers to its employees, in and outside of France, the opportunity to subscribe to shares issued by way of a capital increase reserved to employees. In doing so, the AXA Group hopes to strengthen its relationship with its employees by closely associating them with the future development and results of the Group.

The 2010 offering, called "Shareplan 2010", is taking place in 40 countries and involves more than 110,000 employees who are offered, in most countries, the opportunity to participate in both a classic share offering and a leveraged plan offering.

SHARES TO BE ISSUED

- Date of the General Shareholders' Meeting having authorized the capital increase: April 29, 2010.
- Dates of the Board of Directors' / Deputy Chief Executive Officer's, acting upon delegation of the Board of Directors, decisions: June 9, 2010 (principle of the offering and fixing of the reservation period) and October 28, 2010 (fixing of the Reference Price and of the dates of the retraction/subscription period).
- Type of share proposed, maximum number: pursuant to (i) the 12th resolution adopted by the General Shareholders' Meeting of April 29, 2010 and (ii) the decision of the Board of Directors of June 9, 2010, the offering will consist of the following:
 - An issue, without preferential subscription rights for existing shareholders, of new shares offered at a subscription price equal to:
 - under the classic share offering, for all countries: 80% of the Reference Price;
 - under the leveraged plan offering, for all countries: 83.29% of the Reference Price.
 - The maximum number of new shares that may be issued pursuant to the offering is 65,502,183 shares, corresponding to a capital increase of a nominal amount of approximately euro 150 million.
 - The new shares will be eligible for dividends declared in respect of periods as of January 1, 2010.

CONDITIONS RELATING TO SUBSCRIPTION

- Beneficiaries of the offering: unless local law requires otherwise, the individuals eligible for the offering are:
 - Employees who are under a valid work contract (open-ended or fixed-term) with one or more of the eligible AXA entities, members of the AXA International Employee Savings Plan (*Plan International d'Actionnariat de Groupe* or P.I.A.G.) or of the AXA French Employee Savings Plan (*Plan d'Epargne d'Entreprise de Groupe* or P.E.E.G.), who are on the payroll on the first day of the reservation period, and having as at the last day of the retraction/subscription period at least three months of prior continuous or discontinuous service over the period running from January 1, 2009 to the last day of the retraction/subscription period, pursuant to Article L.3342-1 of the French Labor Code;

- Former employees of eligible entities (retired or semi-retired from these entities), having kept assets in an Employee Stock Ownership Funds (FCPE) and/or securities in a nominative account within the AXA P.I.A.G. or the AXA P.E.E.G.;
- As well as general insurance agents in France having an individual mandate with an entity that is a member of the P.E.E.G. and who market the products of such entity. This agreement must have come into effect for at least three months on the last day of the retraction/subscription period, pursuant to Articles L.3342-1 and D.3331-3 of the French Labor Code.

The companies eligible for the offering are those that have enrolled in the P.E.E.G. or in the P.I.A.G. including the amendments thereto.

- Existence or not of preferential subscription rights for existing shareholders: the issue will be without preferential subscription rights for existing shareholders, in favor of members of an employee savings scheme pursuant to the provisions of Article L.225-138-1 of the French Commercial Code.
- Terms of subscription:
 - For the classic offer (other than in Germany, Italy, South Korea, Spain, and the United States) the new shares will be subscribed through FCPEs of which the employees will receive units. The employees will have direct voting rights at AXA's general shareholders' meetings.

In Germany, Italy, South Korea, Spain, and the United States, the shares will be subscribed directly by employees and will be held in registered accounts. They will have direct voting rights.

- For the leveraged plan other than in the United States, the new shares will be subscribed through FCPEs of which the employees will receive units. The employees will have direct voting rights at AXA's general shareholders' meetings.

In the United States, the shares will be subscribed and held directly by employees.

- Investment limit: in accordance with Article L.3332-10 of the French Labor Code, aggregate voluntary contributions by each eligible employee may not exceed one-fourth of that eligible employee's annual gross compensation or pension benefits¹, as the case may be (such investment limits could be lower pursuant to local laws). The investment limit for the leverage offer, within the limit of one-fourth of the employee's annual gross compensation or pension benefits, is calculated after taking into account the complementary contribution of the banking partner (Société Générale). During the retraction/subscription period, eligible employees will have the possibility to invest (i) in the classic plan under the same terms and conditions as those applicable during the reservation period

¹ As regards general insurance agents in France, only their professional incomes declared as income tax with regard to the past year will be taken into account.

and/or (ii) in the leveraged plan with an investment ceiling reduced to 2.5% of their annualized eligible compensation (contribution of the banking partner included).

- Minimum holding period of shares: eligible employees will be obliged to hold their shares or fund units for a period of approximately five years, i.e. until May 1, 2015 in France, until July 1, 2015 for the rest of the world and until December 4, 2015 in Belgium, except in the case of a specified early exit event.

TIMETABLE FOR THE OFFERING

- Reservation period: from September 1, 2010 (inclusive) to September 16, 2010 (inclusive).
- Fixing period to determine the Reference Price: from September 30, 2010 (inclusive) to October 27, 2010 (inclusive). Hedging transactions relating to the leveraged plan have been carried out by the banking partner during this period, and could continue to be implemented until the end of Shareplan 2010.
- Retraction/subscription period: from November 2, 2010 (inclusive) to November 5, 2010 (inclusive), as confirmed on October 28, 2010 by the decision of AXA's Deputy Chief Executive Officer.
- Date of capital increase: expected on December 3, 2010.

LISTING

Listing of the new shares on the compartment A of Euronext Paris S.A. (ISIN FR0000120628) will be requested as soon as possible after the capital increase expected on December 3, 2010 and will be completed at the latest by December 31, 2010 on the same line as the existing shares.

OTHER INFORMATION

The regulations and information notices relating to the Funds through which the employees may participate in the offering received the approval of the AMF (*Autorité des marchés financiers*) on July 6, 2010.

This press release is intended to satisfy the requirements of the regulation, pursuant to Article 212-4 5° of the AMF's General Regulations and Article 14 of Instruction n°2005-11 dated December 13, 2005.

CONTACT FOR EMPLOYEES

For questions relating to the present share offer, please contact your Human Resources Department.

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About AXA

AXA Group is a worldwide leader in insurance and asset management, with 216,000 employees serving 96 million clients in 57 countries. For 1H10, IFRS revenues amounted to Euro 49.9 billion and IFRS underlying earnings to Euro 2.1 billion.

AXA had Euro 1,089 billion in assets under management as of June 30, 2010.

The AXA ordinary share is listed on compartment A of Euronext Paris under the ticker symbol CS (ISN FR 0000120628 – Bloomberg: CS FP – Reuters: AXAF.PA). AXA's American Depository Shares are also quoted on the OTC QX platform under the ticker symbol AXAHY.

The Group is included in the main international SRI indexes, such as Dow Jones Sustainability Index (DJSI) and FTSE4GOOD.

This press release is available on the AXA Group website
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This press release is not intended for, and copies thereof should thus not be distributed to, countries in which such a prospectus has not been approved or such an exemption has not been made available or in which all required filings, notifications, consultations and/or information procedures have not yet been achieved or required authorizations have not yet been granted.

With respect to the United States in particular, the securities mentioned in this press release have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States absent such registration or an applicable exemption from the registration requirements of the Securities Act. AXA does not intend to register any portion of the planned offering in the United States or to conduct a public offering of securities in the United States. The securities will only be offered in transactions benefiting from an exemption from registration.

Certain statements contained herein are forward-looking statements including, but not limited to, statements that are predicated on or indicate future events, trends, plans or objectives. Undue reliance should not be placed on such statements because, by their nature, they are subject to known and unknown risks and uncertainties and can be affected by other factors that could cause actual results and AXA's plans and objectives to differ materially from those expressed or implied in the forward looking statements (or from past results). These risks and uncertainties include, without limitation, the risk of future catastrophic events including possible future terrorist related incidents. Please refer AXA's *Document de Référence* for the year ended December 31, 2009, for a description of certain important factors, risks and uncertainties that may affect AXA's business. AXA undertakes no obligation to publicly update or revise any of these forward-looking statements, whether to reflect new information, future events or circumstances or otherwise.