

AXA

PRESS RELEASE

PARIS, OCTOBER 21, 2015

AXA announces the Subscription Prices for its 2015 employee share offering (Shareplan 2015)

The Subscription Prices for AXA's 2015 employee share offering (Shareplan 2015) have been determined by decision of the Deputy Chief Executive Officer on October 21, 2015.

The Subscription Prices are based on a reference price of **Euro 22.17**, which is equal to the arithmetical average of the 20 daily VWAPs (volume-weighted average prices), *i.e.* the arithmetic average of average AXA share trading prices during a given trading day, weighted by the volume of AXA shares traded on Compartment A of Euronext Paris at each price (excluding opening and closing prices), over a period of 20 trading days between September 23, 2015 (inclusive) and October 20, 2015 (inclusive) (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 17.74**

Under the leveraged plan, for all countries, the Subscription Price will be equal to 91.43% of the Reference Price,

***i.e.* Euro 20.27**

The following information mainly summarises the other information contained in the press release relating to Shareplan 2015 dated August 25, 2015.

> ISSUER

AXA, ICB sectorial classification:

Industry	: 8000, Financials
Supersector	: 8500, Insurance
Sector	: 8530, Non life Insurance
Subsector	: 8532, Full line 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 2015 offering, called "SharePlan 2015", is taking place in 36 countries and involves approximately 120,000 employees who will, in most countries, be offered the opportunity to participate in both a classic offering and a leverage offering. The subscriber's initial investment in the leverage offering is guaranteed.

> **SHARES TO BE ISSUED**

- Date of the Shareholders' Meeting having authorized the capital increase: April 30, 2015.
- Dates of the Board of Directors'/Chief Executive Officer's or Deputy Chief Executive Officer's decisions, acting upon delegation of the Board of Directors: June 19, 2015 (principle of the offering and fixing of the reservation period) and October 21, 2015 (fixing of the Reference Price, the Subscription Prices and the dates of the retraction/subscription period).
- Type of shares proposed, maximum number: pursuant to (i) the 20th resolution adopted by the Shareholders' Meeting of April 30, 2015 and (ii) the decision of the Board of Directors of June 19, 2015, 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 offering, for all countries: 80% of the Reference Price;
 - under the leverage offering, for all countries: 91.43% of the Reference Price.

The initial personal investment of the employees subscribing to the leverage offering will be guaranteed by a partner bank (Société Générale) and the subscribers will be entitled to a portion of the share price appreciation versus the Reference Price (without discount).

- The maximum number of new shares that may be issued pursuant to the offering is 58,951,965 shares, corresponding to a capital increase of a nominal amount of approximately Euro 135 million. In accordance with the provisions of Article L.225-138-1 of the French Commercial Code, the number of newly issued shares will

correspond to the number of shares actually subscribed by the Beneficiaries and will be known at the end of the retraction/subscription period.

- The new shares will be eligible for dividends declared in respect of periods as of January 1st, 2015.

> **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 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 on the last day of the retraction/subscription period at least 3 months of prior continuous or discontinuous service over the period running from January 1st, 2014 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 registered 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 been into effect for at least 3 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 entities 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.

- 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 offering (other than in Germany, Italy, Morocco, 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 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 leverage offering other than in China, South Korea 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 shareholders' meetings.

In the United States, the shares will be subscribed and held directly by the 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). For the leverage offering, the investment 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 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: participating employees will be obliged to hold their shares or fund units for a period of approximately five years, *i.e.* until May 4, 2020 in France, until July 1st, 2020 for the rest of the world and until November 27, 2020 in Belgium, except in the case of a specified early exit event.

> **TIMETABLE FOR THE OFFERING**

- Reservation period: from August 31, 2015 (inclusive) to September 14, 2015 (inclusive).

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

- Fixing period to determine the Reference Price: from September 23, 2015 (inclusive) to October 20, 2015 (inclusive). Hedging transactions relating to the leverage plan have been carried out by the banking partner during this period, and could continue to be implemented until the end of Shareplan 2015.
- Retraction/subscription period: from October 22, 2015 (inclusive) to October 27, 2015 (inclusive), as confirmed on October 21, 2015 by the decision of AXA's Deputy Chief Executive Officer.
- Publication of the first nine months 2015 activity indicators: October 26, 2015.
- Date of the capital increase: expected on November 27, 2015.

> **LISTING**

Listing of the new shares on compartment A of Euronext Paris (ISN FR0000120628) will be requested as soon as possible after the capital increase expected on November 27, 2015 and will be completed at the latest by December 31, 2015 on the same line as the existing shares.

> **OTHER INFORMATION**

The FCPE regulations (and key investor information documents related to the FCPEs) through which the employees may participate in the offering received the approval of the AMF (*Autorité des marchés financiers*) on May 27, 2015.

> **CONTACT FOR EMPLOYEES**

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

ABOUT THE AXA GROUP

The AXA Group is a worldwide leader in insurance and asset management, with 161,000 employees serving 103 million clients in 59 countries. In 2014, IFRS revenues amounted to Euro 92.0 billion and IFRS underlying earnings to Euro 5.1 billion. AXA had Euro 1,277 billion in assets under management as of December 31, 2014.

The AXA ordinary share is listed on compartment A of Euronext Paris under the ticker symbol CS (ISN FR0000120628 – Bloomberg: CS FP – Reuters: AXAF.PA). AXA's American Depository Share is also quoted on the OTC QX platform under the ticker symbol AXAHY.

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

It is a founding member of the UN Environment Programme's Finance Initiative (UNEP FI) Principles for Sustainable Insurance and a signatory of the United Nation Principles for Responsible Investment (UNPRI).

THIS PRESS RELEASE IS AVAILABLE ON THE AXA GROUP WEBSITE

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IMPORTANT LEGAL INFORMATION AND CAUTIONARY STATEMENTS CONCERNING FORWARD-LOOKING STATEMENTS

This release is not an offer to sell or the solicitation of an offer to buy. The offering will only be carried out in those countries in which all filing procedures and/or required notifications will have been undertaken and in which authorizations or exemptions will have been granted, and where the procedures associated with informing or consulting with employee representatives will have been completed.

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 or exemptions 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.