

AXA SA Annual Shareholders Meeting

Company Participants

- Andre Francois-Poncet, Director
- Denis Pierre Marie Duverne, Non
- Gaelle Olivier, CEO of AXA Global P&C
- Gerald Harlin, Group CFO
- Jacques de Peretti, CEO of AXAFrance and Chairman of AXA France
- Jean-Martin Folz, Senior Independent Director
- Thomas Buberl, CEO and Director

Other Participants

- Jean-Claude Pauly, Analyst
- Lucie Pinson, Analyst
- Unidentified Participant, Investor
- Xavier Craepon, Analyst

Presentation

Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Ladies and gentlemen. Good afternoon. I'm pleased to welcome you here for this mixed general meeting of the company AXA that I'm chairing for the first time as Chairman of the Board in the presence of Thomas Buberl as CEO; Jean-Martin Folz, Lead Independent Director and Chairman of the Governance of Remuneration Committee; Gerald Harlin, member of the board and CFO of the group; and Gaelle Olivier, member of the board and CEO of AXA Global P&C; and Jacques de Peretti, member of the management committee and CEO of AXA France. I am informing you that person not chaired and present and this is a public meeting and that all these discussions will be broadcasted live on our website, axa.com.

We shall now undertake the prior formalities for setting up the officers of the meeting and this first general meeting was called on first call is convened and basis of the notice appeared on the 24th of February, 2017 with the Journal of Legal Announcements and the notice of communication published in the same journal on the 24th of March and also in the legal notices, (foreign language) 24th of March. I've just been informed that this meeting can be publicly [ph] held both in its formal and ordinary and extraordinary forms. And we have a representation of 1,000,000,644 shares for 13,092 shareholders and 1,000,694,000 votes. I will give you the final quorum before the resolutions and in the presence of all the shareholders present or represented. I therefore declare open this mixed general meeting and shall now undertake the Constitution of the Officers and I call on scrutineers and tellers if they wish to accept this function, the 2 shareholders who either themselves hold or are proxies for the largest number of voters. This company, AXA Insurance IARD Mutuelle sic [ph] AXA Assurances IARD Mutuelle [ph] represented by Francois [ph] Martineau, Director of the Company. And the company, AXA Assurances Vie Mutuelle, represented by Mr. Olivier Riche, a Director also of this company and I thank them for their agreement. And I assert that we call the secretary of the meeting, Mr. Gerald Harlin. The statutory auditors have been convened in compliance of law by registered letter and represented by Mr. Xavier Craepon, representing PricewaterhouseCoopers Audit and Jean-Claude Pauly, who represents Mazars. And I add that we have all legal documents available for the meeting and that shareholders have been able consult the documents either at the head office and also available on the Internet.

I also want to greet all the other members of the board here and also thank them for their active commitment and contribution to the works of this: Jean-Pierre Clamadieu, Irene Dörner, Andre Francois-Poncet, Angelién Kemna, Isabelle Kocher, Suet Fern Lee, Stefan Lippe, Francois Martineau, Ramon de Oliveira, Deanna Oppenheimer, Doina Palici-Chehab and Dominique Reiniche. And in the case of Dominique Reiniche, it will be the last presence as a Director of the Board and I do want to particularly thank her for that. And I also want to greet Claude Bărbăra, Honorary Chairman of AXA and Henri de Castries, who was the CEO of AXA until last July and who has asked to be excused today.

And I convene you now to give your vote on 17 resolutions as ordinary resolutions [ph], 14 extraordinary resolutions. I ask you to allow me not to read in extenso the agenda for this meeting and that you just take the simplified agenda as appears on the screen.

I'd also include the authorization to not give full reading of the board's report included in the annual report of AXA in the reference document. The report was available at the head office of the company and was also available to be sent to you and available at the entrance of this room and available over Internet. And this will give us more time for the presentations that will be given and, above all, to answer your questions.

As for previous meetings, we will be using electronic voting. Those methods will be presented before the vote of the resolutions.

I'll hand over straight to Thomas Buberl, our CEO.

Thomas Buberl {BIO 16182457 <GO>}

Dear shareholders, I am delighted to be here with you and for the past few months have taken onboard the chairmanship of the AXA Group. Today, I would like to share with you the main strategic outlook for the AXA Group. Hopefully, my command of French has improved since last year. Please forgive me for any mistakes I may make despite my best efforts.

In June 2016, we launched our Ambition 2020. That ambition was launched with a clear mission: How can AXA give every one of our clients the power to have a better life. This ambition is based on 2 main pillars. The focus pillar, what can we do in order to enhance our insurance business in an environment which is quite difficult. What can we do in terms of selective growth in the AXA world. The second pillar is the so-called transform pillar. In other words, what can we do through innovation in order to create a new customer experience. Many of our customers today are used to services that are very much digital over our noninsurance competitors. The main question remains as far as when will the insurance go in the same direction that is being very simple and digital. The aim of that 2020 ambition is clearly that we can be a real partner of our customers.

In order to achieve this, it's extremely important to involve our employees and our agents who serve day after day our customers. It is very important to lead them on this path. It's also important to give them significant and key values for this transformation and this 2020 ambition. These values are very strong and therefore main values.

The first value is customer first. All our actions, all our ideas must start with having the customer in our minds. The second value is about integrity. AXA is very strong with this value because it is important to respect your word and give the necessary respect that you owe to people. The third value is also very much key for AXA. And that is courage. AXA was founded by an entrepreneur. We never lost that element of courage. But it's important to remind ourselves in difficult times that courage remains really the focal point. In order to move forward, we must have enough freedom to express ourselves and to be daring in order to innovate. Now the fourth value is the One AXA. We are -- around the globe, we are not where we want to be. That is to represent in each country,

to have one single face towards the markets and customers. It's very important that we meet together, that we have one single local team in order to serve properly our local customers.

I'd like to share with you 4 examples of the so-called focus pillar. The first one is about health. This is a topic which is very vital for all of us. I believe very much in this topic. Why is that the case? Today, we see medical expenses soaring and insurers can really be very helpful in this regard. AXA today is a -- very much a global company. We are very much significant with \$12 billion in the health sector with a 4% growth and profitability being quite attractive.

Why is the health insurance very key for us? If we want to be partners of our customers, it's important to help them. Besides the payment of a claim, our customers are very interested in avoiding claims. So prevention, therefore, is overarching. When people are looking for a doctor, it's very important to find the right doctor and very quickly. We can be very -- we can help in this. We have the knowledge and we really want share this wealth of knowledge to serve our customers. And in difficult cases, such as chronic diseases, we can help. We can better assist our customers than what we are doing today.

Now a second example to this effect is the pension market. With very low interest rates, with a sharp increase in demand for pensions, AXA is a major global player in this pension-related arena. And today, in order to obtain a EUR 1,000 annuity, you need to save twice the same amount compared to 10 years ago. In other words, needs have increased dramatically. Past time solutions, which are revolving around guarantees only or covers are no longer relevant any longer. We need to ask ourselves, where we can we find a new equilibrium between the cover of guarantee and the upside for the customer.

AXA used to be very strong in the -- to innovate with these products and Jacques de Peretti will explain after that what we are doing in this respect. In France, we are leaders in these Unit-Linked accounts in order to better serve our customers with low interest rates around us.

Let me take this opportunity as well to express my thanks to our employees and, certainly, our agents. I know that it's never very easy in these difficult times of low interest rates. Our agents are doing an excellent job in relation to our customers. They really try to respond better and faster to the needs of our customers and serve them better day after day. I really would like to thank you for this great job you're doing day after day.

Now, there's a third example, which is the SMEs sector. If you look today at the companies, this is a very wide market, EUR 500 billion of premiums without that global market. And today, AXA has revenues which is half in P&C for -- with companies and this market is growing dramatically. Why is that the case? Well there are new risks that are popping up. And entrepreneurs ask themselves day after day what they can do better. They ask themselves probably, they ask questions about risk. In other words, what can they do to avoid risks. How can we work and manage tomorrow's risks. We have this ability, we have that knowledge whereby we can really help SMEs and even smaller companies.

One last example to this effect is Asia. AXA is very large in France. But today, AXA is also very big in Asia. Asia is a big growth engine for AXA. You've seen in the figures that new business in Life have moved a lot, plus 16%. And we can also see a strong momentum in the P&C sector. Our aim is to be leading in Asia. And have 100 million customers in Asia in 2030. Today, we are well equipped with joint venture partners in each of these large countries in every channel. And it's up to us really to be part of that major growth that is taking hold in Asia.

Let me move on now to the so-called transform pillar or mainstay. Well transform is about creating a new customer experience. Remember, today unfortunately, it is easier to buy a book from Amazon than buying an insurance policy. It will remain difficult. But we can make the process easier though.

How can we carry this out? Well in the future, we must get closer to our customers. We must be in closer touch with our customers and also more open and transparent with our customers. The most important case is the case where you have claims. When there are claims, customers want to know, when do I get in touch with the agent and what is the process. And how long will it last before I get paid. We've developed tools in every large country in order to do better in terms of transparency and openness. So in a number of countries, we give a partial payment during the occurrence of a claim so that the customer can really manage their cash position. And we have tools to show how things will be staggered out with a claim and what are the next milestones.

The digital element is extremely important. It creates an opportunity for us to be in touch with the final customer and serve customers in an easier and more straightforward manner. This will not replace the agent because the agent, after all, is absolutely fundamental and will remain fundamental in the relationship between the customer and AXA. Customers want something that is more plain and simple through the digital. But they don't want to buy insurance on the screen. They want to buy that promise of the insurance through an agent, through a physical person. This is where it's important to really bring our agents -- I mean, take them on this digital transformational path and show them how much potential there is there in order to better serve our customers.

This area is very important for us. And we want to be leaders in regard to innovation in the insurance business. In order to achieve this, as you are aware, innovation is always something risky. If we only focus on one idea, it becomes dangerous. In the insurance business, we like diversification and this is why we've created, through innovation ecosystem, with different innovation pillars. We launched an investment fund called AXA Strategic Ventures in order to really invest in new business ideas in the insurance field. It's not only about investing in something. But we also want to learn and give enough size to the start-ups that AXA has. I believe it is a good combination that works well. And to date, we've already invested in 26 start-ups.

The second main pillar in regard to innovation is Kamet. Kamet is an incubator in Paris, in London and in Israel in order to reinvent our business altogether. In my opinion, it is better that we reinvent our business in relation, instead of others who are doing it for us or against us.

We launched that Kamet incubator. And we already have in our rollout 3 ideas. I was at Kamet two days ago and I visited the project teams there. It's unbelievable to see that speed and that entrepreneurship and that strong resolve to really be a partner of our customers. I am sure that in the field of health and in the car insurance business, we can make progress in the way we serve our customers with innovation manufactured by Kamet. But we also work with regard to innovation with our partners in many markets.

The insurance situation and the development of infrastructures is very different compared to what we have here in France. In Africa, for instance, we are partnering with Jumia. Basically, with Jumia, we want to help in the retail business and help with the insurance business in order to stabilize the lives of people.

The same thing is important with regard to the so-called emerging segments. We can see in markets that need to be developed a new middle class that is growing. And in order to really help that expansion, we need to stabilize the lives of these people. So many times, you see entrepreneurs who really depend -- who need to be constantly present in the business. If they are absent, it means that there's no money, no finances. In order to help, we can provide some small insurance covers. And this business is really expanding quickly. We have a partnership, for example, with Airtel in India where we already serve 5 million customers.

Innovation is also important for us with the aim of the societal impact it produces. AXA is a major player in society. We help society. And we also help, through our investments and through the fact that we do some research on behalf of society. In 2015, we decided very boldly to reduce our exposure to coal. In 2016, we made another commitment, which was quite courageous, which was

to disinvest from the tobacco industry. Additionally, we've worked very hard on climate-related risks. For this work -- this also, we obtained a major award. But not only externally. But internally, we are working on our role in society at large. We believe that it is really key in the transformation of the work environment also to adjust and change our parental policies. Our parenthood policies is we want to build a modern equilibrium between work and family life for all our employees.

For us, it's very important that Ambition 2020 remain steady on the 2 pillars, focus and transform. It's not one or the other. It's both of them together because the environment and our customers ask us to be involved in both of these actions. In 2016, you saw a first stage of that 2020 ambition.

I'm very proud to share with you the fact that we've obtained solid results and that we have continued our progression. For the first time ever, we've reached revenue of EUR 100 billion. This is a record figure in AXA's history. The same goes for our underlying earnings with record achieved. All of this is related to a very solid balance sheet, with a solvency rate around 200%. We are extremely proud to serve every day, 107 million customers. And it is key that these customers stay at AXA. And AXA represents, for the eighth time, the first global brand in the insurance field. Gerald Harlin will give you further details with more figures.

But let me show you though, I wanted to share with you the fact that the first stage of our 2020 Ambition is, truly speaking, well underway. We are within our ranges, which is to improve our underlying earnings. We are within the range we want in terms of profitability. And we are also within our limits in terms of balance sheet stability. 2016 turned out to be a good start towards the goals of Ambition 2020. We are well positioned for the next stages. And I would like really to express my thanks to all our AXA agents and employees for their commitment because without their commitment, we have never achieved such results. I'm very proud of the employees and our agents.

Thanks to all of you, dear shareholders.

Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Thank you, Thomas, for this presentation. And I'll hand over now to Jacques de Peretti who will be giving us an overview of the situation of AXA France.

Jacques de Peretti {BIO 18970697 <GO>}

Good afternoon, to you all. I will be presenting in 2 parts. The first part concerning the results of AXA France in 2016 and the second focus, to share with you our vision and ambition for the coming years.

AXA France's results in 2016, first of all, our revenues. Revenues have improved by 4.1%, essentially driven by the personal insurance business, which has increased by almost 6%. Second point to note is our earnings, these have remained stable at EUR 1,300,000,000 as you can see, bottom right of this slide. What's important is to see that these results come from all our business. All of the business lines have contributed. P&C. But also Life & Savings. And Unit-Linked. And also for health and Provident.

And the third aspect that I wanted to underscore is our P&C business. Last year, we were able to improve our combined ratio by 1.2 points, at 94 points -- 94.1 points despite the worsening of the climate situation as you know and also of the automobile and the car insurance claims.

I'd like to focus on something that Thomas mentioned, is individual savings for pension purposes. In a complicated market last year, remember there was a lot of volatility in the financial markets. We nevertheless, managed to keep a diversification rate in our collection of 40%, which is excellent performance. And this is due both to the inherent quality of our products. But also to the

quality of the advice provided by our commercial teams. And this year, I cannot avoid focusing on our collective business. You know that the French interprofessional national agreement was signed on the 1st of January, which makes mandatory an additional health insurance for all employees in France. And our revenues, which is our first source of revenue in France, has grown by 6%. And this reflects the growth of our portfolio by 25%. And this, above all, is an illustration of our capacity to seize opportunities as they arise in order to grow our business.

And I'd conclude these presentation of figures in terms of individual Provident collection. And this increased by 8%. This is the result of the unfailing commitment of our general agents, very strong commercial dynamic in the market and the 300,000 new clients who have been brought in by our agents to trust us for their individual Provident concerns.

Now what about the future? What is our vision? Well the vision is simple and is built around 3 main pillars. The first is to be the leading multi-specialist insurer in France. Secondly, this will be obtained thanks to multi-access service, Thomas referred to this, which must be competitive and innovative. And I'll come back to this. And lastly, what we are aiming for, it's complicated, I admit. But it is precisely to be more streamlined, to be more simple for our customers.

So let me come back to the first of these pillars, to be a multi-specialist insurer. Now you're going to tell me that we are already the #1 insurer in France and present in all branches. So what do you want to do more? Well it is to be, in each of these branches, the one who is capable of providing the greatest added value and expertise for our customers. And that is the purpose behind the reorganization that we implemented last 1st of January and that is to bring together in the same team all our expertise in order to be able to give additional added value.

Clearly, we want to be a model company in terms of the representation. And we also want to seek each year to be able to support our customers. This year, for example, it was a difficult process but we rolled out in our commercial tools, a new tool which we called Discovery. And as the name says, it makes it possible for us to understand the risk profile of our clients and therefore, adapt our response based on that risk profile.

And lastly, our DNA is essentially our business. And our business is prevention. It's been now 30 years that AXA Prevention has been very active in France, in particular, in terms of prevention of car risks and health and daily life accidents. And we want to take this even further. And it's a very important topic for us and because it implies our corporate social responsibility. And of course, we support a lot of charities and associations. But what we're going to do is continue what we started in 2016, which is to integrate the societal damage.

And we launched a new label, which we call the citizenship insurance. And we have set this label for offers that provide individual and collective benefits for society. For example, our car insurance offering gives us the capacity to offer to our customers, in particular our young customers, the ability in the evening, if they're not in position to go home with their own car, to have access to a taxi. It's what we call the Taxi Joker sic [ph] Joker Taxi [ph]. They can use this free of charge 5 times a year. And this contributes to having the profits of the company because there'll be less accidents but also, it's a citizen's' responsibility. And this represents over 50% of our sales last year with our customers.

The second pillar is service. And I would like to illustrate what we mean by multi-access service. Thomas said that. And this is key to us, we want to make it possible for our customers to interact with us both in our branch offices but also over the Internet and by phone. And this, at whatever time they wish to contact us.

It's a very strong ambition. But we've already rolled out a number of steps towards this. For example, today, we are already offering a hybrid purchasing path. What do we mean by that? Well a customer can begin buying on Internet. And if they need additional advice and take things

further, they can finish off at the branch. And this is a reality because it already represents over 10% of new business in our car insurance business.

We want to be innovative as well. And this means supporting our customers in new protection territories. And let me illustrate this very simply. The cyber risk. We are the first company to launch a protection for cyber risk for individuals. What does this mean? Well it means protection against reputation damage of Internet or user being of your identity or faced with fraud on e-commerce. And 100,000 of our customers already have this insurance and we want to take this even further.

In the corporate level, the cyber risk is very topical and it's increasing, thanks to the regulations that are going to be rolled next year. And this year, we launched a very customizable offering for every business and company.

One last point that I wanted to point out in terms of service. And I won't go into detail. But let me give you a few figures. We do want to exceed our player positioning. We want to become partners with an offering of added-value services. We were the first in France, a little over a year ago, to launch the remote medical consultation. And in 2016, we deployed this service for 3 million of our customers and this, therefore, is a reality. Similarly, we are now testing a medication delivery service in the city of Paris, for example. This is what I mean by competitive and innovative multiple access.

Now, let me come to the probably most important pillar, which is simplicity for our clients. And this is something that we want at every stage of a customer's interaction with us, throughout their life and more specifically, of course, when there is a claim. Now, there are 3 resolutions in terms of underwriting. In 2016, we established electronic signature, which means one can do away with paperwork to facilitate underwriting. Over 1/3 of our networks now use it. And we intend to take this even further in 2017. In terms of daily life for our customers, we also, of course, want to streamline their daily life. And 2016, at the end of the year, we completely overhauled our investment in obtaining the services at 24 hours a day in terms of certificates and other reports and also online payments and so on. And we are therefore, improving the simplification, thanks to these applications for our customers.

And lastly, in terms of claims. We want to be able to reassure clients; that's very important. But we also want to be able to make it easier for them to declare their claims. And we established the e-claim statement last year, for example. And this makes it possible to avoid complicated expert reports and to be able to do this through and over the phone, for example.

So this ambition to better serve our customers and to make our company simpler. But also closer to our customers, is something that is being undertaken, thanks to the commitment of all AXA's employees. But I don't want to forget also the commitment and major role played by our general agents and our distribution networks to transform our company and make it a company that is simpler for our customers. And I do want to thank the agents for that.

Thank you for your attention.

Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Thank you, Jacques, for your presentation. I turn it over now to Gaëlle Olivier who will share with you the transformation of our P&C business.

Gaëlle Olivier {BIO 16571615 <GO>}

Good afternoon, to all of you. Yes. Today, I will focus more on our P&C business and more particularly on mobility. What you have heard so far with Thomas and Jacques is really this message, which is that we believe in the insurance business as a growth driver and driving the

business for the future. Very often, we hear that it's a bit traditional, this business we're in, a bit obsolete or -- but actually, insurance is at the heart and -- of our societies and growth is -- there's no development of society without innovation and there's no innovation without risk-taking and there's no risk-taking without protection and this is our *raison d'être*. This is why we believe very strongly that the insurance business is a business for the future because what we experience individually every day with our companies is that the risks that are around us are growing, are changing. And this is where, we ensure we can play a role and adjust our offer.

Let me take the example of the P&C business. The P&C of Property & Casualty is about physical goods and damage-related -- connected with these goods. When you look at the P&C premiums, which is related to it, over the last 35 years, it was multiplied by 7. It was multiplied by 7 over the last 35 years. And we plan -- I mean, many consultants plan as well a sharp growth in the coming years to come.

Why is that the case? There are 3 major drivers that support the development of our business. So first one is the economic development. Why? Naturally, the more goods you own, the more you want to protect them. The second driver is the penetration of the insurance business or the possibility of providing new offers. We see that in many countries, that penetration is still at a low end. And the third driver is demographic expansion. The more individuals there are, the more there are physical goods associated to them. When you look at these 3 drivers, you understand why the past few years there's been a sharp development of the P&C business. And you can see why in future years, it will remain so.

Of course, there are 2 different situations in regard to countries. There are so-called more mature, more developed countries, where we've made efforts about consumer goods and it's more about renewal -- renewing these consumer goods, which will create also new opportunities. And there are other so-called developing countries, where we have a lot of equipment that is putting -- been put in place. This is where we see a speeding up of the P&C. In addition to this, the renewal in mature countries on the one hand and equipment in developing countries, there are also new risks emerging. Jacques has mentioned this. We see around us many new risks such as the cyber risk, which are developing and creating new insurance opportunities and need for protection on the part of our customers.

Let me now focus more specifically on the car insurance business. Now, in 2016, more than half of car registrations with regard to cars where -- took place in Asia. So therefore, we have the same phenomenon compared to what I described about P&C. And today, out of 1,000 inhabitants in developed countries, we have about 650 of cars for 1,000 inhabitants. In developing countries, it's under 100 cars per 1,000 inhabitants. So you can see that this is a major trend about renewing on the one hand. And developing cars in developed countries on the one hand. And on the other hand, equipment, car equipment in countries, which are in the midst of development. And today, around the world, there are about 1.2 billion cars. People plan by 2030 to have 2 billion cars on this planet. So cars are not at the end of their development. But very likely, it will evolve and the risk associated will also change over time. We've already started to see, with the development of electric cars, today, there are about 1 million of them. Relative to the 1.2 billion, it's a low figure but it's growing quite quickly.

Why am I saying that? Because quite often, you, when you are a shareholder, often you have a car, very often an insurance policy with us and each year, you receive your insurance receipt. And you feel that prices are climbing. And as Jacques said, everyone is doing prevention, road prevention. It has lowered dramatically the risk of an accident in France, in particular. Over the past 10 years, the risk of an accident has been down by about 35% in France, which is quite meaningful. At the same time, the cost of spare parts. So the repair of those accidents has increased by more than 50%. And the cost of bodily injuries has increased by about 40% over the period. So you can see that what will be underlying the development of our revenues, of our premiums, is the perpetual assessment of the underlying risk with regard to the goods that is insured.

What will remain important independently of the ecosystem around us are 3 things. Firstly, are we financially solid? And Gerald will give you more details about this later on. For our business, we need a solid balance sheet. Why? Because we are the only business where the customer trusts us, pays the product, before even having received the services associated with the product. So that they trust us not only when they buy the product. But especially throughout the life of the commitment we have towards them. That's the first factor, the balance sheet being solid.

Now the second one is the quality of service. It's the brand. The brand reflects the quality of service and this is fundamental. And the third element is the ability to assess properly our risks. And this is where you see the relationship between that ability, on the one hand, of seeing how the underlying risk is evolving. But also, the cost of repair, how it can evolve as well. So these are trends that will fully impact the car business.

We are all in an environment where we see technologies and towns that impact more and more our lives, more and more protected towns and more and more connected -- we see cars that are more and more connected, which in the next two years, must be able to further diminish the risk of accidents, or even avoid them significantly. This is a major key challenge for us not only as an insurer, be able to support the change of this risk. But also position ourselves on the new risk that will be created through this changing ecosystem.

So we've already started developing around the globe in our entities a number of innovations to support the development of those risks. The first example is an example that was developed in France, which is "Ma Mobilia Auto". You saw in France the development of companies such as BlaBlaCar, WeCar and others, when today, as a private person, you borrow someone else's car. You are not necessarily covered or guaranteed for the bodily injuries that could occur to you as a driver. And your protection will depend on the vehicle insurance and the insurance of the driver of the vehicle that you will be borrowing. The auto mobility is a way for you to protect yourselves on the bodily injuries that might occur to you when you borrow someone else's car.

The second example that I'd like to underline is the example for young drivers. We've been witnessing for many years that young drivers had rather claims -- I mean, the loss ratio which was worst. So we have put in place a game on smartphone that could help young drivers to better assess the quality of their driving and better under -- learn how to improve their driving and then have a positive effect and improve therefore their claims ratio.

A third example, which is absolutely fundamental in my view. Claude Babacar used to say, "In our business, we have no patents." And it's true. We only have our men and women who are really working in the company as today. But we have a golden rule, which we haven't made the most out of yet and it's our own knowledge about risks. It's our ability for many years not only to assess those risks. But also to serve them and plan for them. Why couldn't we, this knowledge, shared it with our customers, make sure that our customers and the public at large can share it, because we have a common interest of making our societies much safer. So we are developing now apps where, thanks to new technologies and thanks to the initiatives undertaken by Bernard Glabnard [ph], we analyze all our risk-related data and we can give them back to our customers in order to identify for our customers the areas of risks, which maybe were there more thefts perhaps in cars, or maybe stronger claims losses on certain freeways, or maybe behaviors that could generate within our customers risk-related driving behaviors. So this ability to better analyze our data on the risk for many years now and share it with our customers is a phenomenal asset for us for the future.

I'll go over this next example quickly. Jacques mentioned but it illustrates very well the development we've made in the past two years in our digital tools. If you're a customer, you can all download on your smartphone the My AXA [ph] app where you find the possibility of declaring your accidents. Hopefully, you won't have any. And through electronically and by taking your pictures on your smartphone, you can send them directly to our customer service.

Last example, assistance. Assistance is a way for us to identify quickly where you are and be much faster to assist you because we can be connected with your mobile apps.

Through these examples, you see that we've attempted. And it's our strategic orientation, to increasingly absorb technological innovations in order to give them back to our customers and adapt our services to be closer to our daily needs -- to your daily needs.

So to sum it up, we share in the management team a strong conviction that is that we are in a future -- in a business which is contributing strongly to the future and to the development of our societies. But to this effect, in a very changing world where risks are growing, we must do 3 things. The first thing is to adjust and not count only on our force and strength. It would put at risk our ability to be agile. Then we need to capitalize on our strengths, our balance sheet, our brand and our expertise in terms of claims and on risks. And the last one, which is fundamental, is to remain agile, nimble, creative, innovative. And this is what we've been trying to do for many years in order to constantly be ahead of that pack, creative and share innovations to private individuals or corporations. Not only are we constantly changing, it's difficult to know exactly how progress and changes will take place and at what pace. Surely, if we use our customers as a compass, we never make mistakes. This is why you see through our speeches and actions, we try to get closer and closer to all of you, to our customers, to be closer to your needs and to the changes in your needs.

So in conclusion, the car insurance will strongly evolve. We will gain as insurance if we move it towards the insurance of mobility instead of considering the insurance of physical goods, we insurance more the use of these physical goods. And we suggest to you, shareholders. But also customers, solutions that are right and relevant.

Thank you for your attention.

Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Thank you, Gaelle, for this presentation. I will now ask Gerald Harlin, our Financial Chief Officer, to share with you AXA's financial performance for 2016.

Gerald Harlin {BIO 7424807 <GO>}

Good afternoon, ladies and gentlemen. Dear shareholders, I will now present the results of our group in 2016.

Let's start with our Life & Savings, pension and health. New business is increasing by more -- plus 2% at EUR 6.6 billion. Let's take a look at the breakdown of new business on the right-hand side of the screen. Now Protection & Health represent 45% of new business. Now Protection & Health correspond to our traditional business as an insurer of individuals. It really -- it hinges less on financial markets than savings products. It's a business which is growing because needs of our customers are rising.

Next, Unit-Linked accounts, in red, represent about 25% of new business. Now, Unit-Linked accounts are products that are related to savings, are the most interesting ones for our customers with very low interest rates where euro funds have a yield that is going down, of course. This is a means for our customers to benefit from higher stock markets. But also higher real estate market with AXA Selective, for example.

Then the general account, it corresponds to about 20% of new business. And this is what we call here the euro fund, it's in green on the right-hand side at the bottom of your screen. And by definition, it depends very much on interest rates.

The net inflows on the left-hand side reaches EUR 4.4 billion in 2016, out of which EUR 5.1 billion regarding Protection & Health. And this is what accounts for the very satisfactory level our margin on new business, which stands at 40%, slightly up relative to 2015.

Now, the underlying results of this, of life savings, protection and pension. Now, the underlying earnings increased by 2% at EUR 3,507,000,000 after taxes. 55% of these earnings come from our Protection & Health business. And 23% of Unit-Linked accounts. And 19% of our savings General Account. This breakdown illustrates all of the work that has been carried out to improve our product mix. This was the challenge of Ambition AXA and of 2020 now.

Protection & Health generated, as you can see, the biggest profitability. Now the return of assets stands at 3.3%. It's down relative to 2016. But it remains quite high compared to the current level of interest rates. And this is thanks to our policy and our liabilities and assets policy, which is very cautious.

Let's move on now to our Property & Casualty business. The P&C, our revenue is up by 3% at EUR 35,604,000,000. As you can see, on the right-hand side of the screen, the breakdown of revenue is well diversified between private individuals and companies; we are nearly on a 50-50 basis. Now, revenue is growing quite nicely in emerging markets, plus 7%. And plus 7% as well in the direct insurance business.

Now, the underlying earnings for the P&C business now. So let's start with the combined ratio first. The combined ratio measures the technical performance of our P&C business. By the way, the technical margin equals 100% minus the level of the combined ratio. In other words, in 2016, with the combined ratio at 96.5%, the margin of 3.5% represents the premiums minus claims, minus overheads. The results is a 3.4%, that is the return of assets in the Life, it's down compared to 2016. But remains at a good level, thanks to good assets and liabilities policy overall. The underlying earnings, which corresponds actually to the technical results plus the financial result, net of taxes represents plus 2% rise at EUR 2,514,000,000.

Let's take a look now at how we manage our assets. The figures, which are down are related to exceptional and nonrecurring events. Let me try to share them with you. First of all, let's start with the -- well, what we have minus 1% are what we have under management without the exceptionals would have been up by plus 2% because following the Aviva and Friends Life merger, the last one withdrew its assets from AXA IM. Therefore, which apart from these exceptional items, should have seen a rise of average assets of plus 2%.

The underlying earnings now is down by 8% and in this case again, with exceptionals starting with, at the bottom in blue, AXA IM, which is down by 1% for the reason I just explained. That is the fact that Aviva and Friends Life have withdrawn Friends Life's assets. And secondly, as regards AP -- AB, there's an exceptional fiscal negative element so that we are in minus 16% in actual. But restated from that negative event, we should have been at plus 6% growth.

And lastly, the level of inflows is at EUR 45 billion, had a very good level of inflows, which confirms the momentum of our asset management.

Let's take a look at the group's underlying earnings. We've seen the performance of our 3 businesses. All of this bears out and we can confirm a good balance. As you can see in the middle, between the P&C, 39% of the underlying earnings; and then the Protection & Health, 27%; and the Savings and Asset Management standing at 34%. All in all, the underlying earnings for the group increases by 3% at EUR 5.7 billion.

The rise of our underlying earnings per share is plus 3% and these are the main indicators of our 2020 Ambition plan fully aligned with the range of between 3% to 7% that we had set forth throughout the plan's life. Let's take a look at the net and at the adjusted one. The adjusted

earnings in the middle of your screen is up by 3% at EUR 6,103,000,000. Now the net -- the adjusted earning is net capital gains plus the underlying earnings. It's a basis for calculating the dividend. The net income is up by 2%.

Let's now move on to the indicators for financial solidity. As I've shown, we have a solid financial result. Our balance sheet is robust as well so in last October, the Standard & Poor's ratings agency upgraded us from single A+ to AA-. Equity is continuing to grow from EUR 68.5 billion, up to EUR 70.6 billion plus, reflecting chiefly the contribution of our net income. The Solvency II ratio is at a level of 197% and this level is quite aligned with the target range we had set ourselves between 170% and 230%.

Let's take a look at our dividend now. The solidity of our cash flow and of our balance sheet as shown, allows us to propose a dividend at EUR 1.16 per share. A note on the left-hand side, the rise over five years between 2015 -- or rather, of the dividend, rather, over five years between 2015, 2016, the dividend proposed is at EUR 1.16, it was at EUR 1.10 in 2015, which is a rise of 5%. Two factors are key here. The payout rate has increased by 1 point from 47% up to 48%. And lastly, it is within the range of 45% to 55% that we set ourselves.

And what is now -- what about our stocks in the stock market? Now our share price over the last five years is quite impressive. That is ID displays a growth of 211% over five years when the European insurance business is at 138% of cap for the -- standing at 99%. Now, what is the structure of our shareholders? It is stable, hasn't changed much compared to last year. Now individual shareholders represent 11.3%. Thanks to you because that rate has slightly moved up and employee shareholders and agents represent 5.7% and the AXA Mutuals 14.1%. The rest of our shareholders are institutionals in France, in Europe and in the United States. Thank you very much.

Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Thank you, Jean-Laurent, for this presentation and we shall now watch a film that shows how we deal with the shareholders of the group.

(presentation)

Once again, thank you for your loyalty and your presence today. I hand over now to Jean-Martin Folz, who is the Lead Independent Director and Chairman of the Governance and Remuneration Committee. And who will give a presentation of the company's governance and remuneration policy.

Jean-Martin Folz {BIO 1396964 <GO>}

Ladies and gentlemen, dear shareholders, as Lead Independent Director, that it is my pleasure now to present the way the AXA governance operated in 2016 and the compensation policy for its senior managers.

On the screen now, you have the board, which numbers 16 members, 7 non-French, 7 women and 9 men. The proportion of women today at the board is 44% and following this general meeting and with or to reserve of your approval, the board will consist of 14 members, 6 women and 8 men. And that's 43% women. Thus, exceeding the threshold recommended by the Afep-Medef Code and legal provisions.

Also, the outcome of this meeting and the reservation from your approval, the board will consist of 15 members of non; and French nationals. This diversity, which associates different functions and career paths, does give depth and quality to the discussions of the board and among the criteria defined during the selection procedure for members of the board is the quest for the required

and adequate balance between technical skills and professional experience of the directors and as well as diversity in terms of age, nationality and culture.

Every year too, the board examines these in situation of independence of each of its members in light of the recommendations of the Afep-Medef Code. And at the beginning of 2017, the board considered that 12 out of its 16 members were to be considered as independent.

On screen now, you have a summary of how the board operates. Let me remind you that it is up to the board to take the most important decisions and, in particular, to decide on separating or not, the functions of Chairman of the Board and Chief Executive Officer. As you know, following the decision by Mr. Henri de Castries to leave his role as Chairman and CEO last September, the board decided to separate the functions of Chairman of the Board and Chief Executive Officer. And entrusted the role of the Chairman to Denis Duverne, who, prior to that, the Deputy General, CEO. And the board nominator and to Thomas Buberl as Chief Executive of AXA co-opted as a board member from 1st of September, 2016.

And these decisions were taken after in-depth reflection and preparation of the succession of the general management presented by Mr. Norbert Dentressangle our last general meeting and these reflect the conclusions of the board, which considered that separating the functions and roles of the Chairman and the Chief Executive Officer would be the best choice for the company at this stage of its development.

The board considered that the separation would make it possible for the group to build on the complementarity of experience and skills and competencies of Mr. Thomas Buberl and Denis Duverne, while providing for a fluid transition from the previous organization.

In this new governance structure, the board (inaudible) from the work provided by the 3 committees. And which seen through the various recommendations. And as my position as Lead Independent Director, I make sure that independent directors do, indeed, play the role that is expected of them. And I take part at each preparatory meeting for the board meetings and also meetings with the Chairman of the Board and the Chief Executive Officer. We also send out the agenda and the calendar for all the meetings.

Concerning the work of the board, 2016 was a very busy year. The board met 11 times, with an average presence of 97% of the board members. The 3 committees held 13 -- 17 meetings in 2016, with an average presence of 98%.

The main topics covered by the board during the past year, I can mention the following. First of all, the succession plan of the corporate offices, which was the main issue for last year; the group strategy and more specifically, the Ambition 2020 plan presented in June last year; the discussion of the annual and half-year accounts; significant acquisitions and divestments; a review of the internal risks and solvency; and the internal model of AXA; and the established policies under the regulations of Solvency II, the policy for distributing dividends; and the composition of the board and its committees.

As in other years, the board also decides to assess its own functioning. In 2016, this was undertaken by an external consultant who collected the contributions and opinions of each director as well as their assessments and suggestions for the operation of the board. And brought also the opinion of each director on the participation and contribution of all the other members of the board. The Chairman of the Board, then personally, communicated to each of the directors, doing individual meetings, the conclusions pertaining to their individual contribution and I reported to the President of the conclusions pertaining to his contribution.

General conclusions of the self-assessment and the main focus of progress is exhibited [ph] by the Remuneration Governance Committee was given with the recommendations and approved by the

board last December. The directors expressed a very favorable opinion as to how the board operates, in particular, underlining the excellent unfolding of the succession process. And where all the recommendations were very widely effected and with positive outcome.

The main items for improvement, they're on the sending a more regularly of notes and information following the meetings of the board. And also recommended the organization of a visit for -- of an operational entity in a country with a strategy for the group. And also suggested that each new director be mentored by a more senior or longer standing member of the board when they join the board.

And the outcome of the vote will follow will be the renewal of 2 (inaudible) : One is Mrs. Deanna Oppenheimer and Mr. Ramon de Oliveira. They are well known by your meeting because they have been present with the board of the company since 2013 and 2009.

During this vote, you will also be asked to ratify the co-opting of Thomas Buberl and Andre Francois-Poncet as directors. The co-opting of Thomas Buberl was decided by the board at its meeting of 1st of September, 2016. The board considered that the appointment as a Director of Mr. Thomas Buberl would make it possible to ensure the representation of the Executive Committee of the group and the board and thus, enrich its work. The co-opting of Mr. Andre Francois-Poncet was decided at the meeting on 14th of December, 2016, to replace Mr. Norbert Dentressangle who chose to cease his responsibility and I take this opportunity on behalf of the whole board to thank Norbert Dentressangle for his very effective work as the Lead Independent Director on the board and Vice Chairman of the Board until December 2016.

In favor of the appointment of Andre Francois-Poncet, the board noted his significant wealth of experience and in-depth knowledge of the insurance industry. Mr. Andre Francois-Poncet was working with CIAM and Morgan Stanley and BC Partners in Paris and London.

I suggest now that we look at a brief film presenting Andre Francois-Poncet, who is sitting in the front row of this meeting.

Andre Francois-Poncet {BIO 3521514 <GO>}

Andre Francois, I'm 58. I began in this bank, Morgan Stanley, where I was an adviser for customers, French and foreign, in various areas in particular in insurance. And during this period, I was supporting the certain members of the group and I followed AXA and its international expansion program. So I've known the group for a long time now. And after 16 years at Morgan Stanley, I then went to the investment sector joining BC Partners, which is an European investment fund, also active in the U.S., as a member of the investment committee with veto rights for the decisions. They took part in significant mergers and acquisitions of over 50 companies, in particular, companies in the insurance sector.

As a member of the board of AXA, I trust I'll be able to bring my proper understanding of the corporate world and of the challenges faced by the group and its development. And special expertise in financial operations. Thank you.

Jean-Martin Folz {BIO 1396964 <GO>}

So following this presentation of the governance of AXA in 2016, I would now like to give you a vote on the Remuneration Committee. In compliance with the recommendations of the Afep-Medef Code, your meeting is being asked to vote on the elements of -- I beg your pardon, on the remuneration of each corporate officer in 2016 and also for 2017.

There will be 6 resolutions put to your vote. Two for the remunerations ex post of previous executives, 2 for ex post compensation of the CEO and Chairman of the Board and 2 ex ante

resolutions for the CEO and Chairman of the Board. In this context, you will see summarized here the various components of the remuneration of the executives of AXA. There's a fixed remuneration and also, annual variable. There will also be elements of the deferred compensation, which is, in part, annual variable compensation and also, stock options and performance shares.

The objective is to encourage the convergence of the interests of management with those of the shareholders for the medium and long term. The Remuneration and Governance Committee made some proposals to the board concerning the remuneration of the corporate executives. In preparing these proposals, the committee established a comprehensive appreciation of all the elements taken into account in the compensation. The committee studied the practice in terms of compensation and the reference benchmark companies comparable to AXA at the European and global level in order to propose a consistent and coherent structure at competitive levels that will encourage performance and align the actual compensation received based on the results of the company.

The Remuneration and Governance Committee and regularly reviews the general principles of the compensation policy of the group. And the committee also takes into account the individual performance.

Following the succession process previously referred to, the board set the remuneration of the CEO and the Chairman of the Board as of the 1st of September, 2016. The board thus decided to set the annual target remuneration of the CEO at EUR 2,900,000. This remuneration consists of fixed compensation and variable target. The fixed annual remuneration of the CEO is EUR 1,450,000 and the target annual variable remuneration, which is entirely subject to conditions of performance, deriving from group strategies, also at EUR 1,450,000. The determining of the amounts of the balance between the fixed and the variable is based on the advice given by an external advisory committee and giving opinions based on the main samples in the CAC 40 and major European insurance companies.

Also, in order to associate the CEO with the creation of value, the board established to allocate long-term incentives, LTIs, in the form of stock options and performance shares. These LTIs are fully subject to conditions of performance and therefore, do not guarantee at all any allocation of minimum profit. These LTIs positions so as to give the overall compensation, both in kind and in shares in the median for the third quartile of market benchmarks. The CEO will not benefit from additional retirement benefits and will be benefiting, as all senior executives in the AXA Group, with performance shares dedicated to pension, with attribution based on results obtained annually.

And in the case of termination of the functions, these conditions of performance and -- are equal to 12 months of the remuneration. This can be increased by 1 additional month for each year of seniority without, however, being able to exceed 24 months. The target compensation of the CEO will remain the same in 2017 as was decided in September 2016.

The board also determined the remuneration of the Chairman of the Board. Following recommendations of the Remuneration and Governance Committee and in compliance and accordance with the recommendations of the Afep-Medef Code, the board considered the best-suited remuneration structure for the Chairman of the Board would be to have a fixed compensation as the only element.

In the context of the amount of this compensation, the board consulted an external consultant and undertook significant missions given to Denis Duverne as Chairman of the Board. And in addition, the board took into account the fact that Denis Duverne who accept to go into retirement on the 1st of 1st of September, 2016, decided to renounce the payment of his annuity, which is in total some EUR 750,000. Denis Duverne decided to only benefit from once his mandate as Chairman of the Board is terminated and without application of any retroactive payment. And the board consequently decided to set the annual compensation of the Chairman of the Board to EUR 1.2

million and this compensation will remain unchanged in 2017 and shall continue to be (inaudible) consist of fixed compensation.

I suggest now that we look at the variable compensation given to the corporate officer of the company, the Chairman and Chief Executive Officer [ph] and Deputy Chief Executive Officer until 1st of September. The evaluation of this annual performance is -- consists of the group performance for 50%. And individual performance for 50%. The performance of the group is appreciated based on the evolution of the underlying earnings per share and of the return on equity and on the Customer Satisfaction Index.

The indicators retained are directly related to the strategic orientation of the group and are built on a budget or score that has been established ex ante. And on screen, you have the weight of each of these indicators. The group performance in 2016 was thus established at 98%. The individual performance, which accounts for 50% of annual variable compensation, is based on specific objectives that are reviewed every year. On the different indicators and qualitative and quantitative objectives, are defined by the board in a letter of admission, decided before the period of the -- to be measured.

In the context of the individual performance of Thomas Buberl as CEO as of the 1st of September, 2016, the board examined the reaching of 4 objectives set to -- by this letter of admission: the implementation of the new governance model for 30%; the preparation and presentation of the new strategic plan for the group, Ambition 2020 for 30%; development of strategic orientation at 20%; and the strengthening of the group internal controls at 20% also. And the individual performance of the general -- of the Chief Executive Officer was set for four months and it was established at 100% by the board.

On this slide now, you see the compensation of the Chairman and Chief Executive Officer. And the Deputy Executive Officer and the Chairman of the Board and the CEO for 2016. The board decided to produce [ph] for 2016 for the Chairman and the CEO, the payment of a deferred amount equal to 30% of their variable compensation for 2016. The amount will vary based on the stock price of the AXA share for the period deferred within the limit of a threshold of 80% and a ceiling of 100% of the deferred amount. Introduction of the deferred part, even though not required legally at present, is nevertheless intended to reinforce the alignment of AXA with current practice and regulations in the financial insurance sector in France and internationally.

AXA also defined to give performance shares to its employees in France and internationally. These allocations are given each year. All options given to the members of the board and including the CEO, are subject to performance, only if the performance of the AXA share exceeds that of the reference stock index, which is the SXIP Index. The board considered that for options in 2017, these options will be suspended in case of a negative group share earnings for the group.

All performance shares, whatever their beneficiaries, are subject to performance conditions that apply to 100% of the shares allocated. This is based on the group performance of 40% and the performance of the entity to which the beneficiary belongs for 50% and the performance of the group in terms of CSR, Corporate Social Responsibility. And this last criteria is based on the reference CSR Index, the Dow Jones Sustainability Index, DJSI, which accounts for 10% of the overall performance.

And in conclusion, in line with the best practices in the market and recommendations of the regulators, the performance shares are set with a period -- the vesting -- minimum vesting period of three years and the mandatory investing of at least two years. And the stock options are linked to a measure, the effective operation for a period of at least three years.

In June 2016, the board proceeded with the allocation of options and performance shares to a large number of beneficiaries. No performance share and no option was allocated to the Chairman

and CEO, nor to the Deputy CEO in 2016. The shares and -- the performance shares and options given in 2016 to Mr. Thomas Buberl were done before his appointment as CEO and are presented here for your information. The evidence of compensation of the AXA executives, as described here, are described even more in detail on the reference document for AXA 2016, which are available at the entrance to this room or on the website of the company and I invite you to consult with that if you need further clarification.

On the screen now, you see the attribution of stock options between 2010 and 2016. Since 2013, the decision was then to limit the attribution of options only to the executive managers of the group and this explains the reduction in number of beneficiaries. And you will note as in previous years, over 7,300 group employees have benefited from performance shares in 2016. And let me underscore the fact that these allocations were given without any dilution for shareholders, based on the choice to only deliver existing shares. Next June, the board will undertake a new allocation of performance shares and stock options.

In conclusion, let me say a couple of words about the group policy in terms of employee shareholding and the capital of AXA. In March 2012, the board allocated 50 free shares to each AXA employee in the context of a newer operation called AXA Miles, similar to the one that had already taken place in 2007.

Following this acquisition period of 2 to four years, depending on the countries, the AXA Miles then opened up the right to AXA shares and thus, in 2016, following the acquisition period of four years, some 44,000 employees of the group benefiting from the AXA Miles program received 50 AXA shares. And in addition, AXA has for a long time, been undertaking a very proactive policy in terms of employee shareholding. And each year, the group offers to its employees in France and internationally, a shareholding plan called Share Plan.

In 2016, over 28,000 employees in 36 countries participated in the capital increase operation for a total amount underwritten of over EUR 430 million. On the 31st of December, 2016, the group employees and agents hold 5.7% of AXA's equity.

I do ask to be excused for this far too long presentation. But thank you for your attention.

Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Thank you very much, Jean-Martin Folz for your very useful presentation report by the Chairman. It deals with the makeup of the board on the principle of balanced men and women on the proceedings and on the internal control and risk control put in place. It's on Page 424 and next of our 2016 Annual Report.

I will now ask Mr. Xavier Craepon PricewaterhouseCoopers Audit and Mr. Jean-Claude Pauly from Mazars consultants to submit their reports to the general meeting.

Jean-Claude Pauly

Good afternoon, ladies and gentlemen, shareholders. We will now submit the reports that we've prepared for the general meeting. There are 10 reports. So thank you in advance, that we make a presentation that is summarized.

We'll be sharing the reports on the annual and consolidated accounts and the report, also on the report of the Chairman on Internal Control. I'll turn it over then to Xavier Craepon too, who will present the reports on regulated agreements, conventions and reports on authorizations to be given by your general meeting.

As regards first of all, the report on the annual and consolidated accounts, these reports can be found on Page 455 for the annual statements and 370 for the consolidated ones.

Prior to this, what is the aim of our mission, which is to obtain a fair assurance that there are no material misstatements, that they are fair and true. We rely on the proceedings of our work, of AXA in France in the various countries where AXA is doing business. Our conclusion and it's true for both statements, is that we have an unqualified certificate. We must support the most sensitive areas of the accounts on which we focused our attention, generally, the accounts that embed a large share of estimates.

Now for the AXA Inc., the annual accounts of AXA, of the holding company, it regards the valuation of financial assets, the reimbursement of convertible premiums and the derivatives and the information on the hedging. We specifically examine things under the law and no particular observations to be mentioned here.

Further report on the consolidated accounts, we have an unqualified certification and this dealt with the valuation of financial assets, the technical reserves and the deferred funds and values of portfolios and deferred portfolios, liabilities and assets. And also how they dealt with hedging. We also checked the management administrative rule with no observations to be expressed.

I'll move now to report on the report of the Chairman on internal control. Our mission deals mainly with the procedures related to the production of financial information. We assure that the information is true in light of the information that we have and our knowledge of the company.

Our conclusion is that there's no observation and we confirm that all information provided under the commercial code were included in the said report.

I now yield to Xavier Craepon for the other reports.

Xavier Craepon

Thank you. Good afternoon, ladies and gentlemen. It's my pleasure to present our special report on regulated conventions and agreements. We share with you the regulated agreements that we have knowledge of. But it's -- our aim is not to say anything about their merits.

A new commitment was taken in 2016 in regards the commitments towards Mr. Thomas Buberl, dealing with the attribution of compensation if he were to leave his position. 2 commitments in addition to that remained valid during the past period. First of all, the commitment towards Henri de Castries and Denis Duverne on the fact of having a social benefit and also, compensation if there was a termination of their position. This ended at the end of August 2016, given that the Chairman and Mr. Henri de Castries and Mr. Denis Duverne terminated. So they had not any validity to be applied again.

And the second commitment was dealing with the benefit over a top-up pension fund for Mr. Duverne and Mr. de Castries as you can read in detail in the report and as presented earlier. Mr. Henri de Castries decided to liquidate his benefits since the 1st of September of an annuity as part of this regime; and Mr. Denis Duverne also has exercised his rights. But deferred the payment of this until the end of his term of office as the Chairman of the Board without any retroactive payment due.

Now I come to our reports on transactions regarded to capital and to securities, 5 of them that you can find in your brochure on Page 56 to 61. Our first report concerns the issuance of ordinary shares and/or of different securities in terms of preferential subscription rights and the modalities can be found on the slides, namely, ceiling, nominal ceiling of EUR 2 billion for increases with

maintenance DPS EUR 550 million. So if there's a removal of DPS and EUR 6 billion for any debt that could be issued.

Now, subject to the conditions to be decided, no observations to express on how to determine the price of the capital issue given in the report of the board and as required by the law, we will draw up additional reports during the execution of the capital increase by your board, if necessary.

Now, 2 reports on transactions of resolutions 27 and 28. The first one regards the issuance of ordinary shares or of securities reserved for members of savings plan with subscription. And now the second one concerns the increase of share capital with the removal of -- for the benefit of a specific category of beneficiaries. As in the previous transaction, no observations to be made on the modalities for determining the price of issuance and, if necessary, we'll draw up additional reports during the price -- the capital increases by your Board of Directors.

Now moving on to our report on the authorization given to the board for a period of 38-month to allocate subscription rights or shares to employees, to directors, to managers, subject to different performance, constituted performance that this authorization is limited to 1% of the number of shares making up the capital of the company and the allocation to the executive offices limited to 10% of all the shares granted. In this case, no particular observations to be made on the information given in the report of the Board of Directors.

Our last report relates to the reduction in the share capital by the -- cancellation of shares bought as part of the implementation of an authorization of buying its own shares. In this case, no observations to be made on the causes and conditions of the reduction of the capital considered and you will have to prove it or not later on.

Thank you very much for your attention.

Questions And Answers

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

I thank the statutory auditors for their reports. We will move soon to questions by shareholders before turning it over to the people who are attending this meeting. I would like to read the answers of the board to the written questions that were sent previously. We received 4 questions. One question by Mr. Jean-Paul Allume [ph] regarding top-up pensions. Mr. Allume [ph] asks to remove these top-up pensions, which are not ethical and to waive the annual supplemental pension scheme. This is our answer. The Board of Directors observes that it has already answered Mr. Jean-Paul Allume . Same question regarding Mr. de Castries [ph] supplementary pension scheme several times. To take into account evolving legislation, including tax laws, the Board of Directors also wishes to point out that the collective defined benefits pensions implemented in 1992 has been closed to any new beneficiary as of December 31, 2016. And the beneficiaries' rights haven't been frozen according to the authorization granted by the shareholders' meeting on April 27, 2016. The defined benefits pensions scheme was replaced by a retirement performance shares plan which applies to all executive employees of AXA Group entities in France. This then will allow the beneficiaries to build portable pension benefits until retirement. These performance shares are subject to an acquisition period of three years, a holding period of two years following the acquisition period and an obligation to hold the shares until retirement, provided that the beneficiaries may sell their shares for diversification purposes as long as the sale proceeds are invested in the long term, savings plan until their retirement. The definitive acquisition of these shares is subject to performance conditions assessed over the vesting or acquisition period. Further information regarding this plan is presented in detail in AXA's 2016 Annual Report on Pages 164 and 165. Now the second question in writing is sent by Mr. Jean Boer [pph]. I will read it verbatim. Dear Chairman, could you please explain to the shareholders what kind of assignments former French Prime Minister, Mr. Francois Fillon, performed for the AXA Group? Please explain to the shareholders the purpose of these assignments and the amounts paid or invoiced over the

past few years. Do or did any other member of Mr. Francois Fillon's family receive compensation from the AXA Group over the past few years? Do or did any other political personality receive the same benefits? I rely on the principle of transparency within the AXA Group to ensure that my questions are discussed during the meeting and thus avert media controversy. Here is our answer. The AXA Group enlisted the services of 2F Frances [ph] between mid-2012 and mid-2014 during the financial crisis in Europe as a consultant in relation to the financing of a long-term investment. A standard consultancy agreement of the kind that all major companies such as AXA address from time to time to high-level consultants was entered into with the proper contract and standard billing for this type of consulting agreement. At no time did this assignment touch upon issues either closely remotely related to the French welfare system. We remind you that the French Parliamentary Ethics Commission confirmed in writing that this assignment was legal and that Mr. Fillon had not placed himself in a position entailing conflict of interest, a fact disseminated by the media. In addition, at no time did AXA award benefits or compensate to any personality outside the group where no actual work was involved. Now, a third question written by the IPAC initiative for an action area citizen, it's about the carbon footprint of our investments. The answer by the Board of Directors: in 2015, AXA signed the Montreal Carbon Pledge, thereby committing to measure and publicly disclose the carbon footprint of its investment portfolio. The 2016 analysis, which may be consulted on the axa.com covering 63% of the group's general fund assets shows that the average carbon footprinting fell from 284 ton of CO2 at the end of 2015, 240 down to 247 tons CO2 for each \$1 million of revenues. So this analysis highlights the largest carbon emitters in our portfolio, which serves as a carbon risk index. It also shows that casting the net too wide, does not provide useful information whereas breaking investments down into subsectors can, for example, allow targets of shareholder activism to identify certain limitations, remain however regarding the indicators data covering the fact that this data constitutes a snapshot of emissions at a given moment without providing any future guidance. The data highlights current carbon emitters, rather than future providers of solution. Therefore, AXA did not fix targets for reducing this footprint. Indeed, more thorough analysis is required to understand the risk related to the energy transition as described in Section 7.5 of the AXA 2016 Annual Report. Now, written question sent by Mr. Sebastian Groyer from Equinomy. He asks the Board of Directors that we take a representative of AXA's clients. Here is the answer. The Board of Directors is a collegial body empowered by the company's shareholders, which acts in the company's corporate interest and takes into account the interest of all stakeholders, employees, shareholders, customers and society, more broadly. In this context, customer satisfaction is an important priority for the board and more broadly, group management and staff. This issue has been the subject of regular discussions within the board to have focus on areas for improvement in terms of customer experience for our policyholders, analysis of our customer service differentiation strategy, reviewing our methods for measuring customer satisfaction. As part of its Ambition 2020 strategic plan, AXA chose to launch a major transformation to meet its customers new expectations and to better defend and protect them against the risks that they are exposed to. And consequently, customer first is one of the AXA's 4 core values, which the Chief Executive Officer, Thomas Buberl, embedded in the group. Moreover, depending on their place of residence, most of our directors are also AXA customers, giving them a very clear idea of the services we provide. They can therefore, compare our services with those of other insurance companies of which they may also be policyholders and share their experiences as a result. Finally, you will have noted that for several years now, the Board of Directors has based part of the senior executives' variable compensation on the AXA Customer Satisfaction index and since 2017, a recommendation index, which shows the importance of customer care for the board. Please, we apologize for this very verbatim reading. It was important to share with you the answers by the board to written questions. Now let's open our debate and ask the shareholders who want to ask questions to introduce themselves, please. Number five, in front of me, with a question.

Q - Unidentified Participant

Thank you, Mr. Chairman, to give me the floor first. I'm very happy of the AXA group, a group that creates performance and value. I have been a shareholder for about 10 years. I don't intend to sell my shares. Welcome to Mr. Thomas Buberl who started about nine months ago as the Chief Executive Officer. I congratulate him for his French and for the fact that he has already fulfilled the 4 performance criteria suggested by Jean-Martin Folz, in the first four months, by the way, of his tenure. In addition, with the 40,000 shares of welcome, 800 -- he has EUR 200,000 of

performance premiums, while he benefited from the work of the previous ones. It would have been sound to defer that allocation of these variable compensation and not give it immediately and wait that he has proven his mettle after 12 months. Thank you very much.

A - Jean-Martin Folz {BIO 1396964 <GO>}

As I pointed out early on, the Board of Directors set the compensation of Mr. Buberl as from the 1st of September, when he took office. As with every AXA executives, there was a fixed share and a variable share. The variable one was based on the performance, after which were assessed and we had good results last year. And not based on -- I mean, there were some personal goals that were set. I reminded you of them. I will not read them again. But the board considered that these goals had been achieved and therefore, it was legitimate that the variable part of his compensation be allocated to him in addition. And finally, as indicated, a part of it was deferred because the 70% of that variable compensation will be paid this year in 2017 and 30% in 2018 and 2019, provided this performance that is achieved.

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Thank you, Jean-Martin. [ph] Number four now.

Q - Unidentified Participant

Good afternoon. I take note of your good results and good presentation. I just wonder about your headcount we see in the -- on Page 393 that you have -- there's a dwindling effect of the number of employees. You noted to have customers and shareholders, it's important to have employees in the system. Are you going to reduce further the number of headcount in France in the IT? You're offshoring to Morocco and to India. I agree, we need to work everywhere on the planet. But having said that, you are no longer hiring young IT and engineers. You have frozen everything. What is your strategy in this regard?

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Thomas Buberl, please. Over to you.

A - Thomas Buberl {BIO 16182457 <GO>}

Thank you for this question, which is very important for us. Our operations and actions are very much managed and set by our customers' requests. And today, we have 2 customer requests, which are very important. The first one is to really focus on better performance in terms of quality of service, i.e., we need to work and transform our service towards -- earlier towards the digital. And secondly, transforming our business in terms of new customer experience, which means what? New techniques. But also new capabilities. It is true that this transformation takes a lot of our time in the sense that we want to control our costs. We are looking closely at where we invest in headcounts either in the countries or elsewhere. And secondly, on the transformation front, we've carried out a very thorough study on the following question. What are our goals and how many of our headcounts will be retiring in the next few years? And what are our needs in terms of customer needs and also, needs for capabilities? With this study, we are seeing that there's a huge need for new capabilities. You will recall several years back, we hired people in IT that understand COBOL. COBOL is the past now. Now we need to focus on the new programming techniques and here, we have clearly identified, country-by-country, the needs and in terms of capabilities and in this case, we are doing the necessary recruitments. On the other hand, there are people who are retiring or about to retire and it helps us manage this kind of transformation because certainly, through digitalization of some of our businesses, we need fewer people. A significant part is the question that follows. How can we help our people to really focus on this new strategy? Someone who works in a call center and answers on the phone tomorrow, he or she must be able to control, master Facebook Messenger. We've put a significant budget for this to help and educate these people and support them in the transformation process.

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Jacques de Peretti, can you add a few things on the specific question regarding AXA France?

A - Jacques de Peretti {BIO 18970697 <GO>}

Yes. Certainly, Denis. I will not repeat what Thomas said. What Thomas said around for the globe is what we see in France as well. We need new profiles. And we recruited last year in France more than 5,000 purely 1/3 at AXA France, 1/3 in the sister companies and 1/3 in our tied agents. So AXA France, therefore -- AXA in France rather, is still recruiting. And profiles very clearly are aligned with the new needs that we have. And I will not revert now to what Thomas mentioned. And finally, our ambition is also to change the people that we have today, the talents that we have today to make them compatible with the teams -- with the talents that we need tomorrow. And we have an investment plan of EUR 30 million between 2015 and 2020 for AXA France in order to proceed with this transformation of the men and women that we will be needing in order to succeed with our challenges in the future with the new consumer expectations.

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Thank you, Jacques. Question from the gentleman number one?

Q - Unidentified Participant

Bruno Van Damme [ph], pensioner. And I've been a shareholder with you for 30 years. Welcome to Mr. Buberl. Good afternoon to all those I know on this team. There's a report that has just been published at the end of March, which is called the -- what about the dangerous connections of French banks with Israeli colonization. This denounces the financial support given to Israeli banks and companies that facilitate colonization actions. These organizations are illegal (inaudible) law in the International Federation of Human Rights, of Fair Finance, the France Palestine Society. French companies aimed in this report are the Societe Generale, BNP, Crédit Agricole, Natixis and AXA. AXA, 4 stakes in 3 banks and in placements in the main Israeli weapons company, which is Elbit. This is a high-performance company that manufactures surveillance products in the area of Israeli colonies. And each five years is involved in the open jail in Gaza. Mr. Chairman, do you believe that AXA support is in line -- aligned with the code of good conduct and in your commitment launched globally by Kofi Annan? I feel -- don't you think there's a total contradiction between embracing the rights of peoples for freedom and then to finance support to those who deny this fundamental right?

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Well we answered in May 2016 a question that came from the France Palestine Association. And as each time that we are questioned about our investments, we examine the case carefully by our teams involved in decisions relating to responsible investment. And these teams consider that they didn't come in execution of our policies, which are publicly known on Internet and are recognized as being among the most advanced.

Q - Lucie Pinson

Yes. Lucie Pinson from the association Les Amis de la Terre, Friends of the Earth. In 2015, AXA showed leadership in announcing that it was pulling out of the coal sector. And civil society paid tribute to your commitment on behalf of the fight against climate change. However, two years have gone by and your criteria for this investment is far from the best standards and incapable of protecting both climate and humanity and even your own economic and financial interests. There are over 1,000 new coal plants being developed around the world today. And we have to take note of the fact that even though your duty as an insurer is to prevent tomorrow's risk, you are still covering them, at least in part. I'm here to suggest you adopt criteria that would make it possible to AXA to become, once again, the leader as it was in 2015, taking into account the criteria established by international partners. The first is to reduce your investment threshold from 50% to 30%, as Allianz has done. And to complete this with an absolute criteria based on the quantity of coal production and also to exclude any companies that are not diversifying and aligning their activity against the Paris agreement by developing new coal-fired power plants. My second question is on your business as an insurer. You recently extended your criterion of disinvestment to

your insurance business. And we paid tribute to that. But it's not sufficient because it does not make it possible for AXA to no longer continue to support, through its insurance business, those companies that continue to build new coal-fired power plants but are not yet blacklisted by your divestment criteria. My question is, therefore, as people who are responsible for managing risk in our company, could you commit yourselves to put an end to any insurance contract involving new coal-fired power plant projects?

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Well thank you for your question. And thank you for having underscored the pioneering attitude of AXA in terms of divesting from coal-fired. We've gone to 50% -- below 50% when a company finds its energy from coal. But less than 50%. We have a policy of engagement with those companies to understand what direction they wish to take and to encourage them to reduce their resorting to coal-fired power plants. So we feel that this is a more effective policy than just reducing the threshold to 30%. But we will continue to discuss with you. Concerning our insurance business, too, I think we were pioneering there as well. And our policy is well in advance that of our peers. The conversion that you're recommending is not easy at all to apply. And we stand by, therefore, the policies that you have described. But we nevertheless wish to continue an active and proactive dialogue with the associations and voluntary organizations that are fighting for reducing the impact of carbon emissions. And we are committed to pursuing that dialogue. Thank you. Question number five.

Q - Unidentified Participant

Jean Demarche [ph], client and shareholder. My question is more for Mrs. Olivier. Claim. With the consequence of repairs covered by the person who is responsible, should this be considered as a non-insurable event, according to what your employees say? Or is it an insurable claim? And what about research that is payable as specified in the contract. But because there is no accident, it is payable in all circumstances. So what is the real position of AXA? And who should I contact at AXA to dealing with this solution before taking it to legal court proceedings?

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Thank you for the question, sir. As I hear you, I think this is a very special situation. I suggest, therefore, that we provide an answer with Mrs. Olivier at the end of this meeting or if it is a situation in France, that you discuss with Mr. Peretti. But I suggest that we meet personally with you at the end of this meeting. Question number one.

Q - Unidentified Participant

Yes. Mr. Folz, in his very long presentation, forgot to mention that you and the Chief Executive have a company car, which also fits into your compensation. One could have thought that like all your employees, you were benefiting from the Navigo pass paid only 50% by AXA for the -- through using public transport. Well the fact that the Chairman and CEO have a company car was not explicitly mentioned.

A - Jean-Martin Folz {BIO 1396964 <GO>}

I'm sorry. In terms of compensation, this is the Chairman. The Chairman is -- I'm legitimately giving an answer because I'm Chairman of the Committee. Therefore, let me continue. The fact that the Chairman and CEO, as you said, in my very long presentation, not specifically mentioned but was mentioned in the reference document. And you can see that in the paragraph referring to this specifically in the reference document. Question number three?

Q - Unidentified Participant

Yves de Gayer [ph], AXA shareholder, earning a significant number of shares for a private individual. The question concerns the constitution of the board, which is on Pages 108 to 123 of the report. Because it would appear that out of 16 members, there are 7 who came from the leading French business school, the so-called Grande Ecole. And if you include the 2 universities, it's 15. So

that's either 7 out of 16 or 15 out of 17, that's a lot. And the trend is not going to decrease because with the replacement of Mr. Dentressangle by someone who is no doubt competent. But also a graduate of one of these business schools, will exceed the number of directors coming from these Grande Ecole. And it seems to me dangerous for 2 reasons. First of all, because it means the board has a kind of round the mulberry bush thinking model. And at the same time, I would remind you that the knowledge and training, as you saw, that also major mistakes are being made by too blind faith in financial mathematics. And let me quote the example of LTC who believed far too much in the Black and Scholes formula for options and also the errors made by doing away with risk for the subprime loans by cutting up companies. And we saw what this led to. So it seems to me that the board would do well to have people who have a different mindset, a different mode of thinking. No doubt would you need to get to call on a kind of a French Warren Buffett, if there is such a person. But I think it's very important. And in particular, that you should have people with experience in managing risk portfolios. It would seem to me that this would be timely for your board and I trust would refresh your thinking.

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Thank you for the question. As Mr. Folz reminded you earlier, the board is the result of the vote of this meeting. If you vote the resolutions. And the board will net above foreign directors and half, the French. Now you could imagine that for the foreign directors, there are no representatives of these so-called Grande Ecole. And also the presence of people who are used to managing risk portfolios, I think they're already well represented on the board. One has been Stefan Lippe who chairs our Audit Committee, which is the former CEO of Swiss Re and is used to managing insurance and reinsurance of major risk; Dominique Reiniche comes from a Dutch portfolio I mentioned (inaudible); or Ramon de Oliveira, who also managed portfolios in asset management at JP Morgan in the past. So I think we do actually correspond to the criteria that you pointed out. And we are trying to do even better when we renew members of the board in the future. Let us now take a question here, number two.

Q - Unidentified Participant

I have a question for you regarding the manner whereby AXA protects its employees at the other end of the world, in Asia or in South America or Central America. Does AXA provide the same protection for its French employees by seeking to improve the security of the situation? And my second question, also based on the fact of knowing (inaudible) AXA and major French groups, such as L'Oreal and Danone. Do they travel altogether? Or do you have common shares for you to protect the L'Oreal employees in Asia and so on and conversely?

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Well for the second half of your question, does AXA ensure the protection of employees of major French corporations, AXA does have a significant business in collective insurance. And on that basis, we trust that all major French corporations will be our customers in what we know as employee benefits. They're, unfortunately, not all yet AXA clients. But we are certainly hoping they will be. Concerning protection of our employees, I'll ask Thomas Buberl to give some elements, including on our policy in terms of relations and parents.

A - Thomas Buberl {BIO 16182457 <GO>}

Well thank you. Yes. As you know, AXA is present in 64 countries. It is a global insurance company and our cover of employees in the countries is always related to the local regimes. We want to be exemplary in our field because we believe, as I said earlier, that health and prevention is a key element for the well-being of our employees, where they work. And that is why in each of these countries, we are the release at the local level of protection and benefits. But we have a lot of international movement as well because AXA, by definition, is very international. And we have a lot of French people and Germans and British people traveling around the world. And there, we have specific covers relating to their travel. And there also, their return to their country of origin.

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Q - Unidentified Participant

I'm Jan Skadovsky [ph]. And I come from Poland. Yesterday, you launched the -- you announced the (inaudible) project to the assets managed by AXA in Ireland [ph]. We pay tribute to this decision, which is pioneering. But we regret that it is not applicable to AllianceBernstein, which manages over 40% of AXA's assets. And I'm here today as a Polish citizen in my country, companies continue to build new coal plants, coal-fired plants with the support of AXA. And think of Energa and also PAK, it was said -- all these companies are supported by AXA and who produce over 50% of their electricity from coal but are not covered by your policy because, in fact, less than 50% of their turnover comes from coal. But I would ask you to review your policy so as to give more weight to your disinvestment policy in terms of the coal content of industrial developments today. And this would prevent the building of new coal-fired power plants at the heart of the European Union and would make it possible to help Europe to reduce -- its commitment to reducing greenhouse gas effects.

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Now as the meeting will no doubt note, this is a question almost identical to the one asked earlier. And we've already given an answer to that. So I suggest we continue this dialogue personally at the end of this meeting. So question number four?

Q - Unidentified Participant

Question to the board. Mrs. Kemna, who was elected last year to the board, still hasn't bought a single share. And you're proposing a new director for the board, Mr. Poncet. And I -- who also owns no single share of AXA, which I consider to be scandalous. And I would like to know what you think about this.

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

As you know, AXA imposes on its directors a strong rule, which is to hold in shares a value measured at the end of the year, which is equivalent to all the directors' fees for the year. Now, that being said, directors have two years to reach that objective. And those who have more to two years seniority have reached that threshold. And I have no doubt that Mrs. Kemna and Mr. Francois-Poncet will also be at or in line with that objective and no doubt be on that at the end of the term described by the bylaws of the board. Question number eight?

Q - Unidentified Participant

I am a shareholder and a (inaudible) private investor. And like any other person here, we are people will need to insure ourselves, to insure our apartment, our car and so on. So my question is the following. Since the new Chair, because we know that Mr. Henri de Castries did not want this, will you decide to give to shareholders preferential conditions for their insurance contracts that they have to take out in any case, such as, for example, concessions that are granted to AXA employees?

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Thank you for your question. The board has not discussed this issue since last year. But I don't think that the board would wish to follow up on your proposal because we believe that the tariffs that we apply to all our insured parties are calculated on a very fine basis. And we shall continue the policy that we have been undertaking now for many years. Number seven?

Q - Unidentified Participant

Thomas Buberl said that AXA had removed its investments from the tobacco industry and I would like to know how this was carried out. Is it by selling AXA shares to other entities? In that case, AXA

has pulled out but the activity still continues. Or is it by completely doing away with that activity, which would indeed reduce the tobacco industry?

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Gerald Harlin, would you like to answer?

A - Gerald Harlin {BIO 7424807 <GO>}

Well AXA is indeed the first international insurer who decided to divest its holdings in the tobacco industry for a total of EUR 1.8 billion. And we immediately sold all the shares that we held in the tobacco industry. And for corporate bonds, we are waiting for the term of that. And we shall not be reinvesting in bonds in the tobacco industry. Yes. And it's a courageous decision not yet sufficiently followed by other insurers and pension funds. And we are doing our best to make sure that others follow us. Because we feel that as insurers of health coverage, we feel it's important to pull out of tobacco-related industry.

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Time is fast passing. Do we have any other question? No more questions. Yes. There's one. Okay, number two, the last question then.

Q - Unidentified Participant

At AXA, you were one of the first companies to use the term performance shares to cover variable performance. Could you explain what are the performance criteria for allocating stock options to senior executives?

A - Jean-Martin Folz {BIO 1396964 <GO>}

So your question bears on stock options. Well for stock options, the criteria are those which are based on the assessment of the performance of the various senior executives in the group. And in terms of the CEO, for which the board is directly involved, as I explained earlier, the objective is to make sure that the monetary compensation, plus LTIs, will give the person the level of compensation that is between the median and third quartile of other senior executives of European financial institutions. Now, we do align this with performance shares, which means that the options are not guaranteed nor the performance shares. We have, therefore, no certainty given to the CEO and to other group senior executives. And you'll find a description in detail of these conditions, in detail, quite explicit, in the reference document.

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Thank you, Jean-Martin. I think with that, we have finished our discussion. And we shall now move to vote the resolution. As Gerald Harlin has presented, the notes for the vote. But the final quorum that has been given to me for the general meeting -- ordinary general meeting, we have 59.5% of votes represented, 1,400,000,000 shares, representing 1,000,700,000 votes. And for the general meeting, we have 59.51% shares represented, 400,000 shareholders represented. So I would ask you please to stay at your seat until we have concluded the financial resolution.

A - Gerald Harlin {BIO 7424807 <GO>}

Ladies and gentlemen, you have an electronic personalized box. The screen helps you check the number of voices you hold. And to vote on each resolution, you must press firmly on one of the following keys: in favor, green; abstain in yellow; against, red, once only the vote has been declared open. Your vote will be -- can be seen a few -- for a few seconds. In order to vote during the time frame, wait until we say the vote is open and only one vote please. If you don't press, you will be considered as abstaining. Abstaining amounts to being against the vote that's taking place. And the monitoring of -- I believe, Mr. Mulee [ph]. And by the way, your electronic boxes will have to be given back at the end of this meeting. Please switch off your mobile phones during the voting process.

Let's move on to the votes of the resolutions, which are on the agenda of this general meeting. You are asked to approve 31 resolutions, out of which 17 are part of our ordinary general meeting and 14 are under the authority of the extraordinary general meeting. You can follow the text in full in the convening notice, Page 28. And next is -- resolutions are also in the report of the board, which is on Page five and on the following pages. The first 17 resolutions are of the authority of the general ordinary meeting.

The first resolution aims at approving the corporate accounts of -- the period of 2016. The voting is open.

(Voting)

It is now closed. The resolution is carried.

The second resolution aims approving the consolidated accounts for 2016. The vote is open.

(Voting)

It is now closed. The resolution is carried.

The third resolution aims at approving the earnings appropriation for the fiscal year 2016 and the declaration of a dividend of EUR 1.16 per share. The coupon will be attached on the 5th of May and will be paid on the 9th of May. The vote is open now.

(Voting)

The voting is closed, carried.

The fourth resolution aims at voting on the individual compensation of Mr. Henri de Castries, Chairman and Chief Executive until August 31, 2016. It is now open for voting.

(Voting)

The voting is closed. The resolution is carried.

The fifth resolution aims at voting on the individual compensation of Mr. Denis Duverne, Deputy Chief Executive Officer until August 31, 2016. You can now vote.

(Voting)

The voting is closed. It is carried.

Sixth resolution, voting on the individual compensation of Mr. Denis Duverne, Chairman of the Board of Directors since September 1, 2016. The vote is open.

(Voting)

Voting is closed. Resolution is carried.

Seventh resolution, voting on the individual compensation of Mr. Thomas Buberl, Chief Executive since September 1, 2016. The voting is open.

(Voting)

The vote is closed. Carried.

The eighth resolution is about approving the compensation policy components applicable to the Chairman of the Board. It is now open for voting.

(Voting)

It is closed now. Carried.

Ninth resolution, approval of the compensation policy applicable to the Chief Executive Officer is now open.

(Voting)

The voting is closed. Carried.

The 10th resolution, approval of the statutory auditors' special report on regulated agreements, open now.

(Voting)

Closed. Carried.

11th resolution, approving commitments referred under Article L.225-42-1 of the French Commercial Code and granted to Mr. Buberl in relation to social benefits. Mr. Thomas Buberl will not be part of the voting according to legal provisions. It's now open.

(Voting)

Voting closed. Carried.

12th resolution, approving of commitments referred under Article L.225-42-1 of the French Commercial Code and granted to Mr. Buberl upon termination of his functions. Mr. Thomas Buberl will not be voting in line with legal provisions. It's now open for voting.

(Voting)

Closed. Carried.

13th resolution, reappointment of Mrs. Deanna Oppenheimer as director for four years. It's now open.

(Voting)

It's now closed. Carried.

The 14th resolution is about reappointing Mr. Ramon de Oliveira as director for a 4-year term. It's now open for voting.

(Voting)

Voting is closed. Carried.

15th resolution, ratifying of the cooptation of Mr. Buberl as director for the -- until the 2018 general meeting. The voting can take place now.

(Voting)

Voting is closed. Carried.

16th resolution now aims at ratifying the cooptation of Mr. Andre Francois-Poncet as director for -- until the general meeting of 2018. It's now open for vote.

(Voting)

Voting is closed. Carried.

17th resolution, authorizing the Board of Directors to purchase ordinary shares of the company with -- up to a maximum of 10% for a maximum price per share of EUR 35 for a maximum of 18 months. The voting is open.

(Voting)

It's now closed. Resolution is carried.

The next 14 resolutions belong to the extraordinary shareholders' meeting. The 18th resolution is about the delegation of authority granted to the Board of Directors to increase the share capital through the capitalization of reserves, earnings and premiums with a maximum of EUR 1 billion. That's 18% of the shared capital for a term of 26 months. The voting is open.

(Voting)

It's now closed. Carried.

19th resolution, delegation of authority granted to the board to increase the share capital of the company by issuing ordinary shares or securities, giving a claim to ordinary shares to be issued by the company or one of its subsidiaries either immediately or in the future with preferential subscription rights of the shareholders. The ceiling is EUR 2 billion and for a term of 26 months. It's now open for your vote.

(Voting)

It's now closed. Carried.

20th resolution, delegation of authority granted to the board to increase the share capital of the company by issuing ordinary shares or securities, giving a claim to ordinary shares to be issued by the company or its subsidiaries either immediately or in the future without preferential subscription rights of the shareholders in case of public offerings. The ceiling is EUR 550 million for a term of 26 months.

(Voting)

It's now closed. It's approved.

21st resolution, delegation of authority granted to the board to increase the share capital of the company by issuing ordinary shares or securities, giving a claim to ordinary shares to be issued by the company or one of its subsidiaries either immediately or in the future without preferential subscription rights of the shareholders through private placements as set off in the Article 411 to the French Monetary and Financial Code. The ceiling is EUR 550 million for a period of 26 months. It's now open for your vote.

(Voting)

It is now closed. It's approved.

22nd resolution, it's an authorization granted to the Board of Directors in case of issue of shares through public offerings or private placements without preferential subscription rights of the shareholders to set the issue price under the conditions defined by the shareholders' meeting up to a maximum of 10% of the share capital. Time to vote now.

(Voting)

The voting's closed. Carried.

23rd resolution, it's about delegation of authority granted to the board to increase the share capital by issuing ordinary shares or securities giving a claim to ordinary shares to be issued by the company either immediately or in the future in the event of a public exchange offer initiated by the company. The ceiling is EUR 500 million in nominal terms for a 26-month period. Voting is open.

(Voting)

The voting is closed. It's carried.

24th resolution, delegation of authority granted to the board to increase the share capital of the company by issuing ordinary shares or securities giving a claim to ordinary shares to be issued by the company in return for contribution in kind up to a maximum of 10% of the share capital outside of a public exchange offer initiated by the company, EUR 550 million in nominal for a term of 26 months. The voting is open now.

(Voting)

The voting is closed. Resolution is carried.

25th resolution, it's about the delegation of authority granted to the board to issue without preferential subscription rights of the shareholders' ordinary shares resulting from the issue by subsidiaries of the company of securities giving a claim to ordinary shares to be issued by the company. The ceiling stands at EUR 500 million of the share capital for a term of 26 months. The voting is open now.

(Voting)

The voting is closed. The resolution is carried.

The 26th resolution, delegation of authority granted to the board to issue, with preferential subscription rights of the shareholders, ordinary shares resulting from the issue by the subsidiaries of the company of securities giving a claim to ordinary shares to be issued by the company. The ceiling stands at EUR 2 billion in nominal value for a period of 26 months. The voting is open.

(Voting)

The voting is closed. The resolution is carried.

The 27th resolution, delegation of power granted to the Board of Directors to increase the share capital by issuing ordinary shares or securities giving a claim to the company's ordinary shares without preferential subscription rights of the shareholders, reserved for employees enrolled in an employer-sponsored company savings plan. The -- in nominal terms, the maximum amount of the share capital -- the increase of the capital is EUR 135 million for 18 months. The voting is open.

(Voting)

The voting is closed. The resolution is approved.

28th resolution, delegation of power granted to the Board of Directors to increase the share capital of the company by issuing ordinary shares, without preferential subscription rights of the shareholders, in favor of a specific category of beneficiaries with a maximum amount, nominally, of EUR 135 million for a period of 18 months. The voting is now open.

(Voting)

The voting is closed. And it is carried.

29th resolution, authorization granted to the Board of Directors to grant subscription or purchase of options to eligible employees and executive officers of the AXA Group, resulting in the waiver of -- by shareholders of their preferential subscription rights to shares to be issued upon exercise of subscription options. This is 1% of the total number of shares making up the share capital of the company and for a period of 38 months. The voting is open.

(Voting)

It is now closed. And the resolution is carried.

Now the 30th resolution, authorization granted to the board to reduce the share capital through cancellation of ordinary shares within -- up to a maximum of 10% of the share capital and for a period of 18 months. The voting is open.

(Voting)

It is now closed. And the resolution is carried.

The 31st resolution, authorization to comply with all formal requirements in connection with this shareholders' meeting. It is now open for voting.

(Voting)

The voting is closed. And it is carried. I thank you.

A - Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Thank you, Gerald. Ladies and gentlemen, I thank you. This terminates our general meeting. I thank you for bearing with us and for your attention. Next year, the general meeting will take place normally on the 25th of April, 2018.

Nothing else being on the agenda, we adjourn this meeting.

FINAL

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