

# AXA SA Annual Shareholders Meeting

## Company Participants

- CÃ©line Soubranne, Unknown
- Denis Pierre Marie Duverne, Chairman of the Board
- Guillaume Borie, Chief Innovation Officer
- GÃ©rald Harlin, Deputy CEO & CFO
- Jacques de Peretti, Chairman & CEO of AXA France
- Jean-Martin Folz, Senior Independent Director
- Thomas Buberl, CEO & Director

## Other Participants

- Jean-Claude Pauly, Analyst
- Lucie Pinson, Analyst
- Unidentified Participant, Analyst
- Xavier CrÃ©pon, Analyst

## Presentation

### Denis Pierre Marie Duverne {BIO 1521138 <GO>}

Ladies and gentlemen. Good afternoon. Welcome, dear shareholders, dear friends. I'm pleased to welcome you to this new combined general meeting of the AXA company in the presence of Thomas Buberl, Chief Executive; Jean-Martin Folz, Senior Independent Director and Chairman of the Compensation and Governance Committee; GÃ©rald Harlin, Deputy CEO and CFO for the group; George Stansfield, Deputy CEO and Secretary General of the group; and Jacques de Peretti, Member of the Management Committee and Chief Executive of AXA France. I wish to thank you for your presence.

I would also like to welcome the presence in the first rows, members of the Board whom I would like to thank for their commitment and active contribution to the work of our Board. As there are people here who are not shareholders, our general meeting is deemed, therefore, to be a public meeting as well as the holder of this company and will be broadcast on our axa.com website. I remind you that this meeting aims to be friendly, congenial and rich in information.

We will now proceed with the formalities that precede the opening of our session and appoint the Registration Committee. This general meeting is convened today on first notice. It was convened pursuant to the legal provisions through a Notice of Meeting published February 22, 2019, in the French mandatory legal announcements bulletin and through a call to convene published in the same bulletin on March 20, 2019, as well as in the Journal Des Annonces Legales (foreign language) March 20, 2019.

I've just been informed that the meeting can be held validly in its ordinary and extraordinary form. There are presence over 13,000 shareholders representing 1.420 billion shares and 1 billion and more shares representing 59.67% of the total of shares and 63.45% of the existing voting rights. I would let you know the final quorum before the vote on the resolutions after all the shares of the shareholders present or represented have been accounted for. I hereby call the meeting to order and will now appoint the General Committee.

I invite as poll scrutineers if they're willing to accept the 2 shareholders present who own for themselves or as proxies hold the largest number of vote. They are from the AXA Assurances IARD Mutuelle, Mr. François Martineau, director of that company and of the AXA Assurances Vie Mutuelle represented by Mr. Olivier Riche, Director of this company. I thank them for agreeing and I'd suggest to them that they appoint a Secretary of this meeting, Mr. Gérard Harlin.

The statutory auditors who were convened pursuant to the law by registered letter are present, they are Mr. Xavier Crapon representing PricewaterhouseCoopers Audit and Mr. Jean-Claude Pauly, who represents Cabinet Mazars.

Finally, I hold available all the legal documents. By the way, the shareholders who made the request, received the documents or were able to be informed on the website of the company. We're meeting today in a combined general meeting. So that you approve 11 ordinary resolutions and 15 extraordinary resolutions.

I wish to request from the general meeting not to fully read the agenda of this meeting and to read the simplified agenda displayed on the screen behind me.

I also request permission not to read the Board's report included in the 2018 annual report of AXA, called also a reference document. This report was made available at the company's registered office, was sent to you upon request and is available at the entrance of this room as well. This will allow for more time for the presentations and above all for answering your questions.

As in previous AGMs, we will use electronic voting. Its modalities will be explained before the vote on resolutions.

## **Thomas Buberl** {BIO 16182457 <GO>}

Good afternoon, to all of you dear shareholders. I'm extremely happy to be once again in front of you for your general meeting. 2017 was a year of structural choices. 2018 was a year that saw action and decisions. You saw many decisions, which were implemented, the creation of AXA XL, the listing of our Life business in the U.S., the 100% capital increase in AXA Tianping company and certainly, the rollout of innovative offers. 2018 was a year of transformation. But at the same time, a year for good operating results.

It was 2017 where we made structural changes. The first choice was the organization. How can be far simpler? How could we be much closer to our clients? And how can we give far more autonomy to our local entities, which are the closest to the needs of our clients? On the other hand, we agreed and decided on the strategic axis. The first axis or priority was to transform the risk profile of the AXA Group. Second decision, to focus on key markets. There are 3 of them: Health, Protection, Commercial P&C Insurance. And third decision, continue and implement innovation.

2018 turned out to be the year where we put many things into play in order to build a new AXA. What does it entail to build a new AXA? First of all, it involves investing in specific targeted markets. Our strategic choice was how could we get closer to our clients? How -- are we more in contact with them in order to really better consider and fulfill their needs?

The first choice was clearly around the acquisition of the XL Catlin company. The combination between AXA and XL created the #1 worldwide in P&C risks. The other major investment in order to strengthen our presence in the specific markets was to invest in China.

A ramp-up up to 100% our shares in the AXA Tianping, which turns us into the first foreign insurer in regard to P&C in China. Building a new AXA involves also a growing in innovation in new services for clients. We can see today that the payment of claims is not enough. Our clients want us to support them to have a better life.

Supporting involves first the health aspect. We are all facing the hardships in terms of medical care. And AXA launched several years ago a telemedicine service. And today, we are the largest in the telemedicine business based on 2 activities. On the one hand, AXA Assistance and on the other hand, our business in the care start-up that we put together.

The second priority or axis is about mobility. We can see that the strong need today of insuring. The path of people -- up until now, we have ensured more than 1 billion so-called path or itinerary.

The third, believe the partnership of a modern bank insurance with ING across Europe is certainly another innovation pillar where we are reinventing together with ING, the combination between a bank and an insurance company. All of this was made possible because we created an innovation-related entity, which is called AXA Net (sic) (Next). It's on a standalone basis and it develops such innovations. And right now, we are at the moment when we need to launch them into every entity in France and elsewhere.

Guillaume Borie, the Chief Executive of AXA Next, will present to you in a few minutes what we did in regard to innovation and what are we planning for the next steps.

Building a new AXA in 2018 was also about how could we desensitize AXA to financial risks. We took 3 major decisions in order to cut down our sensitivity to financial risks. And it started really around the financial crisis in 2008. We made a decision at the time of reducing our exposure to financial risks. And it just gained momentum in the past two years with 3 basic decisions.

First of all, the listing of U.S. business in Life & Savings and this took place last May. And you saw recently that we reduced our stake below 50%. A second key decision was made, namely restructuring and transforming a collective life insurance in Switzerland and moved from a guaranteed rate to something which is more similar to asset management. The third major decision was to sell our variable annuities business in Europe and the AXA Life in Ireland.

2018 turned out to be for us a return to growth driven by the 3 target segments: Health, Protection and Commercial P&C Insurance. Our growth was at 4%, which leads us to revenues of \$103 billion. Such growth was truly driven by a 5% rise in Commercial P&C Insurance and 7% in regard to Health and driven in regard to Protection by 3%.

Clearly, the insurance business in terms of commercial P&C was the strongest. And after XL's acquisition, today, we have 25% of our revenues, which are in that segment. And for us, it's a major mainstay and major driver of growth for the future. Such integration -- the XL integration is certainly a complex integration. And this is why we are spending a great deal of time on this. We're making many efforts because creating that #1 on a global basis in P&C is very important for us.

I must admit that I'm very confident today that such integration is going on quite well. Following the close of the transaction in September last year, we took a first decision, which was to align our reinsurance programs towards the AXA philosophy and towards the AXA risk appetite. And today, we have a reinsurance program, which is fully realigned.

We also put in place our commercial organization because this combination between AXA XL is something which is very enriching for the 2 companies. Now we can do business that none of the 2 in isolation were able to do. And you can see this already in numerous countries that there's a very strong cooperation in order to truly obtain a mutual growth, which was not possible previously.

Certainly, in Europe, the challenge is to integrate these 2 organizations, namely XL and AXA Corporate Solutions. And you might have seen that we presented a European organizational project with our industrial partners. And today, I can say that we're totally aligned with our ambitions and the goals that we communicated last year. And once again, I'm quite confident that

such integration is running very smoothly. XL and AXA XL also give us a commercial momentum which we didn't have previously.

I had shown you before that the growth in commercial insurance is very positive because we're covering many of the new needs. Remember the cyber issue, the climate-related methods and others that create new needs.

In 2018 with AXA XL, we saw a rise in revenue of 10% driven on the one hand by a real growth in new needs. But on the other hand, thanks to a momentum of higher prices, which were really driving the markets.

If we look now at the renewal in 2019, I'm also quite confident because renewal rates turned out to be very positive. And AXA XL also provides us a new direction in terms of quality of service. It was in 2018 that AXA XL was awarded for the third time in a row, the ranking of being the #1 global insurer with the best service in terms of customer satisfaction with regard to the major risk, the famous J.D. Power's award and we are very proud of this. And certainly, our ambition is to retain such a ranking.

If we look now at all these moves, we can see today an AXA Group, which is far less exposed to financial risks compared to 10 years ago. 10 years ago, 80% of our operations were in the Life & Savings arena. And today and certainly, following the total disposal of our U.S. operations in Life & Savings, we find ourselves with 80% of our businesses, which are related to technical risks in terms of preferred segments, such as Health, Protection and the risk for private people and corporates. It makes us far more solid because these technical risks are de-correlated -- disconnected from the financial markets. It is quite difficult to cover one's health and be diversified in a world of capital markets, which are very much intertwined. This is why focusing, I mean, on technical risks means increasing our diversification. It also means being de-correlated from the financial markets.

Clearly, we see volatilities in financial markets. And at the same time, in regard to technical risk, remember the nat cats. Now if you look at the effect on our balance sheet, we can clearly state that technical risks and the volatility of them are far less serious for our balance sheet than the financial risks, which are interconnected. In addition, there's certainly a large market for alternative capitals where we can hedge ourselves against such technical risk if we don't want to retain them.

If you now look at the share price over one year, there are certainly moves in that share price. We see basically 3 different stages. The first stage, which was the stage following the announcement of the XL acquisition. And there, we could see that the AXA share underperformed the CAC 40 index because the surprise effect and the uncertainty about the integration and on the transactions that I mentioned before and the listing of AXA equitable and the transformation of our Life portfolio in Switzerland, et cetera, were not clear as yet at the time in September.

Following the close of XL, we saw a change occurring. And in the third stage, which is far more at the beginning of this year, we see the AXA share is stronger, is outperforming the CAC (inaudible), which over a year puts us in a position where we slightly outperform the CAC 40 index.

Being an insurer -- an insurance company entails being in the middle of society at large and helping society in order to have a better life. Right from the beginning of AXA with Claude BÃ©ar, it was already a major trump card for us. And you noticed in 2018, we made further progress on this.

We took decisions in 3 areas. The first area was clearly fighting against climate change. You saw the fact that we were moving out of the coal business. And the second major topic was about health, including starting innovative services such as telemedicine. I mentioned before the partnership, et cetera. And the third one was clearly our actions in order to improve the economic inclusion and social cohesiveness.

Each year, we can gauge also our performance. We take indices, which are recognized worldwide, the Dow Jones Sustainability Index. And I'm quite proud to share with you that for the third year consecutively, we are among the top 5%. I'll not say more because C line Soubranne, who is taking care of our responsible company business, will speak to you later on and give you far more details.

And the second topic, which we promoted in 2018, was our brand. AXA was in 2018 for the 10th time the #1 brand worldwide in regard to insurance. We still said, "Look, we need to make further progress and we want to invest." You saw at the very beginning of this general meeting, the new film, the new campaign that will be launched in France shortly. Such a campaign is based on the concept having confidence in oneself, no, you can. Clearly, it's a message towards our clients because there is a lot of uncertainty in life. However, if you believe in yourself, you can make it. And this is clearly also a message to AXA's employees that it is possible to transform, that it's possible also to succeed in a market which is not easy.

A second investment in regard to the brand is our partnership with the Liverpool Football Club. And there, we see that the Liverpool Football Club and AXA are very much aligned in their life vision. And certainly, for the brand awareness in Asia, this partnership is very important because there are millions of fans in Asia, who are following Liverpool.

2018 was the year where we implemented strategic choices. We will continue in 2019 in the similar vein. Implementing the major decisions is at the very heart of things and very much at the heart -- the integration of XL is at the center of things. Today, we are on the right path of our 2020 Ambition and I'm very much confident that we will succeed and that we will reach the targets that we set in 2016, which -- so that it means that we're continuing to far more develop and roll out innovative services for us. It's a strategic matter, which is absolutely fundamental.

And I'm very happy. And it's my pleasure now to turn it over to Guillaume Borie, who is in charge of innovation. He is the AXA Next Chief Executive and who will show you what we are doing in regard to innovation and what does it involve in terms of benefits for our clients.

I thank you dear shareholders for your trust and for your attention. Thank you.

## **Guillaume Borie** {BIO 20415256 <GO>}

Good afternoon, to you all. And I'm very pleased to be with you this afternoon to share with you about the group's efforts for innovation. What does innovation means for AXA? And how these efforts will be accelerated, thanks to the strategic priorities of AXA Next, which is the entity that we established at the beginning of this year 2019 in order to strengthen our efforts for creating new services and developing new business models to be able to support our customers.

At the outset, AXA Next was built on the strategic conviction of the group that we have to transform the AXA model from a claims payer to being a partner for our customers and to remain relevant in supporting our customers in their protection needs. We need to develop new services and establish a much more frequent interaction with our customers. And this will make it possible for us to support you to be more effective, much closer to your needs in providing complementary insurance services. The commitment to protection is the commitment taken by the AXA Group and this is seen in insurance. But will be extended also through our efforts for deploying new services.

And at the heart of the objective of AXA Next is the intention and the determination to make our customers' lives simpler. And the best way to talk about that is to talk about the 4 main priorities that we have set in order to extend AXA's role and diversify its business models in order to provide the best possible services to our customers. And we have these 4 ecosystems that will help us to make it possible to offer new services and new activities to our customers with the potential of providing daily support in all their protection needs.

The first of these ecosystems is Health. All the health needs in the world in 2020 will represent EUR 8,000 billion of revenues around the world. And this is an area where the insurance business is only handling 15% of the needs. And so if we want to provide better support to our customers, the major challenge for us is to be much more complete in our value proposition. And at the same time, meet very specific needs.

And I would like to dwell a few minutes on this health sector. And I just take one fact, that all countries in the world are experiencing, be they developed and emerging markets. And that is the prevalence of chronic diseases. Today, 45% of the global population is at one moment or another in their lifespan going to experience chronic disease. We are about 1,000 people in this room this afternoon. That means 450 out of us here will at one moment or another during their lifetime experience chronic disease. And apart from being properly covered from an insurance perspective, the question is also how do you access the right doctors at the right moment and get the right and best treatment and the proper follow-up and how can you progress in taking care of that chronic disease.

And for a chronic -- a person who is suffering a chronic disease, for example, someone from diabetes, there is almost a daily follow-up that is required. And we can provide these support services through telemedicine, through the care coordination pathways and also (priding) the very best establishments for caring for these patients suffering from chronic disease. And this means that we want to go beyond the mere provision of insurance cover. And the same diversification effort will also be undertaken in the ecosystem of platforms, all the digital platforms. Thomas Buberl was referring to this a moment ago.

In these digital platforms, we interact on a daily basis, buying and selling services. And this also requires protection, protecting digital identity, protecting the projects that we bought, protecting also repatriation when we've bought a trip abroad. And the challenge is to position these at the right moment, in the right place and on demand. And this digital platform ecosystem is very wide. EUR 3,500 billion expected in terms of turnover in 2020. And we can expand also our role there. And the same efforts is going to be deployed in the ecosystem of mobility. How do we provide better support for mobility? Coming on to the scene of vehicles that can handle automatic driving procedures, the advent of new modes of travel and of exchanging and car sharing and other things.

Then also in terms of our support for businesses for commercial companies, how can we provide the best service to SMEs and how can we provide where -- just the mere provision of insurance, which is necessary is not sufficient? As an example is cyber-attack risks. Today for an SME, the first challenge is to know if there are any weaknesses in its IT systems. And if there is an attack, how can the system be rebooted and how can we develop these services with new solutions?

And to develop all these new services and accelerate the diversification of AXA's business models, we have brought together in AXA Next a number of units that since 2015 have been dedicating efforts in to investing in start-ups, in providing new business incubators and creating strategic partnerships for the benefit of all the groups' customers.

Since 2015, AXA Group has dedicated over EUR 1 billion of investment in order to put on the market these new services and new propositions. And each of these entities has played a role in the development of these new proposals such as our Kamet start-up incubator and also AXA Venture Partners and our global entity for the industrialization of service propositions, AXA Partners.

And this ecosystem is now really going full out for the objective to make available to the largest number possible of our customers these new services in all the markets where we are present. And this is at the heart of our priorities for the coming years, to industrialize these innovations. So that we can better serve our existing customers. But also reach far more end customers of these services.

And in the last 3 minutes of my presentation, I would just like to say a couple of very practical words concerning our 2 main priorities, which are health and platforms. In health care, Thomas Buberl has said that we have an objective, which is to develop telemedicine. And for those of you who live in France and which is probably the majority of those present in this room today, you can already today, if it hasn't been already a case for you, is to use Care, our telemedicine service, which gives you direct access through videoconference, to a consultation with a number of medical specialties from general practitioner needs, right to dermatology and nutritionist and addict support and other specialties.

Today, after just a few months having started up, we have over 130 consultations each day. And our objective is to make available to all AXA France's customers this service in connection with the teams of Jacques Peretti's AXA France teams. It is a service where customer satisfaction is very close to 100%. More specifically, 98.5% of users say that they are extremely satisfied.

And there, we see clearly how thanks to these services, we can create value and customer satisfaction with a much closer connection, more intimate, I would even say, connection in the daily life of our customers. Another example of these health services is (My Visit Santé), which is an advisory platform for well-being in order to provide better support for our customers in their efforts for nutrition and handling addiction and well-being at work.

As for the platforms, the major part of our efforts is put on the provision of insurance on demand. And in this context, we are in connection with the major digital players, find services that meet the specific needs of the user. If you take the case of BlaBlaCar, it's one of these start-ups, which today is worth over EUR 1 billion on the market, which is a French start-up and is a car sharing system. And its needs are very different to those of classic insurance business.

And so with BlaBlaCar, we've developed a new assistance system that covers the driver, their liability for passengers who they very often don't even know and passengers and also makes it possible in terms of assistance in case of a breakdown to make sure that we can pick up the passengers where the breakdown has happened and each one is then taken to their initial starting point, whereas in car sharing, everyone is going to a different destination. And this solution in 2018 provided 10 million journeys in France and its over 1 million users who have benefited on a daily basis from AXA's services for these new mobility modes.

So you see that all our efforts are going towards more intensive use of services and insurance cover. It is something that we always, by definition, hope never to have to need because it implies that something unpleasant has happened in your life. Well by transforming our role to that of a partner, we want to be present with you on a daily basis on the good days and the bad days. And this is how we believe we can accelerate AXA's services and make available our protection services for the largest number of people.

Thank you for your attention.

**Denis Pierre Marie Duverne** {BIO 1521138 <GO>}

Thank you, Guillaume Borie. And I'll hand over now to CÃ©line Soubranne, in charge of AXA's Corporate Social Responsibility, who will give us a presentation on how AXA is working as a responsible leader.

**CÃ©line Soubranne**

Good afternoon, to you all. You must be asking yourself what does the actual title of this presentation mean, working as a responsible leader. For a company such as AXA today, working as a responsible company means taking into account the most demanding expectations of our customers. But also answering the concerns of society in general, be those social or environmental concerns. It means otherwise acting as a citizen company.

And our first role as such a company is intrinsically related to our insurers' business, which is to protect and preserve our common heritage and that's why, for many years now, AXA is a partner and sponsor providing services globally for art centers such as the Louvre Museum or the Pompidou Centre. And we will also be establishing a partnership with the Musée -- the d'Orsay Museum of impressionist art and also the Chateau in Versailles. And of course, more recently, we were all very moved by the fire that has hit Notre-Dame Cathedral. And here, we have also already mobilized EUR 10 million to contribute to the rebuilding. Thank you, thank you for your applause. We're very pleased to be able to take part in this project.

Now this role of being a sponsor for our common heritage also includes all the strategic dimensions of our activities. And it's a key moment in terms of the impact for the purchasing intentions of our customers and also in terms of investor choices. Thomas mentioned a moment ago, the DJSI, the Dow Jones Sustainability Index ranking, which each year assesses our performance as a responsible company and covers all the aspects of our company, which goes from HR to sustainable management of our sites and also our investments and how we handle our suppliers. Don't worry, I won't be going into detail of all those actions. But I would just like to focus on the 3 major commitments that we have taken and that Thomas was referring to a moment ago: climate change, health and protection and social inequalities and inclusion.

Now for climate change, you know we've been a pioneer in the finance sector by pulling out of coal industry since 2015, the COP21, we took this commitment even further, when in 2017 we pulled out as an insurer from these businesses and we extended that also to energy coming from bituminous sands. And we have applied all this policy to our new vision AXA XL.

You need to know that as an investor these last three years have led us to pull out EUR 4.5 billion of investment in energy. And at the same time, we decided to develop and invest in the energy transition and developing our investments for green infrastructures, in renewable energy and a very ambitious objective that we have set for ourselves of EUR 12 billion worth of investment by 2020. And so already next year.

Now today, we have many players in the finance sector who have chosen to contribute this to fighting climate change. But you need to bear in mind that 15% today of the major bank insurance businesses are committed to this. And we hope to be increasingly numerous because it is only thanks to the investment of all that we will truly contribute to reaching the objectives for limiting the global warming by -- 2 degrees as established by the Paris Agreements.

The second aspect in terms of prevention and commitment to health care. And here too is a major player in global health insurance. We have taken one of the major issues today, which is tobacco. Tobacco is still today the #1 cause of avoidable deaths around the world. 8 million people die every year and whether it's in industrialized countries, even though the tendency to consume tobacco is tending to reduce. But it is hitting emerging countries even more.

And here, AXA was the first to divest our business in terms of covering the insurance of the tobacco industry. And this was efficiently not new stats. The General Assembly of the United Nations last year in launching a very bold and daring approach, taken at the General Assembly together with World Health Organization, putting out a call that all investors should free up their financial investment from investments in tobacco. And today, 550 people -- companies have signed this collective movement.

And the last major commitment that we've taken to be responsible is fighting inequalities and our action in favor of social inclusion. We need to know that even though the general standard of living is on a general rule increasing around the world, at the same time inequalities have increased over the last 30 years between the richest and the poorest sections of population. And this widening of the quality gap concerns all regions, be it the Americas, Africa, Asia, Latin America, even Europe. And -- even though it is compensated somewhat by our national social security systems. But here as a responsible company, we want to move only 2 level. First of all, providing direct support to the



most disadvantaged. But also making insurance more accessible. And in this case, that last December, we joined the collective group of -- as 19 major French companies such as Danone, Adecco and working for great economic inclusion. And AXA France, in particular, has decided to offer 1,000 single-parent families in provision for covering the education of their children. And we also have a program in Italy and in France too for providing support to women, who are the victims of violence. And we're providing legal and emotional counseling and support.

Precariousness does create problems in terms of access to health care for the most vulnerable population, which makes their situation even more fragile. And that's why that AXA Morocco has established wonderful initiative of the health care caravan, providing health care systems in the rural areas of the country. And since the beginning, 6,000 free consultations have been provided.

In India, we're establishing a public-private partnership with local states to provide the minimum health care protection for the population living below the poverty threshold. And we're also working on various ranges of product to make them more inclusive to vulnerable population groups, working on guarantee levels at marginal cost.

This is the case. As you can see here, we have a micro insurance system for micro entrepreneurs in France, in New Mexico; micro insurers for the communities that are exposed to natural disasters.

And generally speaking, last year, at the same general meeting, you had -- the presentation of my colleague, (inaudible) who talked about inclusive systems that we're developing in micro insurance in the emerging countries. And this seems to be possible to touch some 10 million customers.

Now these major commitments of climate change and health care and protection and social inequality are also carried by our staff with some 30,000 volunteers in their business. But also because they give of their time and their skills in our voluntary program, Hearts In Action. And this makes it possible to provide tremendous support.

(presentation)

In 2018, it's over 30,000 voluntary employees who volunteered for this service. It really is a key element of our company that we're very proud of. And I have been very proud and happy to share this with you this afternoon. Thank you.

**Denis Pierre Marie Duverne** {BIO 1521138 <GO>}

Well thank you to CÃ©line Soubranne for this great presentation. I'll ask (GÃ©rald Harlin) now to introduce the performance of the company in 2018. But before that, we will look at a video covering the highlights of the past year.

(presentation)

**GÃ©rald Harlin**

Ladies and gentlemen. Good afternoon. It's my pleasure to present you the results and the financial solidity of our group and your group.

Starting with growth in 2018, growth was dynamic and profitable and driven by our 3 target segments. And you can see that we have a sharp growth in Commercial P&C plus 5%, Protection plus 3%, health reaching plus 7%. Such growth did not come at the cost of our profitability. On the contrary, the combined ratios in Protection and in Health are improving. The same with P&C excluding AXA XL. So good growth related to our 3 business lines, which are our priorities.

Let's take a look now at the underlying earnings. In 2018, we had a very good growth of our underlying earnings across the group. Starting with France, see that the underlying earnings increased by 10% in Europe, plus 10% in Asia, up 5% in the U.S., plus 4% international and transverse lines plus 24%. AXA XL shows a loss of EUR 0.2 billion due to nat cats.

So let's get an update on AXA XL's results. We consolidate XL and have been doing so only since October 1, 2018. The 2018 result for AXA XL, therefore, is made up of their results of the last quarter for XL and the annual results for AXA Corporate Solutions and AXA ART.

Let's take a look now at the graph, which is in the middle of the slide. And that graph explains why we are showing a loss of EUR 0.2 billion for AXA XL, from the left to the right. Normally in the Fourth Quarter, the contribution of XL to the results based on a level of normalized nat cat should have been EUR 0.2 billion. In the Fourth Quarter of 2018, we suffered the Michael Hurricane and the Californian fires, which represents 0.5% -- rather EUR 0.5 billion. All in all, in the Fourth Quarter, the XL reported result is minus EUR 0.4 billion. Add to this, the contribution over the year in 2018 of AXA Corporate solutions and of AXA ART that's EUR 0.1 billion all in all that represents a loss of EUR 0.2 billion for AXA XL.

Nevertheless, as you can see, we benefited from a very strong growth of our operations plus 10% and the market conditions improved. They improved in 2018 with higher rates or prices on average by 4% and the renewal in January 2019 are good with plus 4% price hikes. So take away that AXA XL was hit by an unusual level of natural disasters in 2018. However, we do confirm our goal for underlying earnings for AXA XL for 2020 and that goal is an up underlying earnings of EUR 1.4 billion with a normalized level of natural disasters at 4% of gross premiums. Therefore, we are confident about that goal, thanks mainly to the synergies that we foresee.

Let's now take a look at the performance of France. Underlying earnings, as I said before, where we had a solid result and the key targets were achieved. As far as we're concerned, underlying earnings sharply up, plus 10%, as I said before. That very high operating result comes through a dynamic growth in Health, in Protection. So plus 12% Health, plus 5% Protection, plus 3% rise in corporate Commercial P&C. And our combined ratios were better. We make more technical profits. And as you see, all the combined ratios are down.

Likewise, you see rate at 39%, which is the Unit-Linked one. We can show that Unit-Linked rate remains about 10 points higher to the one of the French market. Therefore, the level of Unit-Linked accounts remains at the very high level and outperforms the markets.

Therefore, it was a good year or even a very good year for AXA France.

The group result for 2018 now. The underlying earnings is at a all-time high, with EUR 6.182 billion, the -- now, we are up by 6%. Now the adjusted earnings are up by 3%. The difference with a growth of the underlying earnings is due to lower financial markets at the end of 2018. Now the net result is EUR 2.140 billion. And the difference between the adjusted result and the net result is due to 2 elements. Mainly, first of all, depreciation of AXA Equitable of -- and secondly, as you mentioned -- as mentioned before is the impact of exceptionals. And mainly, we stopped our -- the business in of savings and life in Switzerland. These 2 elements that I mentioned are exceptional and they're nonrecurring by definition and they're related to the transformation of a company, which moves from mainly life-based company to one that will be based mainly on P&C.

Let's now take a look at the balance sheet. The 2 main indicators are the equity and solvency ratio. Now the equity are at EUR 62.4 billion. The decrease compared to last year can be accounted for lower shares and realized capital gains at the end of 2018 when we saw lower financial markets. It's also an uptick of interest rates and expenses and the rates actually of the bonds. So a good part of that down drop was we caught this up. Thanks to the excellent performance of the markets in certain of the solvency rate at 193% is at a very good level. And the financial ratings, here, you see

that we're equivalent AA-, stable with the 3 major agencies, very solid. We're proud of having found again the ratings before the acquisition of XL. And this confirms as a matter of fact the confidence of the ratings agencies in terms of our transformation.

What about now? Where do we stand with regard to our 2020 Ambition plan? As you can see here on the slide, we are on the right path to reach the goals that are in the Ambition 2020 program. First of all, with the per share underlying earnings up by 3%. And on average, that is between 2015 and 2018, it's so an increase of more than 5% per year, which is quite in line with our 3% to 7% goal over the plan between 2015 and 2020.

Now let's take a look at the free operating cash flow, which was at EUR 6.6 billion. So a higher level in 2018. So that we ought to be rather in the upper range of EUR 28 billion to EUR 32 billion, which is forecasted between 2015 and 2020 in aggregate terms.

Now the current ROE is at 14.4%. And in November last year, remember, during our Investors Day, we ramped up that profitability -- return on -- the ROE, we moved it -- it was around 12%, we moved it up between 14% to 16%, which is a good sign.

The solvency ratio is at 193%, in line -- quite in line with our target between 170% and 220%. And there, again, it was reconsidered in November and that was -- the range was then between 170% and 230%. So these very good results, these very good indicators translate into higher dividend.

We're suggesting a dividend up by 6% at EUR 1.34. On the right-hand side, you can see the payout rate is at 52%. And remember, before the payout rate was between 45% and 55% of the adjusted earnings. We have moved up that range, it's now between 50% and 60%. So with a dividend at EUR 1.34, we can say that our share is -- gives one of the most attractive returns in the market.

Now to conclude. For AXA, 2018 can be summed up with 4 major highlights. First of all, the speeding up of our growth. It was driven by our target segments. Secondly, the underlying earnings is at an all-time high. We are on the right path in order to fulfill the goals of our 2020 Ambition plan. And finally, a new rise in the dividend.

Thank you for your attention.

**Denis Pierre Marie Duverne** {BIO 1521138 <GO>}

I thank GÃ©rald. (inaudible) suggests that you now watch a film presenting the Group's shareholder relations system.

(presentation)

Thank you, dear shareholders for your loyalty to AXA. Before I give the floor to Jean-Martin Folz, who will present the governance of the company and the remuneration policy of its leaders. I would like to indicate that Jean-Martin Folz, Director for our company for 12 years had decided not to request a renewal of his term of office. He will leave the Board at the close of this meeting.

I would like on behalf of the AXA Board to thank him very warmly for his contribution to the work of the Supervisory Board and then of the Board of Directors for the past 12 years. His experience, his strategic vision and his contribution as a Chairman of the Remuneration Governance Committee and as a Senior Independent Director in the past two years have been decisive for the progress of our governance and for AXA's progress.

I now give him the floor.

Ladies and gentlemen, dear shareholders. As a Senior Independent Director, I'd like to share with you how the AXA governance operated in 2018 and the remuneration policy of its leaders.

First of all, governance. You can see, displayed on the screen, the current makeup of the Board of Directors of your company. The Board includes 16 members, 8 women, 8 men and 8 nationalities. The percentage of women at the Board is today at 50% and will subject to the approval of the resolution proposed to 53% following this meeting.

In addition, always subject to your approval, at the end of this meeting, the Board will be made up of nearly 50% of members who are of foreign-origin. Such diversity combined with a variety of different roles and work promotes a depth in quality of our discussions at the Board.

Among the criteria defined during the selection process of the members of the Board, you can see, they're looking for an appropriate balance between technical skills and professional experience as well as diversity in terms of age, nationality and culture.

Lastly, every year, the Board tries to assess the situation of independence of each one of its members in light of the Afep-Medef Code recommendations. Early 2019, the Board considered 10 of its members out of 16 as being independent.

Now on the screen, you can see a summary of the way the Board operates. As you know, it's -- behooves the Board to take the most important decisions, mainly to decide the split or not of the roles of a Chairman of the Board and of the Chief Executive and appoint the General Management Board, also benefits from the work of its 3 committees, which prepare such decisions through recommendations.

Lastly, as a Senior Independent Director, I make sure that independent directors can actually play the major role, which is there in practice. I'm involved in the preparation of each Board meeting, together with the Chairman and the Chief Executive, we look together at the timetable of the meetings, the agendas and the documents sent to the members of the Board.

Following our general meeting and subject to your approval for the renewal of the term of office, Jean-Pierre Clamadieu will be the Senior Independent Director and Chairman of the Remuneration and Governance Committee. Jean-Pierre Clamadieu has been a Director of our company since 2012 and a member of the Governance and Remuneration Committee since 2015. The Board decided to appoint him to succeed me given his experience, his knowledge of the group and his strong commitment in the work of the Board.

Concerning now the Board's work, 2018 saw a sustained activity. We met 12 times with 97% on average attending the 3 Board committees. All in all held 19 meetings in 2018 also with an average attendance rate at 97%. The main topics that the Board had to handle in the past year are the following ones: the group strategy, of course; reviewing the acquisition project of XL and its integration into AXA; the listing of U.S. life and asset management business; the major disposals and acquisitions that are important; looking at the annual and half-year accounts of policy of this payout of dividends; and also the ORSA, the internal evaluation of risks and solvency; and also the various policies written as part of Solvency II; and finally, composition of the Board and its committees.

As is the case each year, the Board of Directors also assessed its own way of operating. In 2018, that exercise was led by an external consultant who collated the contribution of each director as well as the assessments and suggestions on the work and operation of the Board. He took into account the opinion of each director on the participation and contribution of each one of the other

members of the Board. The Chairman of the Board communicated to each director during individual interviews, the conclusions related to their personal contribution.

In my case, I shared with the Chairman the conclusions relative to his own contribution. The overall conclusions of that self-assessment and the main identified areas of progress were reviewed in detail by the Remuneration and Governance Committee, which -- and they issued recommendation examined and approved by your Board last December.

At that -- during that opportunity, directors underlined that the quality of operation of the Board had improved and had remained at high level according to the opinions. Thanks to the maturity of its processes as well as due to the effectiveness and smoothness of the relationship between the Chairman and the Chief Executive.

The main points of improvement identified during that examination were the following ones: first of all, the need to provide special attention to the selection of the future directors in order to offer the appointment of people who have predefined skills in the field of insurance, finance, the digital technologies, human resources or again marketing. We're also underlying the need to cut down the number of directors sitting at the Board as well as the importance of maintaining the common role of a Senior Independent Director and the Chairman of the Remuneration and Governance Committee. These 2 roles being intimately intertwined. Finally, the directors indicated their wish to continue and develop the study sending by the Chief Executive information notes related to the sector of the insurance and to public announcements made by the company.

With regard to the vote that will take place later on, we will ask you to renew the mandate of Jean-Pierre Clamadieu. Take a look at his track record. He will -- following this, he will be the Senior Independent Director and the Chairman of the Remuneration and Governance Committee for the term of his office.

During the vote, we will ask you also to ratify the (co-opt date) of Elaine Sarsynski as a Director. Her resume, you can see now on the screen. Co-opting also Elaine -- the cooption of Elaine Sarsynski was decided by the Board meeting on the 24th of May 2018, replacing Deanna Oppenheimer, who wished to put an end to her role due to new responsibilities.

Lastly, in pursuant to legal provisions, 2 directors representing our employees have joined our Board in 2018. Martine BiÃvre, who is an inspector in charge of claims since 2018 and was appointed by the French Group on the 13th of June 2018. And Bettina Cramm, who works at AXA Konzern AG, German subsidiary was appointed by the European Works Council on the 20th of June 2018.

Subject to the approval of the resolutions that I have just present given the nonrenewal of my term of office, the size of the Board will be reduced from 16 down to 15 members at the close of this meeting. Following the presentation of the operation of AXA's governance 2018, we'd like to report now about the remuneration policy of its top managers. In line with the legal provisions, you are to decide on the elements of the remuneration allocated in 2018 to each Corporate Executive Director as well as the remuneration policy applicable to the -- for 2019. Four resolutions will be submitted to your vote, 2 regarding the ex-posts of the Chairman of the Board and the Chief Executive and 2 resolutions regarding their ex-anti-remuneration for 2019.

In this context, you will find summarized on the screen, the various components of the remuneration of the top leaders at AXA. The cash remuneration in short term is made up of the fixed salary and part of the annual variable remuneration come after that so-called deferred remuneration elements made up of the other part of the annual variable remuneration as well as their options and performance shares. This remuneration structure aims at promoting the conventions of the interest of management with those of the company and the shareholders of the medium and long term.

In the preparation of these proposals made to the Board regarding the remuneration of the Chief Executive, the Remuneration and Governance Committee assesses all the elements of that remuneration. It reviews also, of course the market -- the benchmark market remuneration practice made up of compared with companies to AXA on a European and global basis with the aim of proposing a consistent structure and levels that are competitive, encourage performance and aligned a level of the remuneration really obtained with the results of the company. The Remuneration Committee reviews on a regular basis the overall principles of the policy of the remuneration and make sure that there's internal fairness and taking in the right way account the individual performance and the collective performance.

So the Board on proposal of its Remuneration Committee has decided to set the annual target remuneration of the Chief Executive at EUR 2.900 million. This will come -- will be made up of a fixed remuneration and a variable one. The fixed one is EUR 1.450 million per year. And the other one, which is due to demanding performance elements is also EUR 1.450 million.

Now, the determination of the full remuneration of the Chief Executive is based mainly on a study carried out by an external Board relative to remuneration policy for similar roles in a sampling of international companies in the financial sector.

In addition, in order to involve the Chief Executive in the creation of value over the long term, each year, the Board grants it long-term incentives in the form of options and performance shares. These LTIs are fully subject to demanding performance, conditions internal and external and do not guarantee a minimum gain. These LTIs are major share of the remuneration of Chief Executive. So the value of the LTIs, which is allocated is determined in order to position the overall remuneration in securities and cash between the median and the third quartile of the market benchmark. Besides the Chief Executive does not benefit from any top of so-called retirement regime. It is benefiting from the same elements that benefit management executives of AXA France. And also, all of this is based on performance obtained each year.

Finally, the Chief Executive has compensation if his role is terminated subject to performance conditions. First of all, it is set at 12 months. It's equated with 12-month, it can be increased by 1 additional month. It can never exceed 24-month. And by the target remuneration in cash of the Chief Executive has been unchanged since he was appointed in 2016 and will remain the same in 2019. The Board of Directors also determines the remuneration of the Chairman of the Board.

In line with a recommendation of the Afep-Medef Code, the Board felt that the structure of remuneration which is best consist in paying to the Chair of the Board only a fixed remuneration. In order to determine the amount of that remuneration, the Board took into account the extensive missions. They decided to allocate to Denis Duverne as President and talk to an external consultant.

In addition, the Board took into consideration the fact that Denis Duverne, who decided to retire -- I mean, mature that he would decided to give up an additional annuity, which represents on an annual basis about EUR 750,000, he decided to benefit from it only at the end of his term as a Board. And the Board of Directors have decided to set the amount of this annual remuneration at EUR 1.200 million. This has remained unchanged since his appointment in 2016 and will remain identical in 2019.

Let's now look at the variable remuneration attributed in 2018 to the Chief Executive. The assessment of the annual performance of the Chief Executive is based on 2 components, the performance of the group on the one hand and its individual performance. The group's performance is assessed based on the changes with 3 criteria: the per share underlying earnings, the current profitability of equity, the revenues in priority strategies, P&C for corporations and protection health and then the Net Promoter Score.

The indicators are directly linked to the group's strategic orientations based on reaching a target score, which is previously set. Early 2018, the Board had decided to assess the performance of the Board for the current period by neutralizing the impact of 2 operations. On the one hand, operations in capital achieved in 2018, including the listing of the AXA Equitable Holdings in the U.S. and the acquisition of the XL Group; and finally, the buyback of shares in excess of the volumes required to make sure we have no dilutive effect coming from the attribution of performance shares to employees of the group.

However, given the very high score of the group's performance neutralized from the elements mentioned before, that is 137% performance. The Board upon proposal of its Remuneration Governance Committee finally decided to take also into account the performance of the group, including the 2 pre-mentioned operations that is the listing of AXA Equitable Holdings and the acquisition of the XL Group leading to a score of 89% and to retain the average of the group's performance scores with and without neutralization. So the performance of the group was set at 113%.

With regard to the individual performance, it is assessed based on specific goals reviewed each year. Different indicators and goals in terms of quality and quantity are fixed by the Board in the letters that reached before the period where we measure the performance. The Board has set the individual performance of Thomas Buberl based on 5 major goals set in the -- in that letter. The listing of the AXA Equitable Holdings in U.S. and redeploying the equity about 20%, continuing the 2020 Ambition plan goals and the group's growth strategy at 35%, the speeding up of the innovation strategy representing 20%, reinforcing the group's talent pools and also the personal development for top executives at 15%, finally reinforcing internal control in terms of IT, security representing 10%, individual performance of the Chief Executive for 2018 is assessed at -- by the Board at 105% of the actual variable remuneration 2018 paid to the Chief Executive subject to your approval will amount to EUR 1,725,500 or 119% of his target variable remuneration.

The Board decided to renew for the Chief Executive a deferred payment mechanism of in part equal to 30% of the variable remuneration over a period of two years. The amount actually paid could depend -- retains depending on the stock market and with a limit of a floor of at 80% and over cap at 120% introduction of this deferred part within the variable remuneration even though not required by the applicable French regulation is designed to reinforce the alignment of AXA with the regulatory and regulations practices that are on the international level.

AXA is also allocating options and performance shares to its employees in France and internationally. These allocations without any discount takes place each year at the same period. The total amount of options allocated to the members of the Management Committee are submitted to performance conditions and be -- can be only vested only if the performance of the AXA Group exceeds the ones of the stock market, which acts as a benchmark. The Board also decided that as from the allocation of options done in 2017, the vesting of options will be stopped if we have a negative net income for the group as long as that result remains that way.

Yes. All those benefiting from this in the hierarchy received performance shares in full, 100% of the value. And these bear on the group performance, 40%. And the -- this is the net earnings per share. And also, the performance of the entity to which the beneficiary belongs for 50%. And lastly, 10% for the group performance in terms of corporate social responsibility. And this last criterion is based on the CSR reference index, which is the Dow Jones Sustainable Index, which accounts for 10% of the overall performance.

And lastly, in line with the best practices in the industry and with the recommendations of the regulators, the performance shares associated with an acquisition period of minimum duration of three years with the -- as for the members of the management committee and these will be mandatorily consent for two years and stock options are also exercised by 1/3 from the third, fourth and fifth anniversaries of the date of attribution. And the objective here is to search for the measurement of the performance conditioning the final acquisition of the shares for a period

equal to three years. And all these compensation elements for the AXA managements are reviewed in the reference document of our 2018 for AXA. And you are free to consult them if you wish to have more information.

On slide now you have the account of the attribution of the stock option performance shares between 2011 and 2018. Since the beginning of 2012, the decision was taken to limit the attribution of options to only these senior executives of the group. And this explains the reduction in the number of beneficiaries. Accounting for -- beginning in 2019, only the members of the management committee will see stock options.

As you will see this in 2018, over 7,300 employees of the group received performance shares. Next June, the Board will proceed to a new allocation of options and performance shares. I'll add that since 2016, all the executive managements of AXA Group France, some 500 people benefit from performance shares dedicated to their pension. These fully submitted to performance conditions and fulfilled during the year. And next December, the Board of Directors will proceed with a new allocation of performance shares for pension purposes. And I emphasize here that these occasionally represented 0.24% of the company's equity and without any dilutive effect for the shareholders.

Lastly, a few words about group policy in terms of employee shareholding. And AXA has undertaken a very voluntary action in terms of employee shareholding. And each year, the group offers to its employees in France and internationally an employee shareholding plan called Shareplan, with the form of a capital increase, which is reserved for them. In 2018, over 24,000 employees in 36 countries took part in this operation for a total underwriting of some EUR 330 million corresponding to the issuance of some 15 million new shares. And in order to eliminate the dilutive effect of the Shareplan offering, the decision has been taken, as in previous years, to redeem and then cancel a number -- equivalent number of shares. Now on 31st of December 2018, group employees and officers held 5.2% of the capital and 6.4% of the voting rights of the company.

Ladies and gentlemen, this concludes my presentation. But before I leave this platform, I would like to say that it has been for me an honor to be, for the past 12 years, a member of the Board of the company and support AXA in its transformation. And dear shareholders to whom I owe my presence here to thank you and to all my colleagues of the Board and the executives of the company to whom I wish all the very best for the future.

## **Denis Pierre Marie Duverne** {BIO 1521138 <GO>}

Thank you, to Jean-Martin Folz for this presentation and his encouragement. The report on corporate governance in line with Article L.225 of the French Commercial Code facing Page 480 of the annual report. And I will ask now the representative of PricewaterhouseCoopers and Mazars to come and present their statutory order to reports.

## **Jean-Claude Pauly**

Good afternoon, ladies and gentlemen. Dear shareholders, we have 9 reports to present to you. And we will be giving a bridge presentation and you will find the full report in the annual accounts on the consolidated accounts on the regulated agreements, for which I will hand over to Xavier Cr  pon for operations relating to group capital.

Concerning our relation to on annual accounts and consolidated accounts, we'd like to remind you the objective of our mission is to obtain confidence of the truthfulness of the accounts and that there are no significant anomalies. And here, we rely on the work of our firms in operating in the various entities in company's members of the group.



Concerning the parent company, AXA, we had written a certification without any reservations presented to your Board. As the key points of the audit, we developed our associations with the justification in terms of the participatory shares and those of the equity -- AXA Equity Holding in the U.S. Concerning the specific provisions provided for by law and the information given to you this year, we have no particular comments to make.

Concerning the report -- our report on the consolidated accounts, we've also led to a certification of the group accounts without any reservations. And pointing out the key point -- the following key points with the assessment of the mathematical provisions in life insurance and also for claims in P&C and the assessment of the acquisition, in particular, for life insurance unit. And this year with the acquisition of the XL Group, the acquisition of -- the acquisition in the assets and liabilities of the group. And we have no reservations as to the sincerity of the information provided.

I'll hand over now to the report on the regulated agreements. And the purpose here is to inform you about the agreements that we -- about which we've been informed. And we have no mandate to give an opinion on the usefulness of such agreements.

There are 2 agreements that are continuing this year, which were approved in previous years. The first concerns Mr. Thomas Buberl. Following the renouncement of his work contract is a social proof protection was given to him, an equivalent to those of ex-employees and also an allocation of reaching the performance. And the second agreement concerns Mr. Denis Duverne. And this also follows on the ceasing of his work contract and the provision of a social protection plan. All this is detailed in our report, which appears in the referenced document on Pages 470, 370 and 160.

Thank you for your attention. And I'll hand over now to Xavier Cr  pon.

## **Xavier Cr  pon**

Good afternoon, ladies and gentlemen. I have 4 reports to present. It is my pleasure to present the report on 4 requests for authorization on delegation on the ad put to you today for enabling your Board to undertake operations regarding tuitions of shares.

The first -- our first report concerns the issue of shares and securities with or without preferential subscription rights of the shareholders. And on screen, you have all the terms that are specific for this operation, with authorization for 26 months and ceiling also covered here on the slide for EUR 2 billion for increase with -- in maintaining the preferential rights of EUR 550 million when there are no longer any preferential rights and also for any issuance of outstandings. And the -- I have no comments to make about the organization of preferential rights. But we will comment on this later when the Board decides to implement this decision.

The second operation is similar and our report bears on the issue of ordinary shares and securities and giving claim to share capital of the company. But reserved for employees involved in employers sponsored company savings plan. Here on screen, you have all the practical terms with the amount -- maximum amount or EUR 135 million and a period of delegation for 18 months. And here, again, there will be a future report in case this is executed.

The third operation concerns an authorization given to the Board to allocate free shares for the benefit of employees and also executive officers and also employees in the context of pension plans. Here too, all the terms are covered on the screen and I will make no further comment. For this operation, we have no comments to make.

Concerning the last operation, giving the reduction of the capital -- reduction of the share capital. Here too, you will have on screen, the delegation of powers given to the Board for a period of 18 months and which is limited to 10% of the share capital for a 24-month period. And here too, we

have no matters to report on the reasons and terms and conditions of the proposed capital reduction.

Thank you for your attention.

## Questions And Answers

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

Thank you, to the officers of the statutory, in particular, Mr. Cr  pon, for whom it will be the last report presented.

Not having received any prior written questions to the meeting, I suggest now we open up the discussion to those present in the room and any shareholders wishing to ask a question. Please make yourself known to the hostesses.

Number 3?

**Q - Unidentified Participant**

Yes. Mr. Chairman, good evening. You spoke of performance shares. And at the end of free shares, now I would imagine it's free shares and not performance shares.

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

Well the term free shares is a simplification. But these are free shares. But subject to performance conditions.

Number two?

**Q - Unidentified Participant**

Good evening. I didn't hear you mention the word Brexit in your presentation. But I would imagine that our friends across the channel are in a country where the impact of finance in -- is important. Is it for you something already in the past? Or is it too complicated for you to be able to discuss it today?

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

Well I'll ask Thomas to answer the question. But I do want to pay tribute to Dominique Senequier, who is the former Chairman of AXA Hearts in Action.

**A - Thomas Buberl** {BIO 16182457 <GO>}

Yes. Thank you. Thank you for this question. Concerning Brexit, it's true that we didn't refer to the topic today. But that doesn't mean that we are not concerned by it. two years ago, we began to prepare for Brexit. We've always worked with a scenario of a hard Brexit because we still don't know today what actually is going to be happening. For Brexit, we have 2 dimensions at AXA. The first is local operations. We have already strong presence in the U.K. in the health care sector and in commercial, P&C insurance and investment managers. Now these operations remain local. And we hope that there will not be a lot of negative impact from Brexit among our customers. Concerning our international business, we have plans placed on a hard Brexit scenario for each of our entities to distinguish clearly between what is local and what is international. And today, we are prepared for the worst case scenarios even though we hope that those scenarios for which we have prepared will actually not happen.

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

Number eight?

## Q - Unidentified Participant

Chairman. Good afternoon. Three quick questions. First of all, the possible payment of dividends and shares. The second question concern possible bonuses of those dividends either by an increase of 10% that is done -- being done by one of your colleagues on the CAC 40 or free of -- free share issues of 1 for 10 as another of your competitors on the CAC 40 are doing. But they would seem that the fire of Notre-Dame had an impact on AXA because of your coverage of certain artists. Do you already know what those damages are?

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

Thank you for your questions. Well the question of dividends in payment in shares was being regularly asked. The Board has not wished to go in that direction because we consider that our solvencies is satisfactory. And our shareholder -- as the shareholding structure of AXA is very international, our shareholders prefer a dividend in cash and rather than having diluted by extra shares. And because of this very international shareholding structure, the (votes) on dividends is not taken as a decision chosen by the Board. Concerning the Notre-Dame fire, I'll hand over to Jacques de Peretti.

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

Thank you. Of course, we are not insurers of the Notre-Dame Cathedral because you know, it is a state property. And the state is its own insurer. We do have a number of contracts at play, in particular, 2 contracts concerning the personal responsibility of those intervening which is very modest. Nothing into the cost of burning the cathedral. And we do indeed have a very modest contract, just a couple of million euros concerning works of art, that could have been in the cathedral and might have burned, knowing that from all the information we have received. The major works of art have fortunately all been saved.

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

Thank you. Number one?

## Q - Unidentified Participant

(Claude Aroche). Two questions. The first is on medical teleconsultations. And the second on self-driving vehicles. AXA is the #1 private player launching medical teleconsultations in France. As Mr. Borie reminded us in his presentation, these formulas launched in France have been extremely successful with a very high level of satisfaction. However, the medical teleconsultation services have until present only be over to AXA's customers and its affiliates. But due intend to open them out to any customers? Both AXA customers and noncustomers as already is the case of Doctolib, which has been (raised) of EUR 1 billion of capitalization.

This brings me to self-driving vehicles, which represent huge opportunities for society and the environment. But which has new types of risks, less frequent. Accidents will nevertheless have a stronger impact and rising the individual cost of a claim and exacerbation of the cyber risk and the search for responsibilities and so on and so forth.

Hence, my question, how are you adapting or how are you reinventing your car insurance models in the presence of this extraordinary revolution? Thank you.

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

Thomas, would you like to answer?

## A - Thomas Buberl {BIO 16182457 <GO>}

Yes. Thank you for these 2 questions. For the first question, teleconsultation, you have seen that we've looked at things in stages. And as I mentioned in my presentation, we have today 2 operations. One, which is based on the AXA Partners' operations, which indeed serve AXA France's customers. Then we have a second operation called Care, which is the start up within our Kamet incubator, which is already serving third-party customers. And clearly, our objective after the first stages that we have taken and given the very high level of satisfaction explained by Mr. Borie. We want to expand the scope of these teleconsultations go to people who are not customers of AXA. Our model nevertheless is different from that of Doctolib in as much as we either have our own doctors under AXA Partners or we have very high level experts in the case of Care. And we would like to keep that model of our own physicians who are 50% dedicated to teleconsultation and 50% in their own practice in order to always be able to meet demand.

Concerning self-driving vehicles, clearly, this is going to change the car insurance business. And I must say, it has already changed our business because the phenomenon that you've described is absolutely spot on. We're seeing reduction of the frequency of accidents. But an increase in the major accidents because we're already in level of autonomy between a level of 2 and 3 out of a maximum of 5 on the scale of 5. And that's the reason why we believe that the acquisition of XL is the right position for us to be a leader in innovation in terms of self-driving vehicles. Because what's happening today? Today, you have private civil liability. But with self-driving vehicles, this will be much more transferred to a manufacturer's civil liability. In other words, it becomes a commercial line risk. And secondly, if we have vehicles that are far more shared, it's much more a fleet risk, which again is a commercial risk. And consequently, with association between AXA and XL, we have this opportunity to take these opportunities and get the best potential out of these self-driving vehicles.

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

Thank you. And now number nine.

**Q - Unidentified Participant**

Yes. Good afternoon. (Philippe Solange). And just a short question just to bring a smile to our rather sleepy audience. Do we have any interest in Asia, in particularly in Japan? And is Mr. Thomas Buberl going to go to Japan soon? And I'm just thinking of his safety there.

**A - Thomas Buberl** {BIO 16182457 <GO>}

Yes, clearly, we do have business in Japan in several sectors. We are a major player in health care sector. We are a major player also in terms of protection. And we also have a part in direct insurance for cars. So much for insurance. And in terms of asset management, we also have an AXA Investment Manager activity and through Equitable also an activity of AllianceBernstein, which are both growing well. Now for us, the Japanese market is exceedingly important. And despite the fact that other French managers have had recently bad experience in Japan, I will continue to go there because I do believe in the potential of this market. And we are clearly a reputable player there. And I do expect to come back here for the general meeting next year.

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

Number six?

**Q - Unidentified Participant**

Mr. Chairman, I have a suggestion and a question. My suggestion is, we've been given bags at the entrance, very practical. But then I understand that our international company does have an English slogan. But I'm very surprised that there isn't a French translation. And my suggestion therefore is to ask your legal department to revise its understanding of the Toubon Law on the use of French language in France. My question is the following. You're attacking tobacco. But when you're going to attack alcohol, drinking, which is also a significant factor contributing to fatalities on the roads?

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

Your second question is complicated because tobacco is clearly a very important topic for us because the first cigarette is harmful. It's been shown and 7 million people die every year. This was explained earlier. And the question of alcoholic drinks, it's different because moderate consumption is not harmful. And even some say -- some physicians say that a moderate consumption is on the contrary beneficial. And so therefore is not a reason for exclusion of investment. We have quite a lot of areas of investments which are excluded. But it doesn't seem too favorable to take it any further in terms of health care to the alcohol question.

Question number 2?

## **Q - Unidentified Participant**

Good evening. You've talked about AXA's development potential in the health care and protection and commercial lines. But AXA is also a bank. So apparently, there is going to be a partnership with ING. But what's the outlook of our current AXA Bank entity?

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

Jacques?

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

Indeed, thank you for reminding us that we do have a bank entity called AXA Bank. And this entity has been developing on a regular basis in terms of increasing number of customers. And today, it has 600,000 customers. The number of AXA active customers is increasing by some 20% to 30% a year. And for us, it still is a fundamental asset in the establishment of our networks. In other words, we believe that once we have reached a level of augmented branch office through digitalization and artificial intelligence and systematic issue of data, we will have increased the bandwidth of our network of general agents and we'll be able to go much further in disseminating the bank through that network because we can say that today that barely 1/3 of our general agents are active distributors of this bank, which is a purely digital bank.

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

Number four?

## **Q - Lucie Pinson**

Lucie Pinson, Friends of the Earth. I have 3 questions. In terms of your management of climate risks. The first is that in line with the imperative of carbon neutrality by 2050 and exiting from fossil energies, you're strengthening your policies of exclusion from coal. This is very favorable. But we are lacking visibility and we'd like to see this small visible as, in particular, with the adoption of a commitment to completely pull out of fossil energies to be aligned with the cumulative climatic objective of reduction by 2015, which would make it possible for you to increase your effectiveness with your stakeholder. So my first question is, can you take that commitment this year as Allianz and ING have done?

My second question bares on your investments in companies that are continuing to develop new coal-fired plants, you have on several occasions talked against the development of coal. But unfortunately, your current policies still allow you to invest in companies that are envisaging as much coal-fired plants as those in India and Indian subcontinent, South Africa together. So that's a 6x the consumption of the France production. Now do you intend to pull out of those companies?

My third question, which is more worrying bares on your investments for third parties because in 2017 AXA took the commitment to apply its 2015 policy to assets managed by 2017. But in 2018, AXA IM invested EUR 33 million in companies, which were supposedly excluded, of which EUR 21

million in RWE, which is not only the largest polluter in the European Union. But also the #1 producer of lignite in the world. So my question is, can you apply your policy to third-party assets?

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

Thank you for your questions. And thank you, first for having acknowledged already the efforts that we are undertaking to take into account climate risks in our investment policies. As you know you remind us in 2015. And (inaudible) mentioned it too and also Thomas Buberl mentioned it too. In 2015, AXA was one of the first institution investors to pull out of coal investment just before COP21. With the acquisition of XL, we are now committed to extending the -- our policy in insurance, including AXA's -- XL's activities based on these criteria because at the outset, we excluded companies producing energy based on coal by 50%. And we followed the indication of NGOs to reduce that to 30%, which was in line with your recommendations.

But going as far as eliminating all fossil energies doesn't seem to us to be realistic today to eliminate fossil energies because the world would be incapable of operating eliminating all fossil energies. And so we've been vigilant. And we will maintain our pioneering position in excluding investment in insurance in fossil energies with coal and bituminous shale. But pulling out completely is, we feel, taking things too far too quickly.

And regarding your second question, we do indeed have a minimal threshold of 3 gigawatts for our investments. And we will be looking in depth whether this threshold needs to be changed. And also, we do take -- we will take your question into account and examine it. And your third question, investments for -- on behalf of third parties. You said AXA IM has extended the group's coal -- 50% gold policy for its third-party contracts as well and will be applying this with the 30% threshold by the end of 2019 and this should provide an answer to your third question. Thank you for your questions. Number 7.

**Q - Unidentified Participant**

Good afternoon, (Mr. Novak Norvi) shareholder, customer of AXA Life. Given the work of the family, he's not here, he's not answering the questions, I have a concern with AXA Life, which deals with the (coalesce) contracts. The shareholders who are customers be careful with the costs we have an example here, where AXA gives us fictitious debit charges whilst it was AXA who made the mistake with coalesce. So what is worrisome when someone decides, for example, there's some shares -- European shares of a small company. All of a sudden if he's not -- he might be cut, anyways he might come up with a money market unit fund if he is not aware, there's a potential loss of about 50% or even more. So therefore, I would like to know if AXA was going to look at this Life AXA, the family wanted to put some money again on this contracts. For the time being, given the concerns, we are not investing more money, we're just waiting to see what you intend to do.

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

Jacques, would you -- Jacques, perhaps the best answer would be to talk directly to our shareholder.

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

What I suggest to her is that following this meeting that we meet together and that you present exactly your issue. I understand there's an issue with your adviser. There's an issue within -- a mistake you might have made in the contract and more generally, you need advice for a new investment. So I'm quite available for you to meet you at any rate. I'm sorry if you have had any difficulties with us. We try to make sure that this kind of situation be as rare as possible so we could meet at the end of this meeting.

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

Number 8?

**Q - Unidentified Participant**

(Caroline Bohme Foster), former chairwoman of the Society of (inaudible) . You have equality index at 92%. Therefore, AXA in that index is doing extremely well. You have 45.45% of women on the boards. Therefore, you have applied the law quite well. You also have 32% of women in the top 100, thus AXA has a reserve of women that is quite substantial. So Mr. Chairman, how come there are only 9% of women at the EXCOM management committee? At the management committee, there's only one woman sitting after such beautiful results, I'm so sorry about this. Mr. Folz, I was hoping that the second woman would become part of the management committee. Unfortunately, you did not continue with your efforts with what you said about governance.

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

Let me just point out at this stage a study that was conducted by Prof. Michele Ferrari, which is called SKEMA Business School. It's a watchdog regarding the number of women in companies. There's some interesting things that flow from that entity. Companies use or not women executives as a breeding ground to feminize their executive committees. 13 companies at the top level match the AXA.

**Q - Unidentified Participant**

This is good. This is what we'd hope that you have everything in your hands to make progress and there's certain things that you haven't done to this day.

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

Thank you, madame. As you know the makeup of the management committee is the responsibility of the Chief Executive. I know this is dear to his heart. And I turn it over to him.

**A - Thomas Buberl {BIO 16182457 <GO>}**

Thank you, Denis. And thank you for your question. You are absolutely right in your remark, namely that we've done a lot in regard to the organization, especially when it comes to the top 100 of the AXA Group and 32%. And we are very proud of that success. But you're quite right as well that at the management committee, there's only one single woman. Our approach has always been to say, "Look, it is better to develop these talents in house in the company," and if you have seen the latest appointments and recruitments that we made, well, certainly, in the major countries, such as Spain, Thailand, many women with a lot of potential and my goal and our goal is clearly to expand, to develop this population of the 30% of women so that they can join the management committee. And this is why we gave quite ambitious goals to the entities for them to develop these women. And I promise you if we have an opportunity and when we have an opportunity to promote women to the AXA management committee, we will do it.

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

Thank you. Number 5?

**Q - Unidentified Participant**

Mr. Chairman, I'm (inaudible) I speak on behalf of the (PIE). I thank all our members who have given me a lot of power today. I have a comment. I am happy about the new senior independent director. I know the remuneration and all of this, it's not easy to make sure that we have something more lively during the next year general meeting. Regarding good practices, I would like BNP Paribas does it that you communicate at the beginning of the general meeting the dates, the forecast for the date for the next general meeting because I'm sure you already know it. I have 2 questions: one, which is very technical. I saw in the reference document that you speak about treasury shares and self-control. What is the difference between these 2 French notions, which are one and the same as far as I'm concerned. Let's talk about an innovation that wasn't mentioned by Mr. Borie. There was something that you presented about the cargo. What about the pace of deployment that you're talking about?

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

Thank you for your questions. Now first of all, to defend Mr. Jean-Martin Folz, who doesn't need it. But I still want to do it. Look, when the general meetings are assessed by the press that you read as a shareholder, well, this press is keen that we pay enough time to the explanation of the resolutions. I mean anything that relates to resolutions on remunerations, it's a bit complicated. We could keep it silent and then people would blame us for that. Regarding the next date for our general meeting, it's a piece of information that we usually share with you. I can give it with you. I usually give it at the end of our general meeting. It's on the 30th of April 2020. With regard to auto-control. And we have treasury shares. And with regard to connected cargo, I will ask Mr. Buberl to speak about this.

**A - Thomas Buberl** {BIO 16182457 <GO>}

Thank you for this question on the connected cargo. This is something as a matter of fact, which is quite interesting for us because with the combination between AXA and corporate solutions and XL, once again, we are the largest insurer in the world in the marine arena, which is mainly represented by cargo. There, we see that there are many thefts and fires. And we started to understand well the stakes in the sensors in this field. We have already made some tests and trials with our key clients. And they have made progress in this regard. Today, in the containers with fresh goods, it's fairly straightforward and easy to put in sensors. When you have -- we have electric sources through the goods and through the freshness. And now in dry containers, today, it's still a problem with batteries and reception. However, we are studying this field in order to truly speaking do the same things that we did with telemedicine with regard to commercial risk, what can we offer our corporate clients in the way they track their goods to make sure that thefts and fires may be cut down significantly. And it's certainly a field where we want to be a bit stronger.

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

Number 7?

**Q - Unidentified Participant**

(inaudible) individual shareholder with a large number of shares. What about the major difference between your accounting results according to the IFRS standards and on the other side, the dividend that you're paying out to shareholders? Because when you look at the IFRS standards, your results are divided by 3 and with regard to the dividend, thank God, it is hiked but this leads me to the following question. Aren't you burning your available cash, especially looking at various countries? We see that in the U.S. the 2017 income was at EUR 1.4 billion, which we came into a loss in 2018 of EUR 2 billion. So how can you account for that? And what can you say to reassure us? I know the IFRS is an accounting notion. But it does make sense, normally. So could you give us some explanation on this?

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

G  rald Harlin, the CFO for the company, will explain.

**A - G  rald Harlin**

Sir, thank you for your question. First of all, you're mentioning the dividend and remember the dividend is based on the adjusted results, which is made up of operating income plus or minus capital gain. The major variance that you underline between the net income and the adjusted earnings are due to exceptionals, which are not cash related. In other words, these are factors, which are due to depreciations of goodwill, mainly as I said before, EUR 3.1 billion, which is due to our disposals coming from the U.S.

Your -- last part of your question concerns the results in the U.S.A. and there, as pointed out in my presentation early on, is a result, which is quite positive, i.e., EUR 1.1 billion. Now the EUR 2 billion you are referring to is related to the disposals that we may have made and some disposals gave rise to losses. And all of this is part of the goodwill depreciation. So these are exceptional items.



And remember, the United States is an operation that has been -- where we have consolidated 80% of AXA U.S. for a contribution of EUR 1.1 billion to the underlying earnings.

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

Number 2?

**Q - Unidentified Participant**

Mr. Chairman, (inaudible) in charge of the P&C at AXA France has been a Director since January 2019 in Direct Assurance with -- and mentioned in the various French journals said that AXA France had lost 30,000 contracts in 2018. And this had been lasting for three years. My first question will be that figure of 30,000, is it the net balance of AXA France? Or is it weighted down by the Direct Assurance results, which is a subsidiary of AXA. In the 2 press articles, (Henri Gupta) says that the price of the new rate will be 30% cheaper than the former offer, which is a very good piece of news. Can you tell me if the AXA clients of the former offer may well benefit from this new offer, which is cheaper than the current instrument or if they moved to another instrument?

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

Thank you, sir. Jacques de Peretti, will you answer these 2 questions, please?

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

Thank you. Thank you, sir, for your question. And thank you for reading carefully what we publish. As a matter of fact, to answer your first question, we are losing, as a matter of fact, 30,000 contract. We lost them last year. And these 30,000 contracts are net-net of the contracts of AXA in France, which is about EUR 4.5 million. So 30,000 contracts for a portfolio or for just over EUR 4 million is a result, which does not endanger the soundness of our group. However, since we consider that such a situation deserve to be corrected, we have launched a product, which is quite innovative, quite competitive, which in addition, is interesting because it can be found in branches agency and on the (wet and mix), it easier for our customers because it's seamless, the figures that were given to you corresponds to all of AXA in France, i.e., with a subsidiary of AXA France called Direct Assurance and the contract that we launched with our agents several weeks ago is, of course, open to all the clients of AXA.

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

Thank you. Number 3?

**Q - Unidentified Participant**

(Harish Mehta). I was quite interested in the report made by Mrs. C line Soubranne regarding the assistance provided by AXA for single-family households and for women who are victims of violence. I wanted to know who could have access to such help and on the other hand, should one be a policyholder at AXA? I'm interested in that. Can we advise other people that we know if people experience such issues, can we advise them to go to AXA under what conditions and so on? Now second question. I appreciate your fight against tobacco in terms of health. But for my part, I have a hard time with electronic cigarettes. We know that U.S. researchers have conducted research and to my knowledge from what I read, they have been banned to -- from publishing these results under the pressure of lobbyists. I'd like to know if AXA has already any concerns about this problem bearing in mind that in France, the research of the U.S. are obviously known. But France apparently would have -- has postponed the publishing of these results based on observations and postponed until the fall this year. I think that this products are as harmful as tobacco and cause reactions in the body on the health. For me personally, it's also a problem. I will not give you the specifics of everything that we can -- we have to suffer. But this is a major concern to me. Now third and last question. I know that AXA owns forests that it offers to investors. And I think for the Tron sais forest, there are many oak trees. So what about your offer to repair Notre-Dame de Paris. And apparently, there would be the equivalent of 21,000 hectares that AXA might be the owner of and there, my fear is that this forest be dealt with as is the case in most of the

forests in France. You just uproot them with all the pollution this can generate in the soil with floods. And if you plant Douglas trees at high temperatures because these trees do not let the light penetrate. So it is a black forest, et cetera. I'll skip the details and also be aware that if these are Douglas trees quite often, there are some chemicals that are used on them. There are about 60 different sprays that are used on them. And therefore, the neighboring populations may suffer the consequences of these sprays, such as cancer and other diseases. So I'd like to know how AXA experiences this kind of split or disconnect?

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

Thank you, madame, for your questions. I'll answer your second question and make a third comment. And I will hand it over to Jacques Peretti. Regarding your first question on the question of the electronic cigarettes, yes, there are some U.S. studies that seem to point to the harmfulness of electronic cigarettes, which generally is promoted by the same tobacco manufacturers and in its -- AXA now has excluded this. So therefore, we are with you as regards the inclusion of the electronic cigarette and with regard to the other cigarettes. Concerning AXA's investments in forests, I can assure you that this practice is in line with the best-presumed title environments. And I do not subscribe to your comment concerning AXA's ill-treatment to forests. And I can assure you that AXA is very attached to all the strictest and most advanced environmental standards. And for your last question, I hand over to Jacques de Peretti.

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

Thank you, madame, for your question. In 2 parts, most of the violence against women and the educational support for single-parent families. Now we consider that this situation of violence against women deserves us undertaking action and that there has been a team of legal experts for the past 3, four years, there's been maintaining a hotline to help women assert their rights and provide financial support in undertaking the first steps. It is a team of legal experts from Juridica and they have a permanent on call -- live call line every afternoon and is open to everyone, not just AXA customers.

Concerning your second action, which is the support to single-parent families, it's generally women and it's true. And Thomas Buberl has said that he wanted us to offer these families -- to these families, a support grant, which in case of death of the remaining family support the single-parent that the children will be able to continue their education up to the age of 25. And this action is also open to all French citizens and not just to AXA customers. And this is available through all AXA France's branch agencies.

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

I will take 2 more questions because time is flying. And take question Number 6.

**Q - Unidentified Participant**

I have questions regarding the sponsoring concerning the outcome of Brexit is uncertain and the French economy -- British economy, sorry, is not doing well now and that major international groups are no longer investing in the U.K. I really don't understand why AXA is still investing in the soccer club of Liverpool whereas there are plenty of other football clubs in -- and other sports on the European continent, who would be very welcome to AXA -- to welcome AXA as a sponsor?

**A - Thomas Buberl** {BIO 16182457 <GO>}

And I would like to just answer your question because it's always difficult to decide which football club are we going to or we could sponsor. We undertook an in-depth analysis for this with 2 key objectives. The first was to say, what can we do to increase our reputation and presence in Asia because despite Brexit, football's global impact will not stop. And we've seen that in Asia. There are a number of European clubs, which are very strong. Liverpool FC is one of them.

Second issue was -- the question, is there a football club that is aligned with our vision? Our vision, as you've seen, say Know You Can, with our new tagline. What can we do to help people live out a better life and the vision of Liverpool, if you see, it's never walk alone. So very close to what we want to do. And it's more a question -- a practical question as well. These football clubs are in high demand and have long-term partners and finding a good opportunity is not always easy. And if you take these 3 objectives, we found that in this partnership we're extremely well established now and which is growing very well. And you'll see in the coming weeks that there are -- there's news bearing on this. And we're very satisfied with this partnership, in particular, to strengthen our brand image in Asia.

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

Question number 2 and with that, it will be the last.

**Q - Unidentified Participant**

(inaudible) I am an AXA shareholder and I'm also a GP and a possible future chronic patient because we've been told that 45% among us here will be subjected to chronic pathology. So first comment, one is that telemedicine is now in the area of covered by national health insurance. So in conditions and as -- maybe it's better not to use the telemedicine term, rather than medical teleadvise where telemedicine is a medical action. That was my first comment. Two questions. I've heard from Mr. Borie, the term of Care pathway and this puts us under the French law governing hospital treatment and imposes the prescribing physician as the key player in recommending a Care -- is AXA going to take the GP's place? And I see as a Care stream now do you respect a patient's free choice or will AXA be proposing to its insured customers? In position of the name of a patient. And so it is both the shareholder and the physician who is asking the question.

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

I'll ask Jacques de Peretti to answer and maybe Thomas.

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

Well first of all, thank you for your question because our cooperation with physicians is essential. Medicine in France is delivered by doctors -- medical doctors. And we fully intend to continue working with them. And just one remark in passing and that is that healthcare complementary insurance is what in France today makes it possible to free practice GP, where the physicians can establish themselves freely where they wish and to allow all French citizens access -- free access to the doctor of their choice. And so this complementary insurance in -- which is available in their country, does preserve that freedom of care. And I think the more it is clearly stated, the better it will be because it's not always well understood.

But secondly, our group is sensitive to the general issue of medicine today in France. You know that there are medical deserts in France today. And it is something that we must take into account. You also know that today some customers, some patients, as you say, do not have easy access to certain specialties. For example, today, consulting an eye specialist in Paris today is very complicated. And it's based on this acknowledgment of fact that we say can we do something? Can we help? Could we help our -- improve our situation today being a blind so -- as a blind payer to be a partner? And this is the initiative that we've taken with teleconsultation, as your teleadvise, as you say. And it is one of the initiatives that we are thinking about extending. But quite clearly, we are fully aware that medicine in France is delivered by medical doctors. And it is essential that this profession be respected and that has always been the policy of our AXA Group in France.

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

Thank you, Jacques. And Thomas?

**A - Thomas Buberl** {BIO 16182457 <GO>}

Maybe for your first comment is it telemedicine advise or teleconsultation? The term teleconsultation was specifically chosen because today it is possible to prescribe and undertake medical (dips) in the context of an agreement with the local -- with the regional health authorities. So it is general practice on -- by video on the -- one end of the phone. But as Jacques de Peretti says, fully integrated in our network. So today if a customer calls us, we can handle 70% of cases. And for the 30% remaining cases, we then refer them to specialists.

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

Thank you. I suggest now that we move to votes of all the resolutions.

G rard Harlin will give you the terms of votes before that. But I can mention that final quorum that has just been communicated to me: 14,200 shareholders are present or represented 1,000,477,767 shares and giving right to 1,000,761,000 votes. That's 59% or 78% of shares and 51% of existing voting rights. Please stay in your position till the end of the resolutions.

**A - G rard Harlin**

Ladies and gentlemen, you have a personal electronic switch, which allows you to check the number of votes that you represent for this meeting. And to vote, you have to firmly press one of the (buttons). In favor, green; and abstention, yellow; against, red. And only -- once the vote is declared and your vote then is posted in a few seconds. Now in order to vote within the scheduled time, please take the indication, the vote is open and limit yourself to just one vote per resolution. If you press none of the keys, you will be considered as abstaining from voting and abstention equals a vote against. The vote is under control of Mr. (Laurent G rard), Court Officer. And I remind you that these electronic voting devices will be handed back to the hostesses at the end. And in the meantime, during the vote, please turn your telephones off.

And we post now the resolutions. You are being asked to vote on 26 resolutions, 11 for the general meeting -- the ordinary general meeting and 15 from the extraordinary shareholders meeting. The first 11 resolutions are the components of the ordinary shareholders meeting.

The first resolution has the purpose of approving the company's financial statements for 2018 fiscal year. Vote is open.

(Voting)

Vote is closed. The resolution is passed.

Second resolution. Approval of the consolidated financial statements for the 2018 fiscal year. Vote is open.

(Voting)

Vote is closed. The resolution is passed.

Third resolution is for the earnings appropriation for the 2018 fiscal year and declaration of dividend of EUR 134 per share. Vote is open.

(Voting)

Vote is closed. And the resolution is adopted.

Fourth resolution is for the approval of the individual compensation of Mr. Denis Duverne, Chairman of the Board of Directors, for the fiscal period 2018. Vote is open.

(Voting)

Vote is closed. The resolution is passed.

Fifth resolution purposes the approval of the individual compensation of Mr. Thomas Buberl, Chief Executive Officer, for the fiscal year 2018. Vote is open.

(Voting)

Vote is closed. Resolution is passed.

Sixth resolution purposes the approval of the principles and criteria for determination, distribution and allocation of the fixed variable exceptional components allocated to the Chairman of the Board of Directors for 2018.

(Voting)

Vote is closed. Resolution is passed.

Seventh resolution is the approval of the compensation policy applicable in 2019 to the Chief Executive Officer. Vote is open.

(Voting)

Vote is closed. Resolution is passed.

Eighth resolution purposes the approval of the statutory auditors' special report on regulated agreements. Vote is open.

(Voting)

Vote is closed. Resolution is passed.

Ninth resolution seeks the reappointment of Mr. Jean-Pierre Clamadieu as Director for a period of four years. Vote is open.

(Voting)

Vote is closed. The resolution is passed.

The 10th resolution purposes the ratification of the co-opting of Mrs. Elaine Sarsynski as Director for the duration of the mandate of her predecessors that is until the general meeting 2021. Vote is open.

(Voting)

Vote is closed. Resolution is passed.

The 11th resolution purposes the authorization granted to the Board of Directors to purchase ordinary shares of the company within the limit of 10% of the equity for a maximum unit cost per share of EUR 35 and for a duration of 18 months. The vote is open.

(Voting)

Vote is closed. The resolution is passed.

The next 15 resolutions are under the extraordinary shareholders meeting. The twelfth resolution seeks the delegation of authority granted to the Board of Directors to increase the share capital through the capitalization of reserves, earnings or premiums with a ceiling of EUR 1 billion for a period of 18 -- 26 months.

(Voting)

The vote is closed. The resolution is adopted.

The 13th resolution purposes a delegation of authority granted to the Board of Directors 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 for a duration of 26 months.

(Voting)

Vote is closed. Resolution is passed.

The 14th resolution purposes the delegation of authority granted to the Board of Directors to increase the share capital of the company by issuing ordinary shares or its 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 in case of public offerings. The ceiling is EUR 550 million and for a duration of 26 months. The vote is open.

(Voting)

Vote is closed. The resolution is passed. 15th resolution is the delegation of authority granted to the Board of Directors 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 for shareholders through private placements as set forth in article L.4111 (sic) (L.411) of the French Monetary and Financial Code. The ceiling is EUR 550 million for a duration of 26 months. Vote is open.

(Voting)

Vote is closed. Resolution is adopted.

16th resolution, the authorization granted to the Board of Directors in case of issues 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. Vote is open.

(Voting)

Vote is closed. The resolution is passed.

17th resolution for the delegation of authority granted to the Board of Directors 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 without preferential subscription rights of the shareholders. The ceiling is EUR 550 million and -- for a duration of 26 months. Vote is open.

(Voting)

Vote is closed. The resolution is passed.

18th resolution purposes the delegation of authority granted to the Board of Directors 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 immediately or in the future in return for contributions in kind up to a maximum of 10% of the share capital outside a public exchange offer initiated by the company. And the ceiling is EUR 550 million and for a duration of 26 months. Vote is open.

(Voting)

The vote is closed. The resolution is passed.

The 19th resolution is for the delegation of authority granted to the Board of Directors to issue without 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. And the ceiling is EUR 550 million par value for a duration of 26 months.

(Voting)

The vote is closed. The resolution is passed.

20th resolution purposes the delegation of authority granted to the Board of Directors 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 is EUR 2 billion par value for a duration of 26 months.

(Voting)

The vote is closed. The resolution is passed.

The 21st resolution purposes the delegation of power granted to the Board of Directors to increase the share capital of the company by issuing ordinary shares or securities giving a claim to the company's ordinary shares reserved for employees enrolled in an employee-sponsored company savings plan without preferential subscription rights of the shareholders. And the ceiling is EUR 135 million for a duration of 18 months.

(Voting)

The vote is closed. The resolution is passed.

The 22nd resolution purposes the 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 within a limit of the same amount par value of EUR 135 million for a duration of 18 months. Vote is open.

(Voting)

Vote is closed. The resolution is passed.

The 23rd resolution purposes the authorization granted to the Board of Directors to freely grant existing or to be issued performance shares to eligible employees and executive officers of the AXA Group resulting automatically in the event of allocation of the shares to be issued in the waiver by shareholders of their preferential subscription rights to the shares to be issued for a 1% of the shares and duration of 38 months. The vote is open.

(Voting)

The vote is closed. And the resolution is passed.

24th resolution purposes the authorization granted to the Board of Directors to freely grant existing or to be issued performance shares dedicated to retirement to eligible employees and executive officers of the AXA Group individual shares within the limitation of 0.4% of the number of shares causing the corporate equity of the company on the date of the decision of that provision by the Board and for a duration of 38 months. The vote is open.

(Voting)

The vote is closed. The resolution is passed.

The 25th resolution purposes the authorization granted to the Board of Directors to reduce the share capital through cancellation of ordinary shares with a limit of 10% of the capital -- share capital for a duration of 18 months.

(Voting)

Vote is closed. The resolution is passed.

26th reservation (sic) (resolution) gets the authorization to comply with all formal requirements in connection with this shareholders meeting.

(Voting)

Vote is closed. The resolution is passed. Thank you.

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

Ladies and gentlemen, thank you for your patience and your attention and your presence. And I inform you, again, that next year, the General Shareholders Meeting will take place on the 30th of April, 2020. There being no other matter to be discussed, I declare this meeting closed.

(Statements in English on this transcript were spoken by an interpreter present on the live call.)



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