

## AXA PRESS RELEASE

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### NO TO THE CHANGE OF THE GOVERNANCE STRUCTURE AT AXA

#### SHAREHOLDERS CAN SAY NO

AXA is **proposing to its shareholders to modify its Articles of Association at the General Meeting of 29 April 2010** by moving from a structure with a Supervisory Board and Executive Board to a structure with a Board of Directors, giving the right to the Board of Directors to decide, if it feels fit, to separate the functions. At the same time, the company proposes to introduce into the Articles of Association the function of Vice-Chairman with responsibilities stipulated by the Articles of Association. If the General Meeting of the shareholders approves the modification to the current structure, the company has announced that Mr Henri de Castries would exercise the functions of Chairman and Chief Executive, given that Mr Norbert Dentressangle would be appointed at the same time to the new position under the Articles of Association of Vice-Chairman (title unknown in French law).

Even though the governance of the AXA Group was considered until now as being excellent, this decision to combine the functions does not comply with the principle of governance which is, nevertheless, simple, that of the separation of the functions, since the proposed position of Vice-Chairman does not have any legal force under French legislation

**The Board of AXA justifies this change in governance** following an analysis of the circumstances surrounding the financial crisis and the wish of the Supervisory Board to optimise the decision-making process of the company and its reactivity. However, it would have been possible to return to a structure with a Board of Directors and to guarantee to the shareholders under the Articles of Association that the Board would retain this dual structure that has been used for many years (a structure which has proved its worth with the many financial crises that the company has gone through with success).

**SICAV PROXY ACTIVE INVESTORS**, like many French and foreign investors, **systematically requests the separation of the functions of Chairman of the Board and of Chief Executive**, because the matters to manage are multiple and the separation allow a strong operating presence while having a non-executive Chairman responsible for the organisation of the Board and the control of the implementation of the strategy. The separation is very healthy since it avoids any conflicts of interest that can be caused by the structure of a Board of Directors with a sole Chairman and Chief Executive. In the case of AXA, the powers of a Chief Executive combined with the Chairmanship of the Board are far too disproportionate compared with those of a Vice-Chairman whose status is not recognised despite the efforts of the company to give him responsibility under the Articles of Association (Articles 11 and 13).

In line with our principles of governance recommending the separation of the management and supervisory functions and since the Supervisory Board of AXA is not currently committed to continuity by establishing a new structure guaranteeing the separation of the powers (of Chairman and Chief Executive), **we recommend to the shareholders of AXA to oppose the modification of the Articles of Association**, while remaining a company with a Supervisory Board and Executive Board, in order to maintain a clear separation of the functions.