



Press release

Paris, August 1, 2018

AXA enters into exclusivity for the potential disposal of its European Variable Annuities carrier, with expected total cash proceeds of Euro 1.2 billion

AXA announced today that it has received an irrevocable offer from Cinven for the potential sale of AXA Life Europe (“ALE”), a specialized platform which designed, manufactured and distributed AXA’s Variable Annuity products across Europe.

The total cash proceeds generated for AXA Group would be Euro 1,165 million, which includes Euro 925 million (representing an implied 1.0x BV multiple¹) from the potential sale of ALE shares to be fully paid in cash at closing, and a capital distribution from ALE to AXA S.A. of Euro 240 million, prior to the transaction, in June 2018.

“This transaction represents another important step towards improving the balance between technical and financial margin, in line with our Ambition 2020 “Focus and Transform” strategy. I would like to take this opportunity to thank AXA Life Europe’s management team and all the employees for their tremendous commitment over the years”, said **Gérald Harlin, Deputy CEO and CFO of AXA.**

Based in Dublin with over 60 employees, ALE delivers strong financial risk management capabilities and manages a portfolio of ca. 248,000 insurance contracts with ca. Euro 5 billion reserves². It distributed products across Europe through the networks of AXA entities (namely Germany, France, UK, Spain, Italy, and Portugal³) and third-party distribution channels, and has a reinsurance arrangement with AXA Japan. ALE has been closed to new business since 2017. The German insurance contracts account for more than 70% of ALE’s portfolio⁴, and the policy administration services for these contracts will continue to be provided by AXA Germany.

This transaction is expected to result in a positive impact on AXA Group Solvency II ratio of ca. 2 points. The Underlying Earnings (UE) generated from the business under consideration were Euro 19 million in FY17.

The proposed transaction is subject to customary conditions, including completing the information and consultation of the relevant works councils as well as obtaining required regulatory approvals, and is expected to be finalized by the end of 2018 or early 2019.

¹ Excluding Other Comprehensive Income

² IFRS Reserves as of FY17

³ AXA Portugal was sold to Ageas in 2016

⁴ In terms of reserves



About Cinven

Cinven is a leading international private equity firm focused on building world-class European and global companies for more than 30 years. Its funds invest in six key sectors: Business Services, Consumer, Financial Services, Healthcare, Industrials, and Technology, Media and Telecommunications (TMT).

Cinven has offices in London, Frankfurt, Paris, Milan, Madrid, Guernsey, Luxembourg, Hong Kong and New York. Cinven takes a responsible approach towards its portfolio companies, their employees, suppliers, local communities, the environment and society.

ABOUT THE AXA GROUP

The AXA Group is a worldwide leader in insurance and asset management, with 160,000 employees serving 105 million clients in 62 countries. In 2017, IFRS revenues amounted to Euro 98.5 billion and IFRS underlying earnings to Euro 6.0 billion. AXA had Euro 1,439 billion in assets under management as of December 31, 2017.

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

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

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

This press release and the regulated information made public by AXA pursuant to article L. 451-1-2 of the French Monetary and Financial Code and articles 222-1 et seq. of the Autorité des marchés financiers' General Regulation are available on the AXA Group website (axa.com).

THIS PRESS RELEASE IS AVAILABLE ON THE AXA GROUP WEBSITE axa.com

FOR MORE INFORMATION:

Investor Relations: +33.1.40.75.48.42
Andrew Wallace-Barnett: +33.1.40.75.46.85
François Boissin: +33.1.40.75.39.82
Aayush Poddar: +33.1.40.75.59.17
Shantanu Priya: +33.1.40.75.58.44
Mathias Schvallinger: +33.1.40.75.39.20
Alix Sicaud: +33.1.40.75.56.66

**Individual Shareholder Relations:
+33.1.40.75.48.43**

Media Relations: +33.1.40.75.46.74
Julien Parot: +33.1.40.75.59.80
Nicolas Feltrin: +33.1.40.75.56.48
Shruti Dhanda: +33.1.40.75.72.58
Farah El Mamoune: +33.1.40.75.46.68

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IMPORTANT LEGAL INFORMATION AND CAUTIONARY STATEMENTS CONCERNING FORWARD-LOOKING STATEMENTS

Certain statements contained herein may be forward-looking statements including, but not limited to, statements that are predictions of or indicate future events, trends, plans, expectations or objectives. Undue reliance should not be placed on such statements because, by their nature, they are subject to known and unknown risks and uncertainties and can be affected by other factors that could cause AXA's actual results to differ materially from those expressed or implied in the forward-looking statements. Please refer to Part 4 - "Risk factors and risk management" of AXA's Registration Document for the year ended December 31, 2017, for a description of certain important factors, risks and uncertainties that may affect AXA's business and/or results of operations. AXA undertakes no obligation to publicly update or revise any of these forward-looking statements, whether to reflect new information, future events or circumstances or otherwise, except as part of applicable regulatory or legal obligations.

In addition, this Press Release refers to certain non-GAAP financial measures, or alternative performance measures, used by management in analysing AXA's operating trends, financial performance and financial position and providing investors with additional information that management believes to be useful and relevant regarding AXA's results. These alternative performance measures generally have no standardized meaning and therefore may not be comparable to similarly labelled measures used by other companies. As a result, none of these non-GAAP financial measures should be considered in isolation from, or as a substitute for, the Group's consolidated financial statements and related notes prepared in accordance with IFRS. A reconciliation from non-GAAP financial measures underlying earnings and adjusted earnings to the most directly reconcilable line item, subtotal or total in the financial statements of the corresponding period is provided on page 21 of AXA's 2017 Activity Report. The abovementioned and other non-GAAP financial measures used in this Press Release are defined in the Glossary set forth in AXA's 2017 Activity Report (pp. 69-76).