



AXA Group Remuneration Policy 2022

Principles

This Remuneration policy is designed to support the Group's long-term business strategy and to align the interests of its employees with those of the Company and the shareholders by (i) establishing a clear link between performance and remuneration over the short, medium and long terms; (ii) ensuring that the Group can offer competitive compensation arrangements across the multiple markets in which it operates while avoiding potential conflicts of interest that may lead to undue risk taking for short-term gain; and (iii) ensuring compliance with Solvency II Regulations and any other applicable regulatory requirements.

AXA Group applies a “pay-for-performance” approach which (i) promotes long-term sustainable performance by incorporating risk adjustment mechanisms in variable compensation schemes, (ii) recognises employees who bring the greatest value to the firm on the basis of financial results while demonstrating individual leadership and behaviours. The intent of this approach is to attract and retain the best skills and talents, to foster employee engagement and to strengthen AXA's leadership.

The Remuneration Policy follows four main guiding principles:

- competitiveness and market consistency of the remuneration practices;
- fairness based on individual and collective performance in order to ensure remuneration is reflecting employee's individual quantitative and qualitative achievements and impact;
- internal equity based on remuneration policies and procedures designed to ensure that employees are paid equitably based on objective and justifiable professional criteria (such as, but not limited to, role, skills, contribution or impact) and do not discriminate on the basis of factors irrelevant to the role duties; and
- achievement of Group's overall financial and operational objectives over the short, medium and long terms as well as execution against medium and long-term strategic objectives as a prerequisite to fund any mid-to-long term award.

Compensation structure

AXA ensures an appropriate balance between fixed and variable components of remuneration where the fixed component represents a sufficiently high proportion of the total remuneration to avoid employees being overly dependent on the variable components and to allow the operation of a flexible policy on variable pay components.



In this context, the overall remuneration structure is based on the following components which are designed to provide balance and avoid excessive risk taking for short-term financial gain:

- **A fixed component** which comprises base salary and any other fixed allowances. Fixed remuneration primarily reflects the relevant organizational responsibility, professional experience, technical and leadership skills required of the role, criticality or scarcity of skills as well as the individual's capability to sustainably perform the duties of the role.
- **A variable component** which comprises an upfront cash element (Short Term Incentive - STI) and may be supplemented by a deferred element recognising the importance of aligning remuneration over long-term value creation. The deferred element or Long-Term Incentives (LTI) is awarded through equity-based instruments or equivalents, such as AXA Performance Shares or AXA Restricted Shares. The financing of variable remuneration is calculated according to defined performance indicators taking into consideration both financial and non-financial achievements.

All variable remuneration amounts are awarded in accordance with performance and there is no minimum payment guaranteed.

The level and the structure of the executives' target variable compensation are based on: (i) internal fairness with a similar job at the same level in an equivalent perimeter, (ii) market practices reflected by external benchmark from an independent provider, (iii) level of seniority within the organization and, if applicable, (iv) any regulatory requirements.

Short Term Incentive ("STI")¹

For executives, the STI pay-out is determined based on a combination of business performance (Operating Entity and/or Group) and the achievement of the individual objectives.

Long Term Incentives ("LTI")

AXA recognizes the importance of aligning remuneration over long-term value creation by awarding AXA LTI (Performance Shares or Restricted Shares) in addition to STI. Beneficiaries and individual AXA LTI grants are determined taking into account: (i) the criticality of the job within the organization, (ii) the criticality of the individual in the current job and potential for the future and (iii) the sustainability of the individual contribution.

The nature of the AXA LTI instrument awarded depends on the role and the regulatory requirements attached to the role of the beneficiary.

¹ For some executives, target variable remuneration may comprise the upfront cash element and the deferred element (in the form of AXA LTI).



AXA Performance Shares and AXA Restricted Shares are aimed at aligning the individuals' interests with the stock performance over the medium-long term (3-5 years) and subject to performance conditions and an acquisition period of 3 years.

AXA Performance Shares initially granted are integrally subject to performance conditions measuring the financial and non-financial performance of the AXA Group as well as the beneficiary's Operating Entity performance over 3 years, according to pre-determined targets. The number of AXA Performance Shares definitively granted shall be equal to the number of rights to AXA Performance Shares initially granted multiplied by the performance rate, which may vary between 0% and 130%.

The acquisition of AXA Restricted Shares initially granted is subject to the achievement of a Group Sustainability objective at the end of a 3-year performance period. The number of AXA Restricted Shares definitively granted shall be equal to the number of rights to AXA Restricted Shares initially granted multiplied by the performance rate, which may vary between 0% and 100%.

Specific requirements for Identified Staff and Key Control Functions

Solvency II regulations establish specific remuneration arrangements applicable to certain categories of staff: "Identified Staff" and "Key Control Functions". Identified Staff are those in charge of driving AXA in an administrative, management or supervisory capacity and other categories of staff whose professional activities have a material impact on AXA Group's risk profile. The Key Control Functions defined in Solvency II are Risk Management, Compliance, Internal Audit and Actuarial.

Integration of sustainability risks

The Remuneration Policy is consistent with the integration of 'sustainability risks' within the meaning of, and as required by Regulation (EU) 2019/2088 of November 27, 2019, as amended. Sustainability risks are integrated in both short-term and long-term variable remuneration elements:

- AXA LTI:
 - AXA Performance Shares include Group Sustainability criteria weighting for 30% of the overall performance. Achievement on specific climate related target (reduction of operations' carbon emissions) and Inclusion and Diversity target (increase the proportion of women in Group's executive population) complement the target on AXA's score on the *Dow Jones Sustainability Index* (assessing Environmental, Social and Governance dimensions).
 - AXA Restricted Shares are subject to a Group Sustainability criterion. To benefit from the totality of AXA Restricted Shares initially granted, a minimum Group Sustainability criterion based on AXA's average score in the *Dow Jones Sustainability Index* shall be met at the end of the performance period.
- The target letters for Market / Operational Entity Heads includes Corporate Responsibility qualitative criteria.