

AXA IM Remuneration Policy Disclosure

Applicable to the 2018 Performance Year

1. Governance

AXA IM's Remuneration Policy, which is reviewed and approved by the AXA IM Remuneration Committee every year, sets out the principles relating to remuneration within all entities of AXA IM and takes into account AXA IM's business strategy, objectives, and risk tolerance, as well as the long-term interests of AXA IM's shareholders, clients and employees.

The AXA IM Remuneration Committee, in line with the remuneration policies and procedures set and validated at AXA Group level, ensures consistency and fair application of the Remuneration Policy within AXA IM, as well as compliance with applicable regulations.

Remuneration pool allocations and awards are proposed by the Management Board and approved by the Remuneration Committee, the composition of which are available on AXA IM website.

2. Remuneration Strategy

AXA IM applies a "pay-for-performance" approach to remuneration, incorporating adjustments for risk considerations, to recognise employees who contribute the greatest value to the firm and the managed funds, considering performance, behaviours, experience and critical skills. The intent of this approach is to attract and retain the best skills and talents, to foster employee engagement and to strengthen AXA IM's leadership while ensuring corporate responsibility that will provide the best results to AXA IM's clients over the long term, which in turn will ultimately strengthen AXA IM through higher client and asset retention.

3. Remuneration Structure and the Link Between Pay and Performance

Remuneration is structured to reward:

- organizational responsibility, professional experience and individual capability to perform the duties of the role through Fixed Pay;
- short term value creation for clients and AXA IM through Cash Variable Pay based on annual performance;

- medium term value creation for clients and AXA IM through the Deferred Incentive Plan (DIP (Fund)) which is structured over a four year period ;
- long term value creation for clients and AXA IM through AXA IM Performance Shares with a duration of maximum ten years;
- long term value creation for the AXA Group through the AXA LTI (made up of AXA Stock-Options and/or AXA Performance Shares).

AXA IM Variable Pay (comprising Cash Variable Pay and AXA IM Deferred Pay) and AXA LTI form the Overall Variable Pay. AXA IM ensures appropriate balance between Fixed and Overall Variable Pay and short and long term Overall Variable Pay.

4. AXA IM Variable Pay Pools and Awards

Annual AXA IM Variable Pay pools are determined globally based on AXA IM profitability, taking into account current and future risks. Allocations of AXA IM Variable Pay pools to functions takes into account a range of factors such as profitability, investment performance, risk and compliance factors and other qualitative performance achievements.

In determining individual AXA IM Variable Pay levels, Managers consider annual team and individual performance which is assessed as a combination of specific quantitative and qualitative performance factors. Individual leadership is also taken into account, as well as adherence to risk and compliance policies. AXA IM believes in rewarding not only 'what' is achieved but also 'how' it is achieved and aims to truly differentiate individual and team performance through the level of AXA IM Variable Pay awarded to individuals.

5. AXA IM Variable Pay Structure

AXA IM operates an automatic deferral policy applicable to all employees earning more than a specified minimum threshold of Overall Variable Pay. For employees subject to the automatic deferral policy, a minimum level of AXA IM Deferred Pay will be awarded as a proportion of the employee's AXA IM Variable Pay. The level of the AXA IM Variable Pay subject to deferral depends on (i) the amount of the employee's Overall Variable Pay or Total Remuneration and (ii) whether the employee is subject to remuneration regulations and is considered an "Identified Employee".

6. Risk adjustment

AXA IM's risk management function validates and assesses risk adjustment techniques (which are used in assessing performance, determining AXA IM Variable Pay pools and performance adjustment taking into consideration all relevant types of current and future risks).

7. Vesting conditions

The vesting of AXA IM Performance Shares only is subject to a performance condition which is a combination of investment performance indicators and achievement rate of AXA IM's actual underlying earnings against budget over a three year performance assessment period.

The AXA IM Board of Director or the AXA IM Remuneration Committee by delegation may reduce before vesting AXA IM Deferred Pay when certain conditions have been triggered (this is also referred to as malus). Such conditions are:

- Where the financial performance of AXA IM as a whole or of one of its business units has suffered a significant downturn or deterioration; or
- The investment performance of AXA IM as a whole or one of its investment platform has suffered a significant deterioration;
- Where an employee has materially violated AXA IM's Code of Conduct or other key Risk and Compliance policies, there is evidence of serious misconduct or misbehaviour and/or the employee causes material detriment to the business or reputation of AXA IM or one of its entities; or
- Where there is significant failure of risk management in relation to AXA IM, any of its funds or business units.

8. Control Functions

Remuneration for Control Function employees is intended to be sufficient to attract and retain qualified and experienced employees and to avoid conflicts of interest. Overall Variable Pay is driven by the individual's skill set and performance (based on function specific objectives), the market value of the role and AXA IM Group underlying earnings. It is not based on the performance of the business unit which is directly supervised by the Control Function. Fixed Pay and Overall Variable Pay of Internal Audit team is determined by the AXA Group Global Head of Audit and the vesting of their AXA LTI, as the case may be, will be linked to the AXA Group performance measures.

9. Decision making process

The AXA IM Remuneration Committee is responsible for determining and reviewing the AXA IM remuneration guidelines, including the AXA IM Remuneration Policy, as well as reviewing the annual remuneration of senior executives of the AXA IM Group and senior officers in Control Functions.

The AXA IM Remuneration Committee comprises at least three independent AXA IM Board members including a non-executive Chairman and two AXA Group representatives. “Permanent guests” with a consultative role include at least the AXA IM Chief Executive Officer, the AXA IM Head of HR, the AXA IM Head of Rewards, a representative of the AXA Group Rewards team and from time to time, members of AXA IM’s Risk, Control and Internal Audit teams. Employee representatives are annually invited in the context of the annual review of the AXA IM Remuneration Policy. The AXA IM Remuneration Committee met five times during 2018.

External consultants (Linklaters and Ernst and Young) have been employed to provide advice on aspects of the Remuneration Policy. Control Functions have appropriate input into setting the Remuneration Policy for other business units.

10. Identified Employees

The criteria used to determine whether employees are Identified Employees are broadly as follows:

- The employee is a permanent voting member of a governing body of a regulated AXA IM entity¹.
- The employee is a Senior Manager who effectively conducts the business of an AXA IM entity regulated by EU Directives.
- The employee is in a control function (risk management, compliance or internal audit) and his/her activities could potentially have a significant impact on an AXA IM entity results and/ or balance sheet.
- The employee is a risk taker, including
 - Employees capable of entering into contracts or positions that materially affect the positions of the AXA IM entity or the Portfolios² it manages.

¹ AXA IM entity includes Alternative Investment Fund Management (AIFMs) companies, UCITS and CRD 4 regulated AXA IM entities.

² Funds include Alternative Investment Funds (AIFs), UCITSV and/or mandates.

- Distribution employees who have a material impact on the AXA IM entity or the Portfolios it manages.
- Employees whose activities could potentially have a significant impact on the AXA IM entity results and/ or balance sheet and/ or performance of the Portfolios they manage.
- The employee's remuneration is within the same remuneration bracket as the categories above, and the employee has a material impact on a regulated AXA IM entity or the portfolios it manages.

If an employee falls within one of the categories above, the employee would be considered an Identified Employee if he/she is assessed as having a material impact on a regulated in accordance with the AXA IM Entity's risk profile or the risk profiles of the portfolios that it manages.