

**THIRD SUPPLEMENT  
DATED 16 April 2012  
TO**



**AXA BELGIUM FINANCE (NL) B.V.**

(Incorporated with limited liability under the laws of the Netherlands)

**Issuer**

**AXA BANK EUROPE SA**

(Incorporated with limited liability under the laws of Belgium)

**Issuer and Guarantor**

**NOTES ISSUANCE PROGRAMME**

EUR 2,000,000,000

(previously EUR 1,000,000,000)

This supplement (the “**Third Supplement**”) dated 16 April 2012 is supplemental to, and should be read in conjunction with, the Base Prospectus dated 6 September 2011 (the “**Base Prospectus**”), the First Supplement dated 20 January 2012 and the Second Supplement dated 28 February 2012 prepared in relation to the Notes Issuance Programme of AXA BANK EUROPE S.A. (also named AXA BANK S.A./AXA BANK N.V., or “AXA BANK”) and AXA BELGIUM FINANCE (NL) B.V. (“ABF(NL)”, together with AXA BANK the “Issuers” and each, individually, an “Issuer”), and in the case of Notes issued by ABF(NL) guaranteed by AXA BANK (the “**Guarantor**”) on a senior or senior subordinated basis.

This Third Supplement was approved by the Financial Services and Markets Authority on 16 April 2012, and the Base Prospectus was approved on 6 September 2011 in accordance with article 23 of the Belgian Law of 16 June 2006 on the public offer of investment instruments and the admission to trading of investment instruments on a regulated market (the “Law”).

The Issuers accept responsibility for the information contained in this Third Supplement. The Issuers declare that, having taken all reasonable care to ensure that such is the case, the information contained in this Third Supplement is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless the context otherwise requires, terms defined in the Base Prospectus and the earlier Supplements shall have the same meaning when used in this Third Supplement. The Base Prospectus, the First Supplement, the Second Supplement and the Third Supplement are available on the internet site [www.axa.be](http://www.axa.be) or [www.axabankeurope.com](http://www.axabankeurope.com) and a copy can be obtained free of charge in the offices of AXA BANK. The most recent audited financial results for AXA BANK that were published concern the full year results for 2010. The most recent financial information for ABF(NL) BV was deposited on 27 August 2011 and concerns the first half-year of 30 June 2011. These documents are available on the AXA BANK’s website [www.axa.be/abe](http://www.axa.be/abe) or [www.axabankeurope.com](http://www.axabankeurope.com).

The Base Prospectus dated 6 September 2011, the First Supplement dated 20 January 2012 and the Second Supplement dated 28 February 2012 will be amended and updated as set out herein.

## 1. Size of the Notes Issuance Programme

As AXA BANK S.A. and AXA BELGIUM FINANCE (NL) B.V. (the Issuers) have decided to increase the size of the Notes Issuance Programme from EUR 1,000,000,000 to EUR 2,000,000,000, all references in the Base Prospectus dated 6 September 2011, the First Supplement dated 20 January 2012 and the Second Supplement dated 28 February 2012 relating to the size of EUR 1,000,000,000 of the Notes Issuance Programme are replaced by references to a size of EUR 2,000,000,000.

## 2. Summary

The Base Prospectus dated 6 September 2011, the First Supplement dated 20 January 2012 and the Second Supplement dated 28 February 2012 prepared in relation to the Notes Issuance Programme of AXA BANK EUROPE S.A. (also named AXA BANK S.A./AXA BANK N.V., or "**AXA BANK**") and AXA BELGIUM FINANCE (NL) B.V. ("**ABF(NL)**"), together with AXA BANK the "Issuers" and each, individually, an "Issuer", and in the case of Notes issued by ABF(NL) guaranteed by AXA BANK (the "**Guarantor**") on a senior or senior subordinated basis, has been supplemented by a Third supplement dated 16 April 2012.

Such Third Supplement has been prepared for the purpose of giving information with regard to the increase of the size of the Notes Issuance Programme from EUR 1,000,000,000 to EUR 2,000,000,000.

Copies of this supplement the Base Prospectus, the First Supplement and the Second Supplement are available free of charge at the offices of AXA BANK. In addition, such supplement will be available in electronic form on the website : [www.axabankeurope.com](http://www.axabankeurope.com).