FIRST SUPPLEMENT
DATED 01 July 2014
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

This supplement (the "**First Supplement**") dated 01 July 2014 is supplemental to, and should be read in conjunction with, the Base Prospectus dated 10 September 2013 (the "**Base Prospectus**") 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 First Supplement was approved by the Financial Services and Markets Authority on 01 July 2014, and the Base Prospectus was approved on 10 September 2013 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 First Supplement. The Issuers declare that, having taken all reasonable care to ensure that such is the case, the information contained in this First 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 shall have the same meaning when used in this First Supplement. The Base Prospectus and the First Supplement are available on the internet site www.axa.be or www.axabank.eu and a copy can be obtained free of charge in the offices of AXA BANK.

The Base Prospectus dated 10 September 2013 will be amended and updated as set out herein.

1. Rating

The ratings mentioned under Condition 8.1 'General Information' and 8.6 'Rating' of the Base Prospectus dated 10 September 2013

- *S&P rating: 'A+/A-1' with 'Stable' outlook (19 December 2012).*
- *Moody's: A2/P-1 with 'Negative' outlook (16 February 2012).*

will be replaced by the ratings below:

- *S&P rating: 'A/A-1' with 'Stable' outlook (19 December 2012).*
- *Moody's: A2/P-1 with 'Stable' outlook (25 May 2014*).

and

The rating information mentioned in 4. 'Summary' will be amended :

B.17 'Credit ratings assigned to the (Issuer) or (Guarantor) or its debt securities':

- *The current rating of AXA BANK are A/A-1, with outlook 'Stable' (Standard & Poors) and A2/P-1 with negative outlook (Moody's):*

o *2010: S&P: A+/A-1/Stable outlook*
o *2011: S&P: A+/A-1/Negative outlook*
  Moody's: A2/P-1/Stable outlook
o *2012: S&P: A+/A-1/Negative outlook*
  Moody's: A2/P-1/Negative outlook
o *19 December 2012: S&P: A/A-1/Stable outlook*
  Moody's: A2/P-1/Negative outlook

will be replaced by:

- *The current rating of AXA BANK are A/A-1, with outlook 'Stable' (Standard & Poors) and A2/P-1 with stable outlook (Moody's):*

o *2010: S&P: A+/A-1/Stable outlook*
o *2011: S&P: A+/A-1/Negative outlook*
  Moody's: A2/P-1/Stable outlook
o *2012: S&P: A+/A-1/Negative outlook*
  Moody's: A2/P-1/Negative outlook
o *19 December 2012: S&P: A/A-1/Stable outlook*
  Moody's: A2/P-1/Negative outlook
o *25 May 2014: S&P: A/A-1/Stable outlook*
  Moody's: A2/P-1/Stable outlook

These ratings are valid on the date of this Supplement (01 July 2014).
Ratings may be subject to suspension, change or withdrawal at any time by the relevant assigning rating agency that may also change its methodology or/and definitions from time to time. Any changes in these ratings or outlooks after 25 May 2014 can be followed on the AXA website www.axabank.eu

2. Financial Information

a) Section 7.3.1. Annual Audited Financial Statements of AXA BELGIUM FINANCE (NL) B.V. will be completed by the following:

This financial information has been extracted without material adjustment from the annual audited financial statements of ABF (NL) for the years ended 31 December 2012 and 31 December 2013 and is prepared according to Dutch accounting standards.

Balance sheet at December 31, Error! Unknown document property name.

A s s e t s

Error! Unknown document property name.Error! Unknown document property name.				
	EUR000	EUR000	EUR000	EUR000
Fixed assets				
Financial fixed assets				
Amounts receivable from participants (1)		1,231,378		1,014,692
Current assets				
Receivables				
Amounts receivable from participants (2)	27,277		14,426	
Cash at bank (3)	3,616		2,876	
		30,893		17,302
Total assets		1,262,271		1,031,994

Shareholder’s equity and liabilities

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	EUR000	EUR000	EUR000	EUR000
Shareholder’s equity				
Issued share capital (4)	1,768		1,768	
Other reserves (5)	2,154		1,393	
		3,922		3,161
Long-term liabilities				
Other bond loans and private loans (6**)**		1,231,184		1,014,623
Current liabilities				
Other bond loans and private loans (7)	15,185		5,000	
Taxes and social security charges	231		142	
Other liabilities, accruals and deferred income (8)	11,749		9,068	
		27,165		14,210
Total shareholder’s equity and liabilities		1,262,271		1,031,994

Profit and loss account for the year ended Error! Unknown document property name.

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	EUR000	EUR000	EUR000	EUR000
Other operating expenses		(225)		(208)
Operating loss		(225)		(208)
Income from amounts receivable forming part of the fixed assets (9)	33,762		20,982	
Interest income and similar income (10)	12		22	
Interest expense and similar charges (11)	(32,550)		(20,233)	
Financial income and expense		1,224		771
Profit before taxation		999		563
Income taxes (12)		(238)		(131)
Profit after taxation		761		432

b) Section 7.3.2. Audited Cash Flow Statement of AXA BELGIUM FINANCE (NL) B.V. will be completed by the following:

Cash flow statement for the year ended Error! Unknown document property name.

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	EUR000	EUR000	EUR000	EUR000
Cash flow from operating activities				
Operating loss		(225)		(208)
Changes in working capital:				
— Movements in amounts receivable	(2,666)		(3,390)	
— Movements in current liabilities (excluding amounts payable to credit institutions)	2,770		3,267	
		104		(123)
Other changes:				
— Changes in amounts receivable forming part of the fixed assets	(7,666)		(3,269)	
— Changes in long term accrual liabilities	7,505		3,233	
		(161)		(36)
		(282)		(367)
Income from amounts receivable forming part of the fixed assets	33,639		19,954	
Interest income	13		22	
Interest expense	(32,510)		(19,172)	
Income taxes	(238)		(131)	
		904		673
Cash flow from operating activities		622		306
Cash flow from financing activities				
Loans granted to group companies	(349,757)		(821,675)	
Repayments on loans to group companies	98,269		186,557	
Proceeds from issued medium term notes	349,757		821,675	
Repayments on issued medium term notes	(98,151)		(186,576)	
Cash flow from financing activities		118		(19)
Movements in cash at bank		740		287
Cash at bank January 1		2,876		2,589
Movement		740		287

Cash at bank December 31	3,616	2,876

c) Section 8.4.1. Annual Audited Financial Statements of AXA BANK EUROPE SA will be completed by the following:

This financial information has been extracted without material adjustment from the annual financial statements of AXA BANK for the years ended 31 December 2012 and 31 December 2013 and is prepared in accordance with IFRS.

Consolidated Balance Sheet - Assets in '000 EUR	**2013.12**	**2012.12**
Cash and balances with central banks	415,802	1,216,942
Financial assets held for trading	2,982,637	4,923,042
Financial assets designated at fair value through profit or loss	4,864	23,025
Available-for-sale financial assets	8,644,295	7,746,051
Loans and receivables (including finance leases)	24,175,590	24,481,585
Held-to-maturity investments		
Derivatives - hedge accounting	187,109	188,269
Fair value changes of the hedged items in portfolio hedge of interest rate risk	260,861	424,519
Tangible assets	45,753	47,194
Property, Plant and Equipment	45,753	47,194
Investment property		
Intangible assets	7,840	13,760
Goodwill		
Other intangible assets	7,840	13,760
Investments in associates, [subsidiaries] and joint ventures (accounted for using the equity method- including goodwill)		
Tax assets	65,715	51,960
Current tax assets	11	5
Deferred tax assets	65,704	51,955
Other assets	95,284	103,748
Non-current assets and disposal groups classified as held for sale		
TOTAL ASSETS	**36,885,750**	**39,220,095**

[Type text]

Consolidated Balance Sheet - Liabilities in '000 EUR	2013.12	2012.12
Deposits from central banks		
Financial liabilities held for trading	2,889,266	4,821,981
Financial liabilities designated at fair value through profit or loss	1,387,504	1,062,342
Financial liabilities measured at amortised cost	21,625,633	22,447,452
Deposits from Credit institutions	612,882	1,186,292
Deposits from Other than credit institutions	16,890,259	16,945,047
Debt certificates including bonds	2,955,117	2,965,480
Subordinated liabilities	250,003	354,345
Other financial liabilities	917,372	996,288
Financial liabilities associated with transferred assets	9,259,728	8,792,961
Derivatives - hedge accounting	535,224	796,176
Fair value changes of the hedged items in a portfolio hedge of interest rate risk	100,502	156,558
Provisions	201,131	234,196
Tax liabilities	33,843	37,186
Current tax liabilities	30,236	29,187
Deferred tax liabilities	3,607	7,999
Other liabilities	56,038	54,992
Liabilities included in disposal groups classified as held for sale		
Share capital repayable on demand (e.g. cooperative shares)		
TOTAL LIABILITIES	**36,088,869**	**38,403,844**

[Type text]

Consolidated Balance Sheet - Equity in '000 EUR	2013.12	2012.12
Share capital	546,318	546,318
Paid in capital	546,318	546,318
Called up share capital		
Share premium		
Other Equity		
Equity component of combined financial instruments		
Other		
Revaluation reserves and other valuation differences	-34,746	-33,033
Tangible assets		
Intangible assets		
Hedge of net investments in foreign operations (effective portion)		
Foreign currency translation	3,267	2,313
Cash flow hedges (effective portion)	-19,903	-27,158
Available for sale financial assets	-2,224	26,771
Non-current assets and disposal groups held for sale		
Other items	-15,885	-34,959
Reserves (including retained earnings)	297,532	326,343
<Treasury shares>		
Income from current year	-12,223	-23,377
<Interim dividends>		
Minority interest		
Revaluation reserves and other valuation differences		
Other items		
TOTAL EQUITY	**796,882**	**816,251**
TOTAL LIABILITIES AND EQUITY	**36,885,750**	**39,220,095**

Consolidated Statement of Income of AXA BANK as of 31 December 2013 and 31 December 2012

Consolidated income statement in '000 EUR	2013.12	2012.12
CONTINUING OPERATIONS		
Financial & operating income and expenses	323,530	295,292
Interest income	2,409,068	3,183,222
Cash & balances with central banks	628	1,280
Financial assets held for trading (if accounted for separately)	1,559,721	2,297,389
Financial assets designated at fair value through profit or loss (if accounted for separately)	592	1,644
Available-for-sale financial assets	146,725	126,655
Loans and receivables (including finance leases)	636,342	673,855
Held-to-maturity investments		
Derivatives - Hedge accounting, interest rate risk	65,061	82,399
Other assets		
(Interest expenses)	2,160,137	2,949,430
Deposits from central banks		
Financial liabilities held for trading (if accounted for separately)	1,537,872	2,277,618
Financial liabilities designated at fair value through profit or loss (if accounted for separately)	31,983	19,193
Financial liabilities measured at amortised cost		452,845
Deposits from credit institutions	1,415	13,243
Deposits from non credit institutions	276,527	318,915
Debt certificates	82,334	76,303
Subordinated liabilities	14,877	16,528
Other financial liabilities	21,410	27,856
Derivatives - Hedge accounting, interest rate risk	193,719	199,774
Other liabilities		
Expenses on share capital repayable on demand		
Dividend income	213	1,647
Financial assets held for trading (if accounted for separately)		
Financial assets designated at fair value through profit or loss (if accounted for separately)	213	307
Available-for-sale financial assets		1,340
Fee and commission income	41,336	39,513
(Fee and commission expenses)	48,287	55,861

Realised gains (losses) on financial assets & liabilities not measured at fair value through profit or loss, net	109,975	31,174
Available-for-sale financial assets	108,568	26,371
Loans and receivables (including finance leases)	1,407	5,115
Held-to-maturity investments		
Financial liabilities measured at amortised cost		-312
Other		
Gains (losses) on financial assets and liabilities held for trading (net)	-51,277	72,814
Equity instruments and related derivatives	-3,615	-2,266
Interest rate instruments and related derivatives	-28,442	54,751
Foreign exchange trading	-19,300	20,329
Credit risk instruments and related derivatives	80	
Commodities and related derivatives		
Other (including hybrid derivatives)		
Gains (losses) on financial assets and liabilities designated at fair value through profit or loss (net)	-46,031	-69,369
Gains (losses) from hedge accounting	8,061	12,599
Exchange differences , net	34,319	-3,176
Gains (losses) on derecognition of assets other than held for sale, net	24	1,723
Other operating net income	26,265	30,436
Administration costs	282,333	280,323
Personnel expenses	129,403	124,421
General and administrative expenses	152,930	155,902
Depreciation	7,317	12,027
Property, Plant and Equipment	2,434	2,313
Investment Properties		
Intangible assets (other than goodwill)	4,883	9,714
Provisions	-6,894	-8,527
Impairment	61,728	39,548
Impairment losses on financial assets not measured at fair value through profit or loss	57,987	39,548
Financial assets measured at cost (unquoted equity)		
Available for sale financial assets	-2,364	-12,649
Loans and receivables (including finance leases)	60,352	52,197
Held to maturity investments		
Impairment on	3,741	
Property, plant and equipment	133	
Investment properties		
Goodwill		
Intangible assets (other than goodwill)	3,607	
Investments in associates and joint ventures accounted for using the equity method		
Other		
Negative goodwill immediately recognised in profit or loss		
Share of the profit or loss of associatesand joint ventures accounted for using the equity method		

Profit or loss from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations		
TOTAL PROFIT OR LOSS BEFORE TAX FROM CONTINUING OPERATIONS	-20,954	-28,080
Tax expense (income) related to profit or loss from continuing operations	-8,732	-4,703
TOTAL PROFIT OR LOSS AFTER TAX FROM CONTINUING OPERATIONS	-12,223	-23,377
Total profit or loss after tax from discontinued operations		
TOTAL PROFIT OR LOSS AFTER TAX AND DISCONTINUED OPERATIONS AND BEFORE MINORITY INTEREST	-12,223	-23,377
Profit or loss attributable to minority interest		
NET PROFIT OR LOSS	**-12,223**	**-23,377**

d) Section 8.4.2. Audited Cash Flow Statements of AXA BANK EUROPE SA will be completed by the following:

Consolidated Cash Flow Statement of AXA BANK as at 31 December 2013 and 31 December 2012

Consolidated income statement in '000 EUR	2013.12	2012.12
CONTINUING OPERATIONS		
Financial & operating income and expenses	323,530	295,292
Interest income	2,409,068	3,183,222
Cash & balances with central banks	628	1,280
Financial assets held for trading (if accounted for separately)	1,559,721	2,297,389
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Total profit or loss after tax from discontinued operations		
TOTAL PROFIT OR LOSS AFTER TAX AND DISCONTINUED OPERATIONS AND BEFORE MINORITY INTEREST	-12,223	-23,377
Profit or loss attributable to minority interest		
NET PROFIT OR LOSS	**-12,223**	**-23,377**

e) Section 8.2.1 Key Events in 2012 will be completed by the following:

(This completion is based on AXA BANK EUROPE NV's 2013 Financial Statements, available on the website www.axabank.eu)

Key events in 2013

AXA Bank Europe has participated for the first time to the Financial Stability Assessment Program (aka "IMF stress-test"). This 5-yearly exercise is conducted by the International Monetary Fund (IMF) together with the National Bank of Belgium (NBB) to assess the stability and development of the financial sector in Belgium. It contains several components, including stress-tests on liquidity and solvency. The liquidity stress-test has been performed by the IMF and NBB on their own, while the solvency stress-test required the involvement of AXA Bank Europe's teams. the results show that the solvency of AXA Bank Europe would be materially impacted, but would remain generally above the required Basel III regulatory level.

In the context of the Markets in Financial Instruments Directive (MiFID), the Financial Services and Markets Authority (FSMA) has communicated their findings of the audit performed between April 2012 and January 2013 on the distribution model of AXA Bank Europe in Belgium.

In May 2013, a partnership was signed between AXA and UniCredit Bank (UCB) in the Czech Republic and Slovakia. AXA is now focusing on the life insurance and property and casualty, while developing a banking partnership with UCB. Concretely, 120 000 banking clients of AXA Bank Europe in both countries have been invited to open an account with UCB while UCB is now offering AXA insurance in his own Czech and Slovak network. The two branches of AXA Bank Europe in these two countries were formally closed in late 2013.

In Belgium, AXA Bank Europe has launched in April "start2Bank", its mobile banking service. start2Bank contains of a full online current and savings account, a credit card, and access to home banking and mobile banking. With this mobile banking service, AXA Bank Europe focuses first on basic banking functionalities coupled with some useful features and secures this way its new presence on the mobile banking market.

AXA Bank Europe has decided to change its governance and organization from 1 January 2014. The purpose of these changes is to allow the bank to better cope with the challenges of a changing banking sector which is experiencing a strengthening of regulatory requirements and changing customer behavior. These changes are part of the new strategy of the bank, which aims to build on the two pillars in Belgium, namely retail banking on the one hand and treasury and intermediation services for AXA Group on the other hand. Changes in governance and organization at AXA Bank Europe and AXA Belgium are based on three principles: maintain and strengthen our unique AXA agents and brokers distribution platform to individuals, which is our strength and specificity; maintain a common platform for management of human resources; and gather the key activities of the bank value chain under the sole responsibility of the Management Board of the Bank

f) Section 8.2.2 Retail Activity indicators by entity will be completed by the following:

(This completion is based on AXA BANK EUROPE NV's 2013 Financial Statements, available on the website www.axabank.eu)

AXA in Belgium

Market conditions

Economic activity in Belgium recovered slightly in 2013 (+0.1% against -0.3% in 2012) thanks to the turnaround of the economic situation in countries at the heart of the euro zone. Despite an unfavourable situation at the beginning of the year, economic activity in Belgium returned to positive growth in the second quarter and held this position in the third and fourth quarters.

The most recent figures for changes in consumer confidence show that this was re-established in the second quarter 2013. House- hold consumption therefore increased slightly in 2013 (+0.4% against -0.3% in 2012) to the detriment of the household savings rate that dropped back from 15.3% to 15.1% in 2013. These savings are made up of increasingly liquid products as shown by the traditionally high amount of deposits in regulated savings accounts in Belgium (EUR 247.4 billion at end October 2013).

The confidence of businesses improved in 2013. This was particularly true of manufacturing industry and, to a lesser extent, of the other sectors. Despite this, the overcapacities in industry limited the needs for expansion investment which resulted in a downturn in business investment (-1.1%). Liquidations increased (+13%), mainly affecting the hospitality and construction sectors and small traders.

Following a slight growth in 2012 (+0.1%), net exports increased by +0.3% in 2013. this slight increase is explained by a downturn in imports (-0.1%) combined with increased exports of goods and services (+0.2%).

Following an economic slowdown, internal employment dropped, especially in the first quarter of 2013. Net job losses bordered on eight thousand units (against 8 200 in 2012) despite the intensification of economic activity during the year. This explains the increased numbers of unemployed for the current year (+21 000 units) and the unemployment rate (harmonized by Eurostat) that rose from 7.5% to 8.6% in 2013.

Inflation in Belgium, rose by +1.2% in 2013 (against +2.8% in 2012). this slowdown is largely explained by the fall in energy prices. they are influenced by a drop in petroleum prices expressed in euro and by the reduction in gas and electricity prices applied by some suppliers at the start of the year. In addition, since 2013, the impact of sales on consumer prices has been considered in the index.

Despite the overall weak economic growth, the share and corporate bond prices picked up significantly during the second half of 2013. the abundance of liquidities combined with the very low yield on public borrowing encourages investors to look strongly for good yield.

Savings & Investments activities

The net collection of new capital by the savings products amounted to EUR 717 million in 2013 (savings accounts, fixed-term accounts, cash certificates and EMTNS).

AXA Bank Europe launched two new savings accounts in 2013: the savings account linked to the "st@rt2Bank" package and the account I+premium sold exclusively by our banking agents.

To protect the financial margin in the long term, the bank has deliberately focused the collection of net savings capital mainly on the savings accounts, to the detriment of large amounts in fixed-term accounts (EUR -303 million in 2013).

Investment activities kept on track as defined in 2012 with the emphasis on products collecting fresh net capital. The bank has thus collected EUR 125 million on the EMTN Optinote-range.

The amounts produced from the investments that generate commissions are higher than in 2012. AXA Bank Europe therefore posted a gross production of EUR 184 million in third-party products (+24% compared with 2012).

Credit activities

Mortgages

The focus was on continuing to improve production quality in 2013. the credit policy was therefore upgraded at different levels: adapting the range of products (variable formulas limited to 25 years) and stricter acceptance policy.

Following these measures, and in the context of a slightly declining mortgage credit market, the credit production stabilized at EUR 2.2 billion (reduction compared with 2012 with its historic record of EUR 2.7 billion of production), i.e. a market share of 9.3%.

Specific attention was paid in 2013 to cross-selling (Active current account, household and balance due insurance). Closer monitoring during the implementation of the credit has been established and an increase rate of 50 bp for files that were not regularized in time (this concerned EUR 140 million mortgage loans production in 2013).

Another major focus in 2013 was strengthening product profitability in a context of historically high margins in 2013. Another important focus in 2013 was to strengthen the profitability of the product: a dynamic policy rates in a context of historically high market mar- gins in 2013 has strengthened the margin of mortgages.

Consumer loans

The production of consumer loans dropped from EUR 387 million in 2012 to EUR 338 million in 2013.

This slight drop was also caused by risk limitation measures in a globally stable market. With a market share of 5.33%, AXA Bank in Belgium has returned to its pre-2011 level.

Professional loans

The professional loan activities target SME and independents with a policy firmly directed towards the existing AXA customers who represent 90% of production. Production has stabilized at EUR 329 million in 2012 to EUR 320 million in 2013 as the acceptance policy was of reserving the professional credit offer essentially to the existing AXA customers.

Quality of the credit portfolio

In 2013, AXA Bank Europe recorded a net loss ratio (net loss credit/ credit portfolio) of 0.16%, slightly up by 0.03% compared with 2012. The credit policy initiatives taken in 2013 have led to a marked improvement in the quality of the new production.

Daily Banking

One priority during the year was to equip the customers of AXA Bank in Belgium with a current account and to activate these accounts. The number of active current accounts rose significantly (around fifteen thousand units), representing a growth of 5% over 2012. A total portfolio of 340.391 active accounts was achieved. The total number of current accounts was 465.919. The total amount outstanding in these current accounts at the end of 2013 was 1 525 billion EUR, i.e. an increase of 13% over 2012.

The debit card portfolio gained 7%, reaching a total of 489 738 cards. The number of transactions rose by 15% to settle at 47 million. The credit card portfolio (Visa, MasterCard) gained 6%, increasing to 86 374 cards. (maxi prepaid excluded).

AXA in Hungary

- Market conditions

gdp: the Hungarian economy exited the 5-quarter-long recession in the second quarter of 2013 and showed accelerating expansion in the third quarter by posting a 1.7% yearly growth rate. Triggers of growth were agriculture and manufacturing. While sound external demand could remain the main engine of growth, household's consumption could gather pace once the current deleveraging process loses momentum.

unemployment: After reaching an all-time high of 11.8% in the first quarter of 2013, Hungary's unemployment rate started a nose- dive and reached single-digit territories (9.8%) in the third quarter for the first time since mid-2009. However, the detailed figures show that the main drivers are government-financed public work programs whereas labour demand in the business sector hardly showed any improvement.

public debt and political risk: After spending 9 years under strict EU-investigation, the excessive deficit procedure against Hungary was lifted in mid-2013, indicating that the country's adjustments to meet the respective Maastricht criterion proved to be sufficient. Indeed, the budget deficit should remain below 3% in both 2013 and 2014 in Hungary, with however significant upside risks resulting from the 2014 parliamentary elections.

As the second important indicator of state finances, the country's gross public debt has been fluctuating around 80% for 5 years. Currently, the two biggest concerns regarding Hungary's financing are the high portion of debt issued in foreign currencies as well as the high share of foreign entities among the country's creditors. Although the government started to diversify sources by targeting private individuals with forint- and euro-denominated retail bonds, the risks regarding the substantial stock of FX-bond are yet to be addressed.

monetary policy: supported by the favourable growth outlook of the world economy as well as all-time low key interest rates in the developed countries, the Hungarian Central Bank continued its monetary easing cycle started in August 2012 and cut the base rate to a record low of 3% in 16 consecutive steps by the end of 2013. Domestic inflationary processes were also in favour of the current policy as the headline inflation figure gradually decreased from 6.6% to 0.9% between September 2012 and November 2013. Assuming no sudden change in current circumstances, Hungary's central bank is likely to go on with the current easing cycle in the first months of 2014.

FX: After reaching a local peak at the end of the first quarter, the pressure on the EUR/HUF exchange rate eased as it cross fluctuated in the 292-304 range in the second half of the year. the Forint finished the year around 297 against the EUR, resulting in a weakening of about 2.5 Forints over the course of 2013

- Saving activities

AXA Bank Hungary Management followed continuously its loan de-risking strategy in 2013 which has direct link to savings portfolio. the main goal was in 2013 to stabilize the savings portfolio in a profitable way and to optimize the funding of its HUF loan portfolio.

The savings portfolio slightly decreased (in 2012: EUR 471 million compared to 2013: EUR 446 million) but turned profitable in 2013. The main drivers to reach this result and to protect the portfolio were:

- Preferential base rate environment with constant decrease since 2012 to 3% at the end of 2013.
- Acceleration of fee business development mainly due to
  - the launch MasterCard World bankcard;
  - and the restructuration of the accounts related fees.
- Improved product mix: short term savings Accounts were introduced in 2012 and Long term savings Accounts stopped also in 2012. Customers were orientated towards short term Deposit rather than high-price current accounts.
- Business Innovations:
  - Online Statement introduction substituting paper based document allowed substantial mailing cost reduction;
  - Online Account Opening facilities reduced administrative expenses and offered time efficient solution;
  - Development of a New Sales Model with a Flexible Direct sales Point completing the call centre and online channels;
  - Development of partnership with innovative entities such as TransferWise to offer competitive price for FX transfer.

- Credit activities

The AXA Bank Europe loan portfolio in Hungary is in run-off mode and it shrank by EUR -327 million from 2012 till 2013 mainly due to Forced Conversion Program in 2011 (allowing customers to pre-pay their FX loans at a beneficial rate). Existing portfolio is EUR 1.1 billion at the end of 2013 and decreased by EUR 91 million compared to 2012.

The Management of AXA Bank Europe in Hungary focused in 2013 on de-risking the portfolio, to generate profit through re-pricing of the portfolio and to provide answer to the turbulent market and legal environment. Therefore Management focused on Collection activities developing a full range of products such as Customer Rescue Scheme (CRS) to enhance customers' re-payment capability and launched its owned real estate website to help ABH clients to sell their properties with higher margins.

AXA Bank Europe in Hungary maximized as well the use of existing programs such as the (i) Government Rescue Scheme (GRS) which allows customers to pay their FX loans at a discounted rate while accumulating a part of the difference on an escrow account. 13 458 clients applied by end of 2013 or (ii) National Asset Management Company (NAMAC) which buys back the property and rent it back to the customer when the customer, the property and the credit meet predefined conditions.

-Income

AXA Bank Europe in Hungary net Income increased by EUR +13 million from 2012 (EUR -38 million) to 2013 (EUR -25 million) thanks to strong loss minimizing (including portfolio repricing) and de-risking strategy. Administrative expenses (excluding taxes) decreased by 19% from 2012 (EUR -23 million) to 2013 (EUR -19 million).

However, AXA Bank Europe in Hungary faced newly launched tax in 2012 and levy in 2013. Cost of risk decreased by EUR -10 million from 2012 (EUR 38 million) to 2013 (EUR 28 million) and loans risk profile is under strong scrutiny and remained a key driver of the Profit and Loss account for 2014..

AXA in the Czech Republic

Czech Republic has rating A+, according to Fitch agency. Czech Republic's gross domestic product (GDP), adjusted for price and seasonal influences, dropped by -1.3% year on year in Q2 2013, according to Czech Statistical Office. Two week repo is at a historical minimum of 0.05% p.a. since 2 November 2012. From 7 November 2013 the Czech National Bank started to use foreign exchange interventions in order to weaken the koruna so as to maintain the exchange rate of the koruna against the euro close to 27 CZK/EUR.

Total assets of the Czech banking segment reached CZK 4 903 billion as of the end of September 2013. The volume of deposits by residents totaled CZK 3 393 billion.

On 19 April 2013 the Board of AXA Bank Europe decided to terminate the activities of the branches in Czech Republic. This information was announced to customers, employees and public on 22 May 2013.

Clients were invited by official letters and emails to transfer their funds from AXA Bank Europe Savings Accounts. In order to settle the clients' portfolio, AXA Bank Europe set up a partnership with UniCredit bank. Most of the clients' deposits (more than 99%) were paid out to their accounts in other banks. The rest of the balances were transferred to special account in UniCredit bank. As at 30 September 2013, AXA Bank Europe had settled all clients' deposits.

The mortgage loans portfolio were transferred in three tranches to UniCredit bank.

AXA in Slovakia

Slovakia's annual GDP growth at constant prices slowed further in the second quarter of 2013, to 0.9% p. a., according to data from the national bank of Slovakia. The average annual inflation rate for the 12 months from September 2012 to August 2013 was 1.3% p.a.

In 2012, a Bank tax was introduced in Slovakia and charge of 0.4%p. a. (EUR 0.2 million) is also applied to retail customer deposits of AXA Bank Europe branch.

On 19 April 2013, the Board of AXA Bank Europe decided to terminate the activities of the branches in Slovak republic. This information was announced to customers, employees and public on 22 May 2013.

A similar process as in Czech Republic was applied for Slovak branch. Most of the clients' deposits were paid out to their accounts in other banks. AXA Bank Europe in Slovakia has also set up a partnership with UniCredit bank. Clients were invited by official letters to transfer their funds from AXA Bank Europe savings accounts. As at 30 September 2013, AXA Bank Europe had settled all clients' deposits.

g) Section 8.2.3 AXA BANK EUROPE SHARED SERVICES will be completed by the following:

[Type text]

(This completion is based on AXA BANK EUROPE NV's 2013 Financial Statements, available on the website www.axabank.eu)

AXA Bank Europe Financial Services

Investment and Treasury Services
During 2013, the European Central Bank (ECB) lowered its base rate in two steps from 0.75% to 0.25% and confirmed liquidity was to remain abundantly available. However, net lending to euro area credit institutions decreased from approx. EUR 1 170 billion early 2013 to EUR 717 billion end 2013. Alongside, the liabilities to credit institutions also decreased from EUR 990 billion early 2013 to EUR 200 billion. Overall, one might conclude that euro zone credit institutions decreased their dependence on ECB liquidity.

The low rate environment boosted AXA Bank Europe's treasury transformation results while the abundant liquidity created by the ECB financing and bond purchase programs created a leeway for AXA Bank Europe to further de-risk its structured credit portfolio. As a result of active de-risking, 99.7% of the remaining invested lines in AXA Bank Europe's structured securities portfolio were rated investment grade on 31 December 2013.

AXA Bank Europe's short term liquidity was further improved in 2013 bringing the liquidity buffer at EUR 1.7 billion. As for its longer term funding base, AXA Bank Europe increased its medium term retail funding through its EMTN program with a net iss ance of EUR 200 million. In July 2013, AXA Bank Europe Société de Crédit Foncier issued another EUR 750 million of covered bonds. this issue has been retained on the AXA Bank Europe balance sheet and brings the issued covered amount to an aggregate of EUR 3.5 billion compared to a covered bond program of eUr 5 billion.

Investment Product Services
As a provider of derivative execution and booking services to the commercial bank and since 2010 to AXA Group entities, AXA Bank Europe continued to increase its AXA Group client base while reducing the overall size of its off-balance sheet through regular off-balance sheet compression exercises with clients and market counterparts. These compression exercises reduced interest rate swap outstanding volumes with clients and market counterparts without having a significant impact on risk consumption.

Asset & Liability Management
the Asset & Liability Management (ALM) framework at AXA Bank Europe is a primary component of the centralized balance sheet management governance at the head office level. The core purpose of ALM is to manage AXA Bank Europe's exposure to interest rate, liquidity, funding and foreign exchange risks within all applicable regulatory limits and the internal risk appetite framework. The scope has been extended in 2013 to cover regulatory solvency with the creation of a Capital Management Committee as a sub working group of the ALCO with periodic reporting into the Asset & Liability Committee (the ALCO).

The ALCO is composed of senior representatives from major business areas. The resulting pool of specific business line level expertise combined with the diverse professional background of individual ALCO members ensures a comprehensive managerial oversight of financial risks associated with the profile of the consolidated balance sheet of AXA Bank Europe.

During the year 2013, the low interest rate environment remained at the heart of the discussions at the ALCO, with a highly competitive market to attract net new money and compressed margins on savings accounts as a consequence. Navigating through these challenging market conditions, the ALCO took advantage of the prevailing low interest rates in order to reduce the sensitivity of the bank's balance sheet to a potential increase of the levels of long- term interest rates through interest rate swaps and caps, whilst pursuing its strategy of systematic hedge of fixed rate mortgages.

As far as funding and liquidity are concerned, 2013 has been marked by the continuation of AXA Bank Europe's systematic securitization policy: AXA Bank Europe realized a EUR 1 billion tap of an existing RMBS issued by Royal Street, its securitization vehicle, with EUR 125 million sold to AXA Bank Europe and EUR 875 million AAA tranche sold to AXA Bank Europe SCF (AXA Bank Europe's French Societé de Crédit Foncier) which issued a French Covered Bond of EUR 750 million. This transaction has allowed maintaining AXA Bank Europe's liquidity at a comfortable level, despite the closing of AXA Bank Europe's Czech and Slovak branches mid-2013 and the related loss of retail deposits.

As mentioned above, capital management was also high on the 2013 ALCO agenda. The increasing pressure of regulatory constraints (NBB tier 1 Pillar 2 constraint set in July 2013 at 15%, subsequently hardened with a specific add-on for Belgium real estate and the move to Basle 3 rules as from 1 January 2014) has led to a higher focus on the optimization of regulatory capital usage and reduction of risk-weighted assets. In this context, next to other efforts across all bank activities, foreign exchange positions resulting mainly from Hungarian operations have been completely hedged.

Funds Transfer Pricing
The internal funds transfer pricing (FTP) framework of AXA Bank Europe is one of the cornerstones of the centralized balance sheet management approach. The internal FTP framework enables the Bank to transfer into the ALM center most of the financial risks, primarily the structural interest rate and liquidity risk, at "an arm's length" pricing principle. The internal FTP rates are derived from the most relevant and liquid benchmark rate indices that are available in the financial markets. The application of internal FTP on this basis provides a comprehensive analytical view on business mar- gins, thereby the contribution to total profitability, on all commercial assets and liabilities portfolios.

h) Section 8.2.4 Comments on Risk Management Policies will be completed by the following:

(This completion is based on AXA BANK EUROPE NV's 2013 Financial Statements, available on the website www.axabank.eu)

A hesitantly recovering economy combined with a tightening of the regulations on the financial sector was the challenging context in which AXA Bank Europe has operated during 2013. Next to strategic decisions like the closure of Czech and Slovakian branch, AXA Bank Europe has constantly revised its risk management policies in order to navigate safely in this environment. risk models were back-tested and updated when needed, limits were reviewed, indicators were challenged and reporting was improved

The main developments are described in the different paragraphs of this section. They will highlight the key risk events of 2013 and will also provide an overview of the strategies and mitigation methods used by the Bank to maintain these risks at desired levels.

The first paragraph gives an overview of the Bank's risk appetite framework. The next sections will focus on AXA Bank Europe's main risk categories for 2013, namely: strategic, credit, interest rate, liquidity, market and operational risks. All of them impact potentially the Bank's solvency, liquidity and profitability objectives.

Risks appetite
The continuous identification and quantification of the Bank's material risks are at the core of AXA Bank Europe's risk policies. These risks are measured, mitigated and continuously monitored

through a well-implemented internal risk appetite framework. Within this framework, the Bank's risk appetite is translated into functional limits and hedging procedures. The strategic risk decisions are taken by AXA Bank Europe's Board of Directors, including the determination of the general risk appetite.

All material risks for the bank are covered through processes and are monitored by one of AXA Bank Europe's risk committee. Nine material risks are the object of an economic Capital model, which is forecasted on several horizons. Economic capital is then allocated to each activity of the Bank on a forward-looking way, based on AXA Bank Europe risk objectives. Next to that, the Bank projects its future regulatory solvency needs over the horizon of the Bank's business plan. The projected solvency needs fully incorporate the phasing-in and phasing-out arrangements for the regulatory solvency as described under the Basel III framework.

Besides, AXA Bank Europe deploys a liquidity framework based on regulatory and internal indicators. Within this framework, future liquidity needs of the Bank are projected and the Bank's risk appetite on liquidity risk is expressed in terms of these internal indicators.

Strategic risk
Strategic risk is the risk that AXA Bank Europe's main objectives (in terms of profitability, of solvency, of liquidity, and of value creation) may not be attained due to wrong decisions, inadequate resource allocation, or inability to respond properly to environmental changes. It refers to decisions required to adapt to the external business environment, to improve the internal organization or to seize new strategic opportunities.

Strategic threats were monitored all along 2013 through the annual strategic planning exercise, the financial forecasting processes, the product approval processes and the management of strategic projects.

The main strategic risks came from AXA Bank Europe's external environment: on the one hand the possibility of unilateral decisions taken by the Hungarian government concerning the mortgage portfolio in Hungary, and on the other hand strategic impact of EU regulation and Belgian legislation including the new Belgian banking law, CRD IV/CRR (EU implementation of Basel III), EMIR (the European regulation on OTC Derivatives, Central Counterparties and Trade Repositories), Recovery & Resolution Directive and MiFID. These strategic risk factors were the object of detailed analyses, decisions, dedicated projects, and when needed, provisions.

credit risk
Credit risk is the risk of loss associated with the default or the deterioration in the credit quality of counterparty exposures.

Retail credit risk
AXA Bank Europe is mainly exposed to retail credit risk through its portfolio of retail loans (consumer, mortgage, professional and small enterprise loans) in Belgium and to mortgage loans in Hungary.

Retail credit risk in Belgium
The Belgian credit risk portfolio of the Bank consists of mortgages, consumer loans and professional loans with mortgage loans rep- resenting the most important share. The Bank has adopted an Advanced Internal Rate Based model (IRBA model) for its Belgian mortgages portfolio and is compliant with the Basel II requirements (CRD) for IRB models since 2008. During 2013, risk management has expanded its reporting on the risk drivers in the Belgian retail credit portfolio which has resulted in higher understanding of the risk evolutions by business and senior management.

At the beginning of 2013, the Bank has tightened the credit acceptance policy on mortgage loans and reviewed the product range. Both measure had the objective to preserve the strong credit risk profile of the Bank. In addition, the acceptance criteria for consumer loans were re-examined and changes were already implemented in early 2013. The overall, more selective acceptance policy resulted in new production with better quality loans, hence improving the quality of the entire credit portfolio.

The growth in the total portfolio is due to the increase in the mortgage portfolio (from EUR 12.6 billion in December 2012 to EUR 13.4 billion in December 2013) whereas the consumer loan and professional loan portfolios remained constant (respectively EUR 1 billion and EUR 1.4 billion in December 2013). The rise in the required capital for the entire portfolio derives from the new law on capital requirements for mortgage loans. This law, published on 8 December 2013 and applicable as of 31 December 2013 to all Belgian banks using IRB models, results in an additional own fund requirement for AXA Bank Europe's mortgage portfolio of EUR 50 million at the end of 2013.

The observed default rate (over a one year horizon) in the Belgian portfolio has decreased again after the slightly increasing trend of 2012, from 1.47% on December 2012 to 1.38% on December 2013. The stabilization of the default rate is the result of the already mentioned actions undertaken by AXA Bank Europe to pre- serve the low risk profile of the loan portfolio. Moreover, the provisions on the retail portfolio were increased in order to reflect the actual macro-economic circumstances.

Retail credit risk in Hungary
The credit portfolio of the Hungarian branch was put in run-off since in 2011 and it has been since kept under very close watch due to vulnerability resulting from foreign exchange rate fluctuations and challenging market conditions. Just like in 2012, the management effort in 2013 was focused on developing mitigation measures to de-risk the portfolio. The impact of these mitigation actions on the risk profile of the Hungarian portfolio has become visible in 2013. the observed default rated declined by more than 2% (from 10.34% in September 2012 to 8.22% in December 2013) and the share of Hungarian credits directly exposed to the Swiss franc decreased from 70% in the beginning of 2012 to one third at the end of 2013.

The mitigation actions undertaken in 2012 and 2013 to de-risk the portfolio are built around 3 axes:

1. Propose specific solutions to help debtor that are in difficulties to repay their loans. This includes active care of contracts that are in early stage of default, internal programs with adjusted repayment scheme for cancelled loans, and actions that maximize the collateral value in case of recovery by for instance involvement of the debtor in the sale of the property.
2. Promote the government program for loans denoted in a foreign currency that reduces the monthly installments for the next 5 years in fixing the exchange rate between Swiss Franc and Hungarian Forint at 180.
3. Proactively encourage debtors to convert their combined loans into annuity loans.

Finally, a portion of the credit risk models used for the provisions computation was re-developed and a new methodology to assess the individual loss for the cancelled loans (ILA) was put in place in 2013 as well.

Non-retail counterparty credit risk and concentration risk
The non-retail credit risk committee ensures the monitoring and compliance with the extensive counterparty limit framework which was put in place in 2012. the limit framework is scrutinizing counterparty exposures at different levels (country, sector, type of instrument and counterparty) and imposes limits at these different levels in order to restrict both the individual counterparty risk and the concentration risk exposures.

AXA Bank Europe continued to monitor the impact of the upcoming Basel III requirements on its investment portfolio in terms of the eligibility of the securities in the calculation of the liquidity cover- age ratio (see below chapter liquidity risk). the investment policy of AXA Bank Europe is restricted to level 1 and level 2 assets categories as per the Basel III definition.

The bulk of AXA Bank Europe's investments are European sovereign and supranational bonds. During 2013, AXA Bank Europe has reduced its share in Belgian government bonds portfolio and invested in, on the one hand, other EU government bonds (Germany, Netherlands, Spain and Italy; exclusively short-term for the latter two) and, on the other hand, European supra-nationals (EFSF, EIB,…) which has led to a higher diversification among countries. Besides, the exposure to structured products has been drastically reduced from EUR 784 million in December 2012 to EUR 482 million in December 2013 as a result of natural reimbursements and substantial voluntary de-risking taking advantage of favorable market conditions sales. Corporate bonds portfolio has been sold entirely as well. As far as PIIGs countries are concerned, AXA Bank Europe has increased its exposure to Spain (from EUR 272 to EUR 380 million) and Italy (from EUR 205 to EUR 467 million) via short-term sovereign bonds while its exposure to Portugal decreased slightly (from EUR 88 to EUR 60 million) and its exposure to Greece and Ireland is still nil.

In addition, credit ratings and market price evolutions of AXA Bank Europe's positions are carefully monitored to check the vulnerability of the credit portfolio to a number of adverse developments.

AXA Bank Europe continued to act for AXA Group as a centralized platform to access financial markets. This platform is used by different insurance entities within AXA Group and provides two services. Firstly, AXA Bank Europe is an intermediary for plain-vanilla derivatives like interest rate swaps that are used by insurance entities of AXA Group to hedge their market risk positions in their life insurance businesses. Secondly, AXA Bank Europe provides liquidity to insurance entities via standardized money market transactions (reverse repos). The bank's exposures to derivatives and money market transactions – including the transactions related to the intra AXA Group activities described in the previous paragraph – are mitigated through an extremely strict collateral requirement policy. Exposures on such transactions are monitored on a daily basis and collateral exchanged is limited to cash and high quality securities to ensure that the credit exposures are adequately mitigated

Interest rate risk and basis risk for retail activities
Interest rate risk is defined as the risk of potential adverse changes to the fair value or earnings of interest sensitive positions after movements in interest rates while basis risk is defined as the risk of potential adverse changes to the fair value or earnings of positions that are sensitive to movements in the spread between inter-bank rates (swap rates) and government bond yields (OLO rates), the exposure to this spread is also called basis risk.

In the beginning of 2013, AXA Bank Europe has adopted a new interest rate model which includes both the sensitivity to inter-bank swap rates fluctuations and the basis risk component. this new model captures the interaction between swap rates moves and changes in spreads and it quantifies the combined impact of these two risks on AXA Bank Europe's banking book.

Over 2013, the overall interest rate risk exposure of AXA Bank Europe remained within requirements imposed by the regulator with a strong decrease of the exposure towards the end of year in anticipation of rising interest rates. AXA Bank Europe actively monitors and manages interest rate/basis risk of its banking book with its ALM department as first line of defense and risk Management as independent second line of defense.

Market risk for non-retail activities

AXA Bank Europe has a very conservative approach towards trading room activities. The Bank's trading room activities mainly consist of two parts. the first part relates to AXA Bank Europe role as a centralized platform to access financial markets for insurance entities in the AXA Group. All positions taken with entities of AXA Group in the context of this intermediation activity are mirrored by positions with external counterparties almost on a back-to-back basis, hence very limited market risk. The second part relates to standard banking treasury activities. AXA Bank Europe does not engage in equity or commodities trading.

All those activities are closely monitored by AXA Bank Europe's risk Management within very tight limits: 10 day 99.9% VAR of all these activities is limited to 1.5% of tier 1 equity.

AXA Bank Europe's Asset & Liability Committee is responsible to ensure that market risk management strategies are applied. It reviews market risk reports produced by AXA Bank Europe's risk Management department and it monitors compliance with agreed risk appetite limits.

Liquidity risk
The Basel Committee on Banking Supervision (BIS) defines liquidity risk as the risk of not being able to easily and immediately raise its cash position in order to absorb shocks arising from financial and economic stress.

Over the last years, liquidity management was one of the main priorities for AXA Bank Europe and this has resulted in an updated liquidity risk framework that is based on both regulatory and internal indicators. In parallel, the Bank's Liquidity Contingency Plan was refined and the Bank has established a special task force with the mandate to immediately act and adequately decide during systemic or idiosyncratic liquidity crises.

AXA Bank Europe is continuously taking actions in order to further strengthen its liquidity position and ensure the stability of its funding sources. Major actions in 2013 include the collection of stable retail deposits, the strict investment policy that limits the new investments to highly liquid assets only, the accelerated run- off of less liquid investments and the creation of covered bonds under the French law that are backed by high-quality mortgages. The closure of the Czech and Slovakian activities generated an outflow of retail depots but this outflow was easily absorbed by the actions described above.

AXA Bank Europe's strong liquidity position is reflected in an important liquidity excess both in terms of regulatory indicators (NBB Liquidity Indicator and Basel III's LCR) and in terms of internal indicators at the end of 2013. These internal indicators are aligned with the liquidity indicators of AXA Group but adapted to the specific context of AXA Bank Europe. Moreover, these internal indicators cover at the same time short (1 month time horizon) and longer liquidity stresses (1 year time horizon) occurring now or at any time over the horizon of our business plan.

Since 2011, AXA Bank Europe is proactively monitoring the new Basel III liquidity indicators (LCR and NSFR) and has already successfully adapted its strategy to be compliant with these upcoming indicators. The strategy includes for instance the Bank's investment policy that is limited to highly liquid assets and for instance attracting stable and long term funding. the principal stable funding sources of the Bank are retail deposits (EUR 16 billion on 31 December 2013) and Covered Bonds (EUR 3.5 billion on 31 December 2013). A comfortable pool of liquid assets combined with a solid funding structure make AXA Bank Europe's LCR and NSFR above the minimum requirements at the end of 2013.

Operational risk
Operational risk is defined as the risk of loss resulting from inadequate or failed internal processes, or from personnel or systems. the failure or inadequacy may result from both internal and external causes.

AXA Bank Europe has been applying AXA Group risk Management framework for operational risk since 2011. This framework consists of an annual cycle which identifies, quantifies and mitigates the material operational risks across the bank. In 2013, AXA Bank Europe has been implementing several mitigation actions that have reduced significantly the exposure to some specific operational risks of the Bank. During 2013's operational risk cycle, special attention has been paid to fraud risk (including credit card fraud, forgery, hacking and fishing). Additional controls and stricter policies have already been implemented in 2013 and are foreseen for 2014 in order to reduce AXA Bank Europe exposure to potential fraud cases. The overall economic capital consumption for operational risk has been slightly reduced over 2013 compared to 2012.

i) Section 8.2.5 Recent Developments will be completed by the following:

Significant events subsequent to 2013

No significant events subsequent to the balance sheet date and having an effect on the figures for the year 2013 has occurred.

In the context of a capital decrease of AXA Holdings Belgium (dated 2 January 2014), all shares of AXA Bank Europe were transferred to AXA SA on 17 March 2014 .

In February 2014, the bank announced a strategic plan for the activity of the bank in Belgium. this plan aims to improve recurring earnings of the bank through two levers: the repositioning of the retail banking business and the implementation of cost reduction plan on all activities. It focuses on three main pillars:

- improve customer focus by offering simple and transparent banking products;
- strengthen the bank agents' network and rely on the proximity of agents and their clients;
- reduce costs: in this context, negotiations will be conducted during 2014 with staff representatives and bank agents' representatives; these negotiations will include staff reductions between 2014 and 2016.

The implementation of this strategic plan will be implemented over the next three years and reviewed annually. As such, the launch of this plan does not affect the results of the year 2013.

The outlines of the plan were announced 21 February 2014 and the various building blocks of the 3 pillars, will be conducted during 2014 which will, when negotiations are completed, determine the financial impact for the future.

j) Section 8.3.1 Administration, Management and Audit will be completed by the following:

Management departments changes in 2012 and since 1 January 2013

Board of directors:

— appointment into office of Stéphane Slits, effective as from 1 February 2014;
— appointment into office of Jeroen Ghysel, effective as from 1 February 2014;
— resignation of Patrick Vaneeckhout, effective as from 31 December 2013;
— resignation of Irina Buchmann, effective as from 31 January 2014

Executive committee:

— appointment into office of Stéphane Slits, effective as from 1 February 2014;
— appointment into office of Jeroen Ghysel, effective as from 1 February 2014;

— resignation of Patrick Vaneeckhout, effective as from 31 Decem- ber 2013;
— resignation of Irina Buchmann, effective as from 31 January 2014

2. Summary

The Base Prospectus dated 10 September 2013 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 First Supplement dated 01 July 2014.

Such supplement has mainly been prepared for the purpose of giving information with regard to :

- update of the credit ratings of AXA BANK.

- update of the financial information of AXA BELGIUM FINANCE (NL) BV and AXA BANK EUROPE SA:

AXA BELGIUM FINANCE (NL) BV
Summary per 31/12/2013 (in '000 EUR)

	31/12/2013	*31/12/2012*
Assets	1.262.271	1.031.994
Equity	3.922	3.161
Liabilities	1.258.349	1.028.833
Profit&Loss	761	432

AXA BANK EUROPE NV
Summary per 31/12/2013 (in '000 EUR)

	31/12/2013	*31/12/2012*
Assets	36.885.750	39.220.095
Equity	796.882	816.251
Liabilities	38.403.844	36.088.869
Profit&Loss	- 12.223	- 23.377

Copies of this Supplement and the Base Prospectus 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.axabank.eu.