

AXA Belgium Finance (NL) B.V.

Annual report for the year ended December 31, 2009

Statutory seat: **Amsterdam**
Address: Ginnekenweg 213
4835 NA Breda

Breda, June 16, 2010

Approved and adopted in the general meeting of shareholders dated June 21, 2010

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Table of contents

Management report

Management report	1
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Financial statements

Balance sheet at 31 december 2009	5
Profit and loss account for the year ended 2009	7
Cash flow statement for the year ended 2009	8
Accounting policies used for the company financial statements	9
Notes to the balance sheet	12
Notes to the profit and loss account	15

Other information

Other information	16
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Total number of pages in this report: 17

AXA Belgium Finance (NL) B.V., Breda

Management report

General

AXA Belgium Finance (NL) B.V. is a limited liability company ('Besloten Vennootschap met beperkte aansprakelijkheid') under the laws of the Netherlands. The Company is managed by a Management Board consisting of two managing directors. The Company has no staff and its Management Board members work on a part-time basis for the Company. There are no potential conflicts of interests between any duties to the Company of any of the Management Board members and their private interests and/or other duties.

The managing directors of the Company are Mr. Cees de Jong, Chairman, and Mr. Geert Van de Walle, Head of European Treasury, Investment and Asset Liability Management (ALM) of AXA Bank Europe S.A./N.V.

The Company is a wholly owned subsidiary of AXA Bank Europe S.A./N.V., which in its turn is held voor 100% by AXA Holdings Belgium S.A./N.V. The legal address of those parent companies is Boulevard du Souverain 25, 1170 Brussels (Watermael-Boitsfort, Belgium).

Financial information

The total interest margin decreased by EUR 63,000 due to lower interest income on bank accounts. The operating expenses show an increase of EUR 102,000. This is mainly caused by additional fees to be paid as a consequence of the fact that the annual accounts had to be extended and audited because of a change in legislation. The profit before tax decreased by EUR 165,000, resulting in a decrease of the net profit after taxation of EUR 132,000 from EUR 183,000 in 2008 to EUR 51,000 in 2009. The Management Board proposes to add this net profit 2009 to the 'other reserves'.

The total assets decreased by EUR 2,004,000 from EUR 107,999,000 in 2008 to EUR 105,995,000 in 2009.

Business overview

According to Article 2 of its Articles of Association, the Company's objects are:

- to finance other enterprises and companies;
- to found, to participate in any way in, to manage and to supervise enterprises and companies;
- to provide guarantees and to engage the Company or its assets for the benefit of connected enterprises and companies;
- to grant services to enterprises and companies;
- to lend, loan and raise funds, including the issue of bonds, IOUs or other securities, and conclude the connected agreements;
- obtaining, alienating, managing and exploiting of real estate and value properties in general;
- carrying out all sorts of industrial, financial and commercial activities.

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AXA Belgium Finance (NL) B.V., Breda

Currently, the Company's activity consists of issuing notes programmes that are unconditionally and irrevocably guaranteed by its sole shareholder AXA Bank Europe S.A./N.V. (the Guarantor). The notes issued by the Company are mainly placed among European investors. The net proceeds of these notes are lent to AXA Bank Europe S.A./N.V., that uses the proceeds for its general corporate purposes. Apart from the Company's present not listed notes programmes, there is a EUR 25 million Subordinated Eurobond which is listed on the Luxembourg Stock Exchange. Notes issues can be subject to selling commissions, out-of-pocket expenses and are subject to paying agency fees. These not listed notes are governed by the laws of the Netherlands and they are issued in bearer form or in registered form. Pursuant to a selling restriction, the notes will not be offered, transferred or sold, whether directly or indirectly, as part of the initial distribution or at any time thereafter, to any individual or legal entity who or which is established, domiciled or resident in the Netherlands.

The first Notes Programme was issued in 2006, followed by a second Programme (Wholesale) in 2007. Supplementary to those 2006 and 2007 programmes, in 2008 the Company decided to issue a new notes programme for a maximum amount of EUR 300 million. The conditions of this programme are similar to the 2006 programme. On September 17, 2008, a first tranche under this new programme was issued under the name 'Inflation Proof+'. During 2009 notes with a total par value of EUR 2,112,000 have been repayed.

On December 31, 2009, the following par values of notes were outstanding:

- 1 Notes Programme dated May 9, 2006:
 - Serena Lift Up: EUR 30,948,000 (maturity: June 6, 2016)
 - Serena Upgrade: EUR 14,440,000 (maturity: September 29, 2014);
 - Serena Memoris: EUR 8,734,000 (maturity: December 15, 2016);
 - Serena Upside: EUR 14,022,000 (maturity: September 29, 2011).
- 2 Wholesale Debt Issuance Programme dated July 20, 2007:
 - Considering the turmoil on the international financial markets, no notes were issued under this programme.
- 3 Notes Programme dated August 19, 2008:
 - Inflation Proof+: EUR 9,891,000 (maturity: November 21, 2011).
- 4 Subordinated Eurobond: EUR 25,000,000 (maturity: December 27, 2010).

Risk management

The main activity of the Company consists of lending the proceeds of issued notes to AXA Bank Europe S.A./N.V., where a maximum parallelism between the conditions of the notes and those of the loans to AXA Bank Europe is pursued, thus preventing the existence of substantial transformation risks.

As a finance Company, the Company could face a number of risks including, but not limited to credit risk, market risk, currency risk, operational risk, real estate risk and liquidity risk. In assessing the risk profile of the Company it is important to remind that all notes issued by the Company are unconditionally and irrevocably guaranteed by AXA Bank Europe S.A./N.V. in its latest review dated February 19, 2009.

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Credit risk: as a finance Company, the Company is exposed to the creditworthiness of its counterparties where the Company may suffer losses related to the inability of its debtors or counterparties to meet their financial obligations. As all the proceeds of the notes are lent to the Guarantor, the significant credit risk is limited to the Guarantor.

Market risk: refers to the risk of loss relating to fluctuations in market prices and interest rates, their interactions and their level of volatility. Due to the nature of its activity, the Company is prevented from assuming significant exposure to market risk.

Foreign currency risk: as the Company is not active in different currency zones or dealing with instruments in different currencies there are no currency risks.

Operational risk: is the risk of loss arising from the inadequacy or failure of procedures, individuals or internal systems, or even external events (such as, but not limited to natural disasters and fires). It includes risk relating to information systems, litigation risk and reputation risk. The Company cannot provide assurances that such failures will not occur or, if they do occur that they will be adequately addressed. Operational, information and security risks are, however, actively managed through a common AXA Bank Europe framework that identifies measures and monitors the risks and its mitigating controls in the businesses of AXA Bank and its subsidiaries.

Liquidity risk: is the risk that the Company cannot meet its financial liabilities when they fall due, at reasonable costs and in a timely manner. We refer to the Guarantee by AXA Bank Europe S.A./N.V. that unconditionally and irrevocably guarantees the due and punctual payment of the principal of and interest on the issued notes as well as of any additional amounts which may be required to be paid by the Company.

Generally, the risks are based on contingencies which may or may not occur and neither the Company, nor the Guarantor, is in a position to express a view on the likelihood of any such contingency occurring.

Corporate social responsibility

The Company is a member of the AXA group that is active at the crossroads between social development, respect for the environment and economic performance. As such, the AXA group has developed a sustainable development strategy focusing on the specific nature of its financial protection business and the responsible behaviour commensurate with its status as a major international group. This is why the AXA group is committed to carrying out its activities as a responsible corporation, managing its direct impact on its various stakeholders:

- Employees: continually strengthening their skills and commitment with a view to improving performance, with a priority focus on diversity and equal opportunities.
- Clients: consistently delivering efficient services and adapted solutions, while adhering to the highest standard of professional conduct.
- Shareholders: achieving industry-leading operating performance levels in order to create lasting value, and providing them with transparent information.
- Suppliers: assessing their commitment to sustainable development and human rights when selecting suppliers, with AXA's purchasers upholding strict rules of professional conduct.

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- The community: developing corporate philanthropy actions focusing on prevention, social volunteering, local development and the fight against exclusion.

Investments

Since the date of the closing of the financial year, there have been no principal investments made. Moreover, the Company has not planned any principal future investments, except for the onlending of the proceeds of the notes under the present programmes. Considering that there are no firm commitments for future investments, no information regarding the anticipated sources of funds needed to fulfill them is provided.

Future developments

There has been no material adverse change in the financial position or prospects of the Company since December 31, 2009. There are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the prospects of the Company for the current financial year.

Breda, June 16, 2010

Cees de Jong, Chairman of the Management Board

Geert van de Walle, Member of the Management Board

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Balance sheet at 31 december 2009

(after appropriation of profit)

A s s e t s

	2009		2008	
	EUR	EUR	EUR	EUR
Fixed assets				
Financial fixed assets (1)				
Amounts receivable from group companies		102,996,198		105,078,894
Current assets				
Receivables(2)				
Taxes and social security charges	2,195		48,079	
Other amounts receivable, prepayments and accrued income	367,638		367,778	
		369,833		415,857
Cash at bank and in hand (3)		2,628,719		2,503,774
Total assets		<u>105,994,750</u>		<u>107,998,525</u>

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S h a r e h o l d e r s ' e q u i t y a n d l i a b i l i t i e s

	2009		2008	
	EUR	EUR	EUR	EUR
Shareholders' equity (4)				
Issued share capital	1,768,459		1,768,459	
Other reserves	885,021		833,798	
		2,653,480		2,602,257
Long-term liabilities (5)				
Other bond loans and private loans		103,058,483		105,158,008
Current liabilities				
Trade creditors/suppliers	27,676		192	
Taxes and social security charges	1,680		1,664	
Other liabilities, accruals and deferred income	253,431		236,404	
		282,787		238,260
Total shareholders' equity and liabilities		<u>105,994,750</u>		<u>107,998,525</u>

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Profit and loss account for the year ended 2009

	2009		2008	
	EUR	EUR	EUR	EUR
Other operating expenses		217,645		115,294
Operating income		<u>(217,645)</u>		<u>(115,294)</u>
Income from amounts receivable forming part of the fixed assets and from securities (6)	2,170,348		3,555,454	
Interest income and similar income (7)	17,901		96,967	
Interest expense and similar charges	<u>(1,906,619)</u>		<u>(3,308,077)</u>	
Financial income and expense		281,630		344,344
Profit/(loss) before taxation		63,985		229,050
Income taxes		12,762		45,801
Profit/(loss) after taxation		<u>51,223</u>		<u>183,249</u>

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Cash flow statement for the year ended 2009

The cash flow statement has been drawn up using the indirect method.

	2009		2008	
	EUR	EUR	EUR	EUR
Cash flow from operating activities				
Operating loss	(217,645)		(115,294)	
Changes in working capital:				
– Movements in amounts receivable	46,024		1,610,427	
– Movements in current liabilities (excluding amounts payable to credit institutions)	44,527		(1,633,929)	
	(127,094)		(138,796)	
Income from amounts receivable forming part of the fixed assets and from securities	2,141,042		3,526,150	
Interest income	17,900		96,967	
Interest expense	(1,894,143)		(3,296,201)	
Income taxes	(12,762)		(45,801)	
Cash flow from operating activities		124,943		142,319
Cash flow from financing activities				
Decrease/(increase) in amounts receivable from group companies	1,986,104		(10,000,000)	
Issue of other bond loans and private loans	–		9,992,000	
Repayment of other bond loans and private loans	(1,986,102)		–	
Cash flow from financing activities		2		(8,000)
Movements in cash at bank and in hand		<u>124,945</u>		<u>134,319</u>

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Accounting policies used for the company financial statements

General information

The Company's financial statements have been prepared in accordance with Part 9 of Book 2 of the Netherlands Civil Code. Because the Netherlands Act on Financial Supervision is applicable due to the fact that the company has issued securities that are traded on a regulated market, no reporting exemptions can be issued. The financial statements were prepared on April 29, 2010.

Axa group and related parties

Axa Belgium Finance (NL) B.V. is a wholly owned subsidiary of AXA Bank Europe N.V., Brussels, Belgium. The ultimate parent is AXA S.A., Paris, France.

In the financial statements these companies are considered to be related parties.

Going concern

The accounting policies used in these financial statements are based on the expectation that the company will be able to continue as a going concern. The bases presumes that funds are available to finance future operations and that the realization of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

Business overview

Objects of the company

According to article 2 of its articles of association, the company's objects are:

- to finance other enterprises and companies;
- to found, to participate in any way in, to manage and to supervise enterprises and companies;
- to provide guarantees and to engage the company or its assets for the benefit of connected enterprises and companies;
- to grant services to enterprises and companies;
- to lend, loan and raise funds, including the issue of bonds, IOUs or other securities, and conclude the connected agreements;
- obtaining, alienating, managing and exploiting of real estate and value properties in general;
- carrying out all sorts of industrial, financial and commercial activities.

Operations

Currently, the company's activity consists of issuing notes programmes that are unconditionally and irrevocably guaranteed by its sole shareholder AXA Bank Europe S.A./N.V. (the Guarantor). The notes issued by the company are mainly placed among European investors. The net proceeds of these notes are lent to AXA Bank Europe S.A./N.V., that uses the proceeds for its general corporate purposes. Apart from the company's present not listed notes programmes, there is a EUR 25 million subordinated eurobond which is listed on the Luxembourg Stock Exchange. Notes issues can be subject to selling commissions, out-

of-pocket expenses and are subject to paying agency fees. The not listed notes are governed by the laws of the Netherlands and they are issued in bearer form or in registered form. Pursuant to a selling restriction, the notes will not be offered, transferred or sold, whether directly or indirectly, as part of the initial distribution or at any time thereafter, to any individual or legal entity who or which is established, domiciled or resident in the Netherlands.

Notes programmes

The first Notes Programme was issued in 2006, followed by a second Programme (Wholesale) in 2007. Supplementary to those 2006 and 2007 programmes, in 2008 the company decided to issue a new notes programme for a maximum amount of EUR 300 million. The conditions of this programme are similar to the 2006 notes programme. On September 17, 2008, a first tranche under this new programme was issued under the name 'Inflation Proof+'. During 2009 notes with a total par value of EUR 2,112,000 have been repayed.

On December 31, 2009, the following par values of notes were outstanding:

- 1 Notes Programme dated May 9, 2006:
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General

Financial fixed assets

Receivables

Receivables under financial fixed assets are carried at the lower of face value and recoverable amount (being the higher of value in use and fair value less costs to sell). Discounts and premiums on loans granted or acquired are taken to the profit and loss account during the term of the receivable, calculated on a straight-line basis. For that purpose, the face value of the loan is decreased or increased by the discount or premium, respectively, still to be taken to the profit and loss account. The outcome of the straight-line method is to be considered not materially different than the outcome using the effective interest method.

Receivables

Receivables are carried net of a provision for doubtful debts.

Cash at bank and in hand

Cash and cash equivalents are carried at their face value.

Financial instruments

A financial instrument or its separate components are classified in the financial statements as liability or as equity in accordance with the substance of the contractual agreement underlying the financial instrument. In the company financial statements, a financial instrument is classified in accordance with the legal reality. Interest, dividends, income and expenses relating to a financial instrument, or part of a financial instrument, are included in the financial statements in accordance with the classification of the financial instruments as liabilities or equity.

Unless stated otherwise, the financial instruments included in the financial statements are carried at their face value.

Taxes

Taxes are calculated on the result disclosed in the profit and loss account, taking account of tax-exempt and partly or completely non-deductible expenses.

Liabilities

Liabilities are carried at face value unless stated otherwise. Discounts and premiums on loans granted or acquired are taken to the profit and loss account during the term of the debt, calculated on a straight-line basis. For that purpose, the face value of the loan is decreased or increased by the respective discount or premium, still to be taken to the profit and loss account.

Income***Interest***

Interest income is recognised pro rata in the profit and loss account, taking into account the effective interest rate for the asset concerned, provided the income can be measured and the income is probable to be received.

Expenses***General***

Expenses are determined with due observance of the aforementioned accounting policies and allocated to the financial year to which they relate. Foreseeable and other obligations as well as potential losses arising before the financial year-end are recognised in they are known before the financial statements are prepared and provided all other conditions for forming provisions are met.

Interest

Interest is allocated to successive financial reporting periods in proportion to the outstanding principal. Premiums and discounts, are treated as annual interest charges so that the effective interest rate, together with the interest payable on the loan, is recognised in the profit and loss account, with the amortised cost of the liabilities being recognised in the balance sheet. Period interest charges and similar charges are recognised in the year in which they fall due.

Notes to the balance sheet

Related party transactions

Related party transactions between the company and its related party AXA Bank Europe N.V. were as follows:

- Amounts receivable from group companies, refer to Note 1;
- Guarantees provided, refer to Note 5;
- Income from amounts receivable forming part of the fixed assets, refer to Note 6;
- Interest income and similar income, refer to Note 7.

Financial fixed assets (1)

Amounts receivable from group companies

This item represents loans to the parent company AXA Bank Europe N.V. with a total par value of EUR 103,035,000 (2008: EUR 105,147,000). Part of the interest rates are fixed between 5.20% and 6.20% and part of the interest rates are variable and are equal to the medium term notes issued by the company, increased with margins from 0.20%. The loans fall due:

- < 1 year EUR 0 (2008: EUR –);
- 1 - 5 years EUR 47,606,000 (2008: EUR 49,718,000);
- > 5 year EUR 55,429,000. (2008: EUR 55,429,00).

These loans are subordinated for a total par value of EUR 25,000,000 (2008: EUR 25,000,000).

Receivables (2)

The amounts receivable have a validity shorter than a year.

Cash at bank and in hand (3)

This item includes deposits amounting to EUR 0 (2008: EUR 2,050,000 with a maturity date of February 9, 2009 and an interest rate of 4.40%).

There are no other restrictions on the availability of cash and cash equivalents.

Shareholders' equity (4)

Paid-up and called-up share capital

3,897 ordinary shares with a par value of EUR 453.80

2009	2008
EUR	EUR
<u>1,768,459</u>	<u>1,768,459</u>

The company's authorised capital amounts to EUR 4,000,247.

AXA Belgium Finance (NL) B.V., Breda

	2009	2008
	EUR	EUR
Other reserves		
Balance at January 1	833,798	650,549
Profit appropriation	51,223	183,249
Balance at December 31	885,021	833,798

Long-term liabilities (5)

This item represents medium term note and bond liabilities with a total par value of EUR 103,035,000 (2008: EUR 105,147,000). The loans are fully guaranteed by the parent company AXA Bank Europe N.V. Part of the interest rates are fixed between 5.00% and 6.00% and part of the interest rates are variable. The loans fall due:

- < 1 year EUR 0 (2008: EUR –);
- 1 – 5 years EUR 47,606,000 (2008: EUR 49,718,000);
- > 5 year EUR 55,429,000 (2008: EUR 55,429,000).

A loan with a par value of EUR 25,000,000 (2008: EUR 25,000,000) is subordinated and is quoted at the Luxembourg Stock Exchange under ISIN code XSO159413599.

Financial instruments**General**

The main activity of the Company consists of lending the proceeds of issued notes to AXA Bank Europe S.A./N.V., where a maximum parallelism between the conditions of the notes and those of the loans to AXA Bank Europe is pursued, thus preventing the existence of substantial transformation risks.

As a finance Company, the Company could face a number of risks including, but not limited to credit risk, market risk, currency risk, operational risk, real estate risk and liquidity risk. In assessing the risk profile of the Company it is important to remind that all notes issued by the Company are unconditionally and irrevocably guaranteed by AXA Bank Europe S.A./N.V. Standard&Poor's Ratings Service affirmed the AA - credit of AXA Bank Europe S.A./N.V. in its latest review dated February 19, 2009.

Generally, the risks are based on contingencies which may or may not occur and neither the Company, nor the Guarantor, is in a position to express a view on the likelihood of any such contingency occurring.

Foreign currency risk

As the Company is not active in different currency zones or dealing with instruments in different currencies there are no currency risks.

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Operational risk

Is the risk of loss arising from the inadequacy or failure of procedures, individuals or internal systems, or even external events (such as, but not limited to natural disasters and fires). It includes risk relating to information systems, litigation risk and reputation risk. The Company cannot provide assurances that such failures will not occur or, if they do occur that they will be adequately addressed. Operational, information and security risks are, however, actively managed through a common AXA Bank Europe framework that identifies measures and monitors the risks and its mitigating controls in the businesses of AXA Bank and its subsidiaries.

Market risk

Refers to the risk of loss relating to fluctuations in market prices and interest rates, their interactions and their level of volatility. Due to the nature of its activity, the Company is prevented from assuming significant exposure to market risk.

Credit risk

As a finance Company, the Company is exposed to the creditworthiness of its counterparties where the Company may suffer losses related to the inability of its debtors or counterparties to meet their financial obligations. As all the proceeds of the notes are lent to the Guarantor, the significant credit risk is limited to the Guarantor.

Liquidity risk

Is the risk that the Company cannot meet its financial liabilities when they fall due, at reasonable costs and in a timely manner. We refer to the Guarantee by AXA Bank Europe S.A./N.V. that unconditionally and irrevocably guarantees the due and punctual payment of the principal of and interest on the issued notes as well as of any additional amounts which may be required to be paid by the Company.

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Notes to the profit and loss account

Staff members

The average number of staff employed by the company in 2009 was – (2008: –).

Financial income and expense

Income from amounts receivable forming part of the fixed assets and from securities (6)

This item includes intra group interest for an amount of EUR 2,170,348 (2008: EUR 3,555,454).

Interest income and similar income (7)

This item includes intra group interest for an amount of EUR 9,772 (2008: EUR 90,357).

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Other information

Articles of Association provisions governing profit appropriation

Profit is appropriated in accordance with Article 14 of the Articles of Association, which states that the profit is at the disposal of the General Meeting of Shareholders.

Appropriation of profit 2009

In accordance with article 14 of the Articles of Association the profit is at the disposal of the General Meeting of Shareholders.

The Board of Management proposes to add the result of EUR 51,223 to the other reserves.

Declaration section 5:25C

As required by section 5:25c of the Wet op het financieel toezicht (Dutch Financial Supervision Act), the Managing Directors declare that, to the best of their knowledge,

- 1 the financial statements give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- 2 the management report gives a true and fair view of the important events and their impact on the financial statements and as well as major related parties transactions that have occurred during the financial year together with a description of the principal risks and uncertainties that the Company faces.

Breda, June 16, 2010

Cees de Jong, Chairman of the Management Board

Geert van de Walle, Member of the Management Board

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To the shareholders of General Meeting of Shareholders of AXA Belgium Finance (NL) B.V.

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Auditor's report

Report on the financial statements

We have audited the accompanying 2009 financial statements of AXA Belgium Finance (NL) B.V., Breda ("the Company") as set out on pages 5 to 15 which comprise the balance sheet as at December 31, 2009, the profit & loss account for the year then ended and the notes.

Management's responsibility

Management of the Company is responsible for the preparation and fair presentation of the financial statements and for the preparation of the management report, both in accordance with Part 9 of Book 2 of the Netherlands Civil Code. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express an opinion on the financial statements based on our audit. We conducted our audit in accordance with Dutch law. This law requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of

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accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Basis for qualified opinion

The comparative financial information in these financial statements is derived from the financial statements of previous year on which a disclaimer opinion has been issued, based upon the following:

We were unable to form an opinion retrospectively about whether the balance sheet as at December 31, 2007, gives a true and fair view of the financial position, which opinion would serve as a basis for the audit of the financial statements for the year 2008. If the amounts shown in the balance sheet as at December 31, 2007, were to require adjustment, this would directly affect the result reported for the year 2008. Both the composition and the amount of the result for 2008 therefore remain uncertain.

These circumstances are not applicable to the current financial year, but do apply to the comparative financial information.

Qualified opinion

In our opinion, except for the possible effect on the comparative financial information of the matter described in the Basis for qualified opinion paragraph, the financial statements give a true and fair view of the financial position of the Company as at December 31, 2009, and of its result for the year then ended in accordance with Part 9 of Book 2 of the Netherlands Civil Code.

Report on other legal requirements

Pursuant to the legal requirement under 2:393 sub 5 part f of the Netherlands Civil Code, we report, to the extent of our competence, that the management report is consistent with the financial statements as required by 2:391 sub 4 of the Netherlands Civil Code.

Amsterdam, June 16, 2010

PricewaterhouseCoopers Accountants N.V.



E.L. Rondhout RA