

Final Terms dated 19 September 2016
AXA BELGIUM FINANCE (NL) B.V.
Issue of “**OPTINOTE WORLD DEMOGRAPHY**”
Guaranteed by AXA BANK EUROPE SA
under the
AXA BELGIUM FINANCE (NL) B.V.
and
AXA BANK EUROPE SA
EUR 2,000,000,000
Notes Issuance Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Base Prospectus dated 12 September 2016, which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “Prospectus Directive”). **This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus [and any supplement thereto].** These Final Terms and the Base Prospectus together constitute the Programme for the Tranche. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for inspection at the office of the Guarantor and the office of the Issuer.

General Description of the Notes

The Notes have a maturity of 6 years until the 15th of December 2022.

The Notes generate, on the Interest Payment Date (i.e. on the Maturity Date), a Variable Interest (a coupon) between 0% and 50.00% in function of the Final Price of the iSTOXX® Global Demography Select 50 (Price) EUR Index calculated as the arithmetic average of the Price of this Index on 25 Valuation Dates between 8 December 2020 and 8 December 2022 (included).

If this Final Price of the Index is higher than its Initial Price, the gross coupon on the Interest Payment Date, will be determined as the positive performance of the Index, with a maximum of 50.00% ; if the Final Price of the Index is lower than or equal to the Initial Price, the coupon will be 0%.

The Notes will be redeemed on the Maturity Date at a Price between 90% and 100% in function of the closing of the iSTOXX® Global Demography Select 50 (Price) EUR Index calculated as the arithmetic average of the Price of this Index on the aforementioned 25 Valuation Dates between 8 December 2020 and 8 December 2022 (included): if the negative performance is worse than -10 %, the Notes will be redeemed at a Price of 90%; if the negative performance is between 0% and -10%, the Notes will be redeemed at a Price between 90% and 100% according to the negative performance; if the performance is positive or nil, the Notes will be redeemed on the Maturity Date at par (100%).

The Notes are unconditionally and irrevocably guaranteed by AXA BANK EUROPE SA.

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|---|-------|--------------------|-------------------------------|
| 1 | (i) | Issuer: | AXA BELGIUM FINANCE (NL) B.V. |
| | (ii) | Guarantor: | AXA BANK EUROPE SA |
| | (iii) | Calculation Agent: | AXA BANK EUROPE SA |
| 2 | (i) | Series Number: | 68 |

(ii)	Tranche Number:	1
3	Specified Currency or Currencies:	EUR
4	Maximum Amount:	
(i)	Series:	EUR 150,000,000
(ii)	Tranche:	EUR 150,000,000
5	Minimum Amount:	
(i)	Series:	EUR 5,000,000
(ii)	Tranche:	EUR 5,000,000
6	Offering Period:	From 3 October 2016 to and including 8 December 2016 (except in case of early closing)
7	Issue Price:	100 per cent.
8	Brokerage Fee:	None
9	Denominations:	EUR 1,000
10	(i) Issue Date:	15 December 2016
	(ii) Interest Commencement Date:	Not applicable
11	Maturity Date:	15 December 2022
12	Interest Basis:	Variable Linked Rate
13	Redemption/Payment Basis:	Variable Linked Redemption
14	Change of Interest or Redemption/Payment Basis:	Not Applicable
15	Call Options:	Not Applicable
16	Mandatory Early Redemption	Not Applicable
17	Status of the Notes:	Senior Notes
18	Date approval for issuance of Notes obtained:	Not Applicable
19	Form of Notes	Bearer Notes
20	New Global Note	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

21	Fixed Rate Note Provisions	Not Applicable
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22 **Floating Rate Note Provisions** Not Applicable

23 **Zero Coupon Note Provisions** Not Applicable

24 **Variable Linked Rate Note Provisions** Applicable

(i) Underlying: Share Index

(ii) Variable Linked Rate: On the Interest Payment Date (t) :

$$MAX\left(0\%; MIN\left[\left(\frac{Final\ Price}{Initial\ Price} - 1\right); 50\%\right]\right)$$

Where :

Final Price means the closing level of the Share Index calculated as the arithmetic average of the Price of the Index on the Valuation Dates.

Initial Price means the price of the Index on the Scheduled Closing Time on the Initial Valuation Date

(iii) Interest Payment Date (t): 15 December 2022

(iv) Business Days: TARGET Settlement Day, subject to adjustment according to the Business Day Convention

(v) Business Day Convention: Modified Following

PROVISIONS RELATING TO REDEMPTION

25 **Call Option** Not Applicable

26 **Mandatory Early Redemption** Not Applicable

27 **Variable Linked Redemption**

(i) Underlying: Share Index

(ii) Variable Linked On the Maturity Date:

Redemption Amount: Denomination x $(1 + MAX[-10\%; MIN(\frac{Final\ Price}{Initial\ Price} - 1; 0\%)])$

Where :

Final Price means the closing level of the Share Index

calculated as the arithmetic average of the Price of the on the Valuation Dates.

Initial Price means the price of the Index on the Scheduled Closing Time on the Initial Valuation Date

- (iii) Business Days: TARGET Settlement Day, subject to adjustment according to the Business Day Convention
- (iv) Business Day Convention: Modified Following

Partial Redemption Not Applicable

VARIABLE LINKED PROVISIONS

- (i) Index: iSTOXX® Global Demography Select 50 (Price) EUR Index (Bloomberg ticker: SXGD50P Index)
Index Sponsor: Stoxx Ltd (or any succeeding sponsor)
- (ii) Exchange: In respect of each component security of the Share Index, the principal stock exchange on which such component security is principally traded, as determined by the Calculation Agent
- (iii) Related Exchange: All Exchanges
- (iv) Valuation Date(s): The 8th of each calendar month from (and including) 8th December 2020 to (and including) 8th December 2022, provided that this is a Scheduled Trading Day, if not the following Scheduled Trading Day.
- (v) Initial Valuation Date: 15 December 2016
- (vi) Initial Price: The price of the Index on the Scheduled Closing Time on the Initial Valuation Date
- (vii) Not Applicable Extraordinary Event(s) Hedging Disruption
Increased Cost of Hedging

LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Not Applicable
- (ii) Estimate of total expenses related to admission to trading: Not Applicable

DISTRIBUTION

Dealer(s): AXA BANK EUROPE SA

OPERATIONAL INFORMATION

ISIN Code:	XS1494628560
Common Code:	149462856
Clearing System(s):	Euroclear/Clearstream
Principal Paying Agent:	Banque Internationale à Luxembourg (BIL)
Paying Agent:	AXA BANK EUROPE SA

SECONDARY MARKET

After the Initial Valuation Date, the price of the Notes will be calculated as follows:

Except in case of exceptional market conditions, AXA BANK EUROPE SA agrees to provide on a daily basis bid prices taking into account the valuation of the underlying financial structure and including a margin of maximum 1% and to buy Notes for a minimum Nominal Amount of EUR 1,000 (one thousand Euro). Prices of the Notes are subject to the then applicable market conditions, interest rates, forward rates, credit spreads of the relevant Issuer or the Guarantor as applicable, etc. These prices are based on the closing market conditions of the relevant date.

In case of sale of the Notes before maturity, the sale proceeds can be lower than the Redemption Amount.

AXA BANK EUROPE will provide an official confirmation of any Secondary Market Transaction in the week following the Trade Date of this Secondary Market Transaction.

Maximum Spread:	Not Applicable
Maximum Commission:	Not Applicable
Maximum Exit Penalty:	Not Applicable

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:

Duly authorised

Signed on behalf of the Guarantor:

By:

Duly authorised

PART B – SIMULATIONS

These simulations are fictitious examples and by no means represent reliable indicators.

Performance of the index between the initial value and the final value	Repayment of capital	Gross coupon
-20%	90%	0%
-6%	94%	0%
0%	100%	0%
15%	100%	15%
30%	100%	30%

PART C – SUMMARY

Summary of the
AXA BELGIUM FINANCE (NL) B.V.
and
AXA BANK EUROPE SA
NOTES ISSUANCE PROGRAMME
EUR 2,000,000,000

Introduction and warnings

A.1 **Warning:** This Summary should be read as introduction to the Prospectus. Any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a Court in an EEA State, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in such securities.

A.2 The Issuer authorises that this Base Prospectus, as supplemented from time to time, may be used for the purposes of a public offer within 12 months from the date of this Base Prospectus in Belgium, by any credit institution authorised pursuant to Directive 2006/48/EC or any investment firm authorised pursuant to Directive 2004/39/EC to conduct such offers (an Authorised Offeror).

Each offer and each sale of the Notes by an Authorised Offeror will be made in accordance with the terms and conditions agreed between such Authorised Offeror and the investor, including in relation to

the price, the allocation and the costs and/or taxes to be borne by an investor. The Issuer is not a party to any arrangements or terms and conditions in connection with the offer and sale of the Notes between the Authorised Offeror and an investor. This Base Prospectus does not contain the terms and conditions of any Authorised Offeror.

Issuers and guarantor

Issuer: AXA BELGIUM FINANCE (NL) B.V.

B.1 Legal and commercial name of the Issuer

Legal name: AXA BELGIUM FINANCE (NL) B.V.

Commercial name: AXA BELGIUM FINANCE (NL) B.V. (“ABF(NL)”)

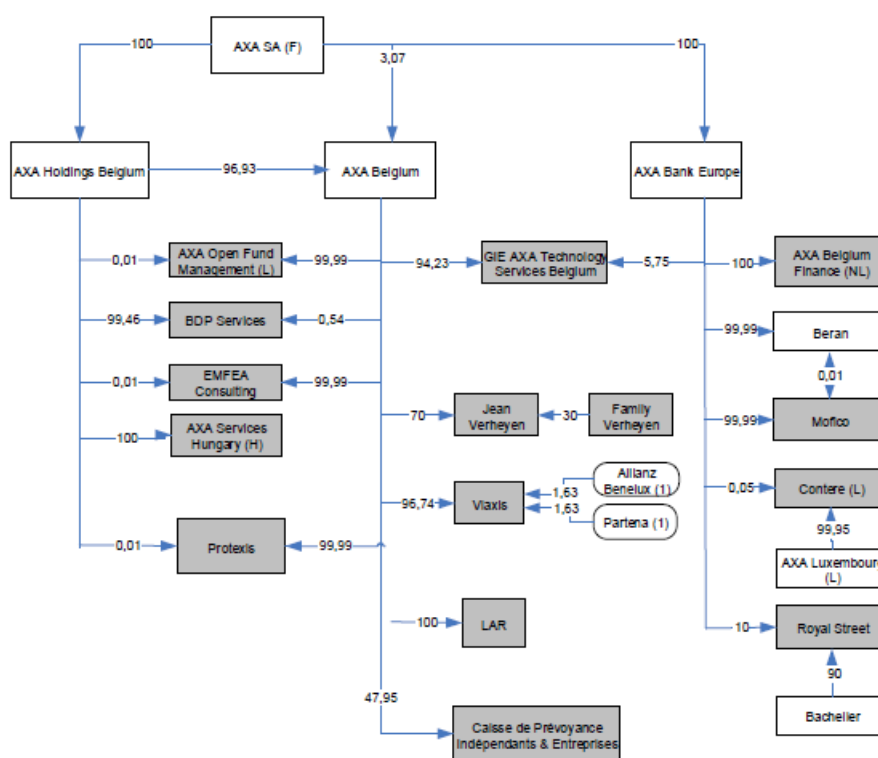
B.2 Domicile, legal form, legislation and country of incorporation

ABF(NL) was incorporated as a “besloten vennootschap” for an unlimited duration under the laws of the Netherlands on 30 October 1990 under the name of Ippa Finance Company B.V. On 21 March 2000 the name was changed to AXA Belgium Finance (NL) B.V. Its registered office is in Amsterdam and its business address is at 4835 NA Breda, Ginnekenweg 213 (The Netherlands).

B.4b Trends affecting the Issuer and its industry

See B.4b for AXA BANK EUROPE NV.

B.5 Position of the Issuer in its group



(1) out of group (F) France (L) Luxembourg (H) Hungary (in run off) (NL)The Netherlands

ABF(NL) is a wholly owned subsidiary of AXA BANK EUROPE and is part of the international group AXA (“AXA”). There is no arrangement that may result in a change of control of ABF(NL).

ABF(NL) acts as a finance company. ABF(NL) issues notes in the market, whereby proceeds of the issued notes are fully lent on to AXA BANK EUROPE or other entities of the AXA Group.

There have been no material contracts that are not entered into in the ordinary course of ABF(NL)’s business which could result in any member of the AXA group being under an entitlement that is material to ABF(NL)’s ability to meet its obligations to Noteholders.

B.9 Profit forecast or estimate

ABF(NL) does not disclose forecasts or estimations of its future results.

B.10 Qualifications in the audit report on the historical financial information

The relevant auditor's report with respect to the audited annual accounts of ABF(NL) for the years ended 31 December 2014 and 31 December 2015 were delivered without any reservations.

B.12 Selected historical key financial information

AXA BELGIUM FINANCE (NL) BV		
Summary per 31/12/2015 (in '000 EUR)		
	31/12/2015	31/12/2014
Assets	1.643.905	1.652.631
Shareholders' Equity	5.285	4.564
Liabilities	1.638.620	1.648.067
Profit	721	711

Interim key figures for the six months ended on June 30th, 2016 (unaudited):

Financial Position (in '000 EUR)	30/6/2016	31/12/2015
<i>Assets</i>	1.708.719	1.643.905
<i>Equity</i>	5.654	5.285
<i>Liabilities</i>	1.703.065	1.638.620
Profit	30/6/2016	30/6/2015
Profit	369	392

Material adverse change in the prospects

There has been no material adverse change in the prospects of ABF(NL) since 31 December 2015.

Significant changes in the financial or trading position

There has been no material adverse change in the financial or trading position of ABF(NL) since 31 December 2015.

B.13 Recent events relevant to the evaluation of the Issuer's solvency

ABF(NL) has made no investments since the date of the last published financial statements, and no principal future investments are planned. In addition, there has been no material adverse change in the prospects of ABF (NL) since 31 December 2015.

There have been no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which ABF (NL) is aware, during the last 12 months, which may have, or have had in the recent past, significant effects on ABF (NL)'s financial position or profitability.

B.14 Dependence upon other entities within the group

See B.5

B.15 Principal activities

ABF(NL) acts as a finance company. ABF(NL) issues notes in the market, whereby the proceeds of the issued notes are fully on-lent to AXA BANK or other entities of the AXA Group.

B.16 Direct or indirect control over the Issuer

ABF(NL) is fully owned and controlled by AXA BANK EUROPE.

B.17 Credit ratings assigned to the Issuer or its debt securities

Not applicable.

B.18 Nature and scope of the guarantees

Notes issued by ABF(NL) are guaranteed by AXA BANK.

The guarantee is 'Senior':

- Under the Senior Guarantee, the obligations of the AXA BANK will have the same priority as the other obligations of AXA BANK belonging to the same category (i.e. direct, unsecured, unconditional and unsubordinated obligations). This category (the 'ordinary creditors') has however a lower priority than the 'privileged creditors' (such as ONSS, State, Employees, etc.)

B.19 Information about the guarantor

See below information about AXA BANK EUROPE SA.

Guarantor:

AXA BANK EUROPE SA

B.1 Legal and commercial name of the Guarantor

Legal name: AXA BANK EUROPE SA

Commercial name: AXA BANK or AXA BANQUE

B.2 Domicile, legal form, legislation and country of incorporation

AXA BANK EUROPE SA ("AXA BANK") is a "naamloze vennootschap/société anonyme" of unlimited duration incorporated under Belgian law and registered with the Crossroads Bank for Enterprises under business identification number 0404.476.835. Its registered office is at 1170 Brussels, boulevard du Souverain 25, Belgium.

B.4b Trends affecting the Guarantor and its industry

1. Uncertain economic conditions

AXA BANK's business activities are dependent on the level of banking, finance and financial services required by its customers. Also, the market for debt securities issued by banks is influenced by economic and market conditions and, to varying degrees, market conditions, interest rates, currency exchange rates and inflation rates in other European and other countries. The profitability of the bank's businesses could, therefore, be adversely affected by a worsening of general economic conditions in its markets, as well as by foreign and domestic trading market conditions and/or related factors, including governmental policies and initiatives.

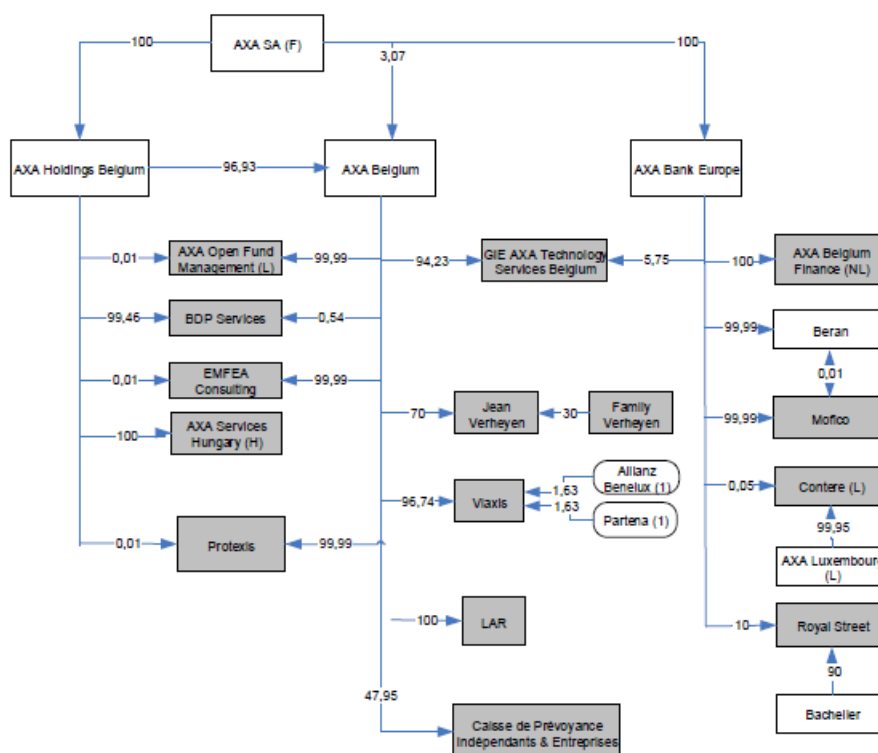
2. Global financial crisis and Eurozone debt crisis

The global financial system has suffered considerable turbulence and uncertainty in recent years and the outlook for the global economy over the near to medium term remains challenging. The default, or a significant decline in the credit rating, of one or more sovereigns or financial institutions could cause severe stress in the financial system generally and could adversely affect the markets in which AXA BANK operates.

3. Increased and changing regulation

Recent developments in the global markets have led to an increase in the involvement of various governmental and regulatory authorities in the financial sector and in the operations of financial institutions. In particular, governmental and regulatory authorities in Europe have already provided additional capital and funding requirements and or may in the future be introducing a significantly more restrictive regulatory environment including new accounting and capital adequacy rules, restrictions on termination payments for key personnel and new regulation of derivative instruments. Current regulation together with future regulatory developments could have an adverse effect on how AXA BANK conducts its business and on the result of the operations.

B.5 Position of the Guarantor in its group



(1) out of group (F) France (L) Luxembourg (H) Hungary (in run off) (NL)The Netherlands

AXA BANK EUROPE SA is a member of the AXA Group. AXA Group is an important global player whose ambition is to attain leadership in its core Financial Protection business. Financial Protection involves offering its customers - individuals as well as small, mid-size businesses - a wide range of products and services that meet their insurance, protection, savings, retirement and financial planning needs throughout their lives. Furthermore AXA BANK EUROPE offers hedging services to entities of the AXA Group.

B.9 Profit forecast or estimate

AXA BANK EUROPE does not disclose forecasts on its future results.

B.10 Qualifications in the audit report on the historical financial information

The relevant auditor's report with respect to the audited annual accounts of AXA BANK for the years ended 31 December 2014 and 31 December 2015 were delivered without any reservations.

B.12 Selected historical key financial information

AXA BANK EUROPE NV		
Summary per 31/12/2015 (in '000 EUR)		
	31/12/2015	31/12/2014
Assets	30,909,656	42,641,694
Equity	1,173,706	1,121,769
Liabilities	29,735,950	41,519,925
Profit/Loss	27,228	- 48,150

Material adverse change in the prospects

There has been no material adverse change in the prospects of AXA BANK since 31 December 2015.

Significant changes in the financial or trading position

There has been no material adverse change in the financial or trading position of AXA BANK since 31 December 2015.

B.13 Recent events relevant to the evaluation of the Guarantor's solvency

AXA BANK has made no investments since the date of the last published financial statements, and no principal future investments are planned.

A contract of sale was signed at the start of February 2016 covering the sale of all AXA Bank Europe's Hungarian activities. The effective transfer date is predicted to be in the last quarter of 2016, remaining subject to prior approval from the competent authorities, and the conditions of use.

In 2013, AXA Bank Europe has been indicted in connection with credits marketed to French property professionals in the '80s by Anhyp. AXA BANK is contesting the legitimacy of the claim and is currently contesting the referral to the criminal court. At the date of this prospectus, the procedure is ongoing.

There have been no other governmental, legal and arbitration proceedings (during a period covering the last 12 months) which may have, or have had in the recent past, significant effects on AXA BANK's financial position or profitability.

B.14 Dependence upon other entities within the group

See B.5

B.15 Principal activities

AXA BANK's object is to carry out the business of a credit institution. It is a member of the AXA Group, an important global player in the financial protection offering a wide range of products and services that meet the client's insurance, protection, savings, retirement and financial planning needs.

B.16 Direct or indirect control over the [Issuer] or [Guarantor]

AXA BANK is fully owned by AXA SA. The organizational structure of AXA BANK is based on a clear split between Supervisory and effective management accountabilities. The auditor of the bank is PricewaterhouseCoopers Bedrijfsrevisoren CVBA.

B.17 Credit ratings assigned to the [Issuer] or [Guarantor] or its debt securities

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

- 2010 S&P: A+/A-1/Stable outlook
- 2011 S&P: A+/A-1/Negative outlook
Moody's: A2/P-1/Stable outlook
- 2012 S&P: A+/A-1/Negative outlook
Moody's: A2/P-1/Negative outlook
- 19 Dec 2012 S&P: A/A-1/Stable outlook
Moody's: A2/P-1/Negative outlook
- 25 May 2014 S&P: A/A-1/Stable outlook
Moody's: A2/P-1/Stable outlook
- 15 Oct 2014 S&P: A/A-1/Positive outlook
Moody's: A2/P-1/Stable outlook

Securities

C.1 Type, class and identification number

Senior Notes in bearer form

ISIN code: XS

C.2 Currency

EURO (EUR)

C.5 Restrictions on the free transferability

None (except to U.S. persons)

C.8 Rights attached to the securities including ranking and limitations to those rights

The Notes are governed by and construed in accordance with Belgian Law.

The Notes are direct, unconditional and unsecured obligations of the Issuer and rank without any preference among themselves, with all other obligations of the Issuer of the same category, only to the extent permitted by laws relating to creditor's rights. This category can be seen as the "ordinary creditors" and has a lower priority than the "privileged creditors" (ONSS, State, Employees, etc)

C.9 Underlying on which the rate is based

Share index: iSTOXX® Global Demography Select 50 (Price) Index

Issue date, maturity date and arrangements for the amortization of the loan, including the repayment procedures

Issue Date: 15 December 2016

Maturity Date: 15 December 2022

Redemption Amount of each Note: Variable Linked Redemption:

On the Maturity Date: 15 December 2022

$$\text{Denomination} \times \left(1 + \text{MAX} \left[-10\%; \text{MIN} \left(\frac{\text{Final Price}}{\text{Initial Price}} - 1; 0\% \right) \right] \right)$$

Where :

Final Price means the closing level of the Share Index calculated as the arithmetic average of the Price of the Index on the Valuation Dates.

Initial Price means the price of the Index on the Scheduled Closing Time on the Initial Valuation Date.

And where:

Each Valuation Date is: The 8th of each calendar month from (and including) 8th December 2020 to (and including) 8th December 2022, subject to adjustment according to the Business Day Convention.

C.10 How is the value of the securities affected by the value of the underlying instrument(s)?

Variable Linked Rate:

On the Interest Payment Date (t) :

$$\text{MAX} \left(0\%; \text{MIN} \left[\left(\frac{\text{Final Price}}{\text{Initial Price}} - 1 \right); 50\% \right] \right)$$

Where :

Final Price means the closing level of the Share Index calculated as the arithmetic average of the Price of the Index on the Valuation Dates.

Initial Price means the price of the Index on the Scheduled Closing Time on the Initial Valuation Date

And where:

The Interest Payment Date (t) is: 15 December 2022

Each Valuation Date is: The 8th of each calendar month from (and including) 8th December 2020 to (and including) 8th December 2022, provided that this is a Scheduled Trading Day, if not the following Scheduled Trading Day.

The Initial Valuation Date is:

15 December 2016

Variable Linked Redemption:

On the Maturity Date: 15 December 2022

$$\text{Denomination} \times \left(1 + \text{MAX}\left[-10\%; \text{MIN}\left(\frac{\text{Final Price}}{\text{Initial Price}} - 1; 0\%\right)\right]\right)$$

Where :

Final Price means the closing level of the Share Index calculated as the arithmetic average of the Price of the Index on the Valuation Dates.

Initial Price means the price of the Index on the Scheduled Closing Time on the Initial Valuation Date

C.11 Admission to trading

Not Applicable

C.20 Type of the underlying and where information on the underlying can be found

Type of underlying: Share Index

iSTOXX® Global Demography Select 50 (Price) Index

Information available at: http://www.stoxx.com/indices/index_information.html?symbol=SXW1SEE.

Code Isin CH0321940899

Risk factors

D.2 Key risk specific to the Issuer and to the Guarantor

Like other banks, AXA BANK faces financial risk in the conduct of its business, such as credit risk, operational risk and market risk (including liquidity risk). Furthermore, AXA BANK faces regulatory risk, the uncertain economic conditions and the competition across all the markets.

Considering the close relationship with, and the guarantee of the obligations of ABF(NL) by, AXA BANK, the risk factors as set out above in respect of AXA BANK may also apply, directly and/or indirectly, to ABF(NL).

- General credit risks are inherent in a wide range of AXA BANK's businesses. These include risks arising from changes in the credit quality of its borrowers and counterparties and the inability to recover loans and any amounts due.
- Market risks are all the risks linked to the fluctuations of market prices, including, principally, exposure to loss arising from adverse movements in interest rates, and, to a lesser extent, foreign exchange rates and equity prices, stemming from AXA BANK's activities.
- Operational risk is the risk of financial or non-financial impact resulting from inadequate or failed internal processes, people and systems, or from external events. The definition includes legal and reputation risk but excludes strategic risk and expenses from commercial decisions. Although AXA BANK has implemented risk controls and loss mitigation actions, and has resources devoted

to developing efficient procedures and staff awareness, full protection against operational risks can never be attained, due to the very nature of these risks.

- Liquidity risk management at AXA BANK is guided by internal and prudential liquidity ratios. Strict limits also apply with regard to the part that can be funded in the short term and the part that can be raised on the interbank market.

The Terms and Conditions of the Notes enable each Issuer to substitute itself as principal debtor under the Notes another company of the group to which the Issuer belongs. Such a substitution is subject to certain conditions, including that (i) the Guarantee must remain in place in case of substitution of ABF (NL) and that (ii) the substitute must have a long term credit rating of at least the same level as AXA BANK, in case of substitution of AXA BANK. This substitution aims to enable intragroup reorganisations, such as mergers or reallocation of financing activities within the group (which may be driven by a variety of reasons, such as structural optimization, regulatory changes). A substitution will result in the Noteholders not having the same issuer as the initial issuer, albeit the substitute issuer will be part of the same group. In case of substitution, a new base prospectus will need to be published if the substitute issuer wants to issue notes under the Programme after that the substitution has become effective.

D.6 Key risk specific to the derivative securities

Warning:

- **The holder of derivative securities could lose all or a substantial portion of the value of his investment in such securities.**

Provisions for calling meetings of Noteholders permit defined majorities to bind all Noteholders including Noteholders who did not attend and vote at the relevant meeting and Noteholders who voted in a manner contrary to the majority.

No assurance can be given as to the impact of any possible judicial decision or change to the law or administrative practice after the date of issue of the relevant Notes.

In addition, any relevant tax law or practice applicable as at the date of this Prospectus and/or the date of purchase or subscription of the Notes may change at any time.

The Terms and Conditions of the Notes may enable the Issuer and/or the Calculation Agent to make a unilateral modification to the essential features of the Notes or to redeem the Notes before maturity.

Regarding the compliance with Book VI of the Belgian Code of Economic Law in respect of Notes issued under the Programme and placed in the framework of a public offer in Belgium, the following principles will apply. For this purpose, a public offer has the meaning set forth in Article 3 of the Belgian Act of 16 June 2006 on the public offer of investment instruments and the admission to trading of investment instruments on a regulated market. The Issuer and/or the Calculation Agent is only allowed to make a unilateral modification to the essential features of the Notes (see “Consequences of Extraordinary Events” in each type of underlying of section 9.7.1) on the cumulative conditions that (i) such right is limited to events of force majeure or other events which significantly modify the economy of the Note and for which the Issuer is not responsible ; (ii) the modification does not create an imbalance between the rights and obligations of the parties to the Note, to the detriment of the Noteholders. This means that the Issuer and/or the Calculation Agent will take all measures and pay every effort to continue the Note under similar circumstances; and (iii) no costs are charged to the Noteholder.

Events which are inherent in the business and core activities of the Issuer, such as a “Hedging Disruption” and “Increased Cost of Hedging”, can be considered neither as force majeure nor as events that give the Issuer and/or the Calculation Agent the right to make a unilateral modification to essential features of the Notes or to early redeem the Notes.

Modifications which are not unilateral, such as modifications agreed upon by the Noteholders or upon a majority decision of the Noteholders as provided for in the Terms and Conditions in accordance with Conditions 9.17 Notices and 9.18 Meeting of Noteholders, are possible at any time.

Regarding the early redemption right (see “Consequences of Extraordinary Events” in each type of underlying of section 9.7.1), pursuant to Article VI.83, 10° of the Belgian Code of Economic Law (i) such right is limited to events of force majeure or other events which significantly modify the economy of the Note and for which the Issuer is not responsible and (ii) the Issuer will early redeem the Notes at their Fair Market Value, without deduction of any costs.

However, if, for capital protected or guaranteed Notes and except in the case of a force majeure event, the Issuer and/or the Calculation Agent did not manage to continue the Note under similar economic circumstances, the consequence of an extraordinary event will be monetization (see “Consequences of Extraordinary Events” in each type of underlying of section 9.7.1) without deduction of any costs

In case of such monetization of the Note, the Noteholders will be granted the right, as an alternative to the monetization, to sell the Note to the Issuer or to an agent appointed by the Issuer at market value. In both solutions, no deduction of any costs will be applied and the costs already borne by the Noteholders will be refunded pro rata temporis to the Noteholders.

The investment activities of certain investors are subject to investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent Notes are legal investments for it.

Potential investors should be aware that:

- i. the market price of such Notes may be volatile;
- ii. an underlying index or underlying indices may be subject to significant changes, whether due to the composition of the index itself, or because of fluctuations in value of the indexed assets;
- iii. the resulting interest rate may be less (or may be more) than that payable on a conventional debt security issued by each Issuer at the same time;
- iv. payment of principal or interest may occur at a different time or in a different currency than expected;
- v. the holder of a non capital guaranteed Variable Linked Note could lose all or a substantial portion of the principal of such Note (whether payable at maturity or upon redemption or repayment), and, if the principal is lost, interest may cease to be payable on the Variable Linked Note;
- vi. a Relevant Factor may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices;
- vii. if a Relevant Factor is applied to Notes in conjunction with a multiplier greater than one or contains some other leverage factor, the effect of changes in the Relevant Factor on principal or interest payable will likely be magnified;
- viii. the timing of changes in a Relevant Factor may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the Relevant Factor, the greater the effect on yield;
- ix. the risks of investing in a Variable Linked Note encompass both risks relating to the underlying indexed securities and risks that are linked to the Note itself;
- x. any Variable Linked Note that is indexed to more than one type of underlying asset, or on formulas that encompass the risks associated with more than one type of asset, may carry levels of risk that are greater than Notes that are indexed to one type of asset only;
- xi. it may not be possible for investors to hedge their exposure to these various risks relating to Variable Linked Notes;
- xii. a significant market disruption could mean that the index on which the Index Linked Notes are based ceases to exist; and
- xiii. the index may cease to be published, in which case it may be replaced by an index which does not reflect the exact Relevant Factor, or, in the case where no replacement index exists, the cessation of publication of the index may lead to the early redemption of the Notes.]

Notes with variable interest rates can be volatile investments, especially if they are structured to include multipliers or other leverage factors, or caps or floors.

Investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market.

The market price of Variable Linked Notes with a multiplier or other coverage factor may be volatile, and the value of such Notes on the secondary market is subject to greater levels of risk than is the value of other Notes.

The formula used to determine the amount of principal, premium and/or interest payable with respect to the Variable Linked Notes contains a multiplier or leverage factor, the effect of any change in the applicable currency, stock, interest rate or other index will therefore be increased.

Warning:

- A Noteholder's actual yield on the Notes may be reduced from the stated yield by transaction costs.
- A Noteholder's effective yield on the Notes may be diminished by the tax impact on that Noteholder of its investment in the Notes.

Offer

E.2b Reasons for the offer and use of proceeds

The net proceeds of the Notes will be applied for general corporate purposes of AXA BANK. ABF (NL) will lend the proceeds to AXA BANK.

E.3 Terms and conditions of the offer

1	Specified Currency or Currencies:	EUR
2	Maximum Amount:	
	(i) Series:	EUR 150,000,000
	(ii) Tranche:	EUR 150,000,000
3	Minimum Amount:	
	(i) Series:	EUR 5,000,000
	(ii) Tranche:	EUR 5,000,000
4	Offering Period:	From 3 October 2016 to and including 8 December 2016 (except in case of early closing)
5	Issue Price:	100 per cent.
6	Brokerage Fee:	None
7	Denominations:	EUR 1,000
8	Issue Date:	15 December 2016
9	Maturity Date:	15 December 2022
10	Interest Basis:	Variable Linked Rate
11	Redemption/Payment Basis:	Variable Linked Redemption