

Return of Allotment of Shares

Please complete in typescript,
or in bold black capitals.

CHFP010

Company Number

78950

Company Name in full

AXA Insurance UK plc

Shares allotted (including bonus shares):

Date or period during which shares were allotted (if shares were allotted on one date enter that date in the "from" box)	From			To		
	Day	Month	Year	Day	Month	Year
	1	5	2	0	0	0
Class of shares (ordinary or preference etc)	ORDINARY					
Number allotted	28,000,000					
Nominal value of each share	£0.25					
Amount (if any) paid or due on each share (including any share premium)	£3.57143					

List the names and addresses of the allottees and the number of shares allotted to each overleaf

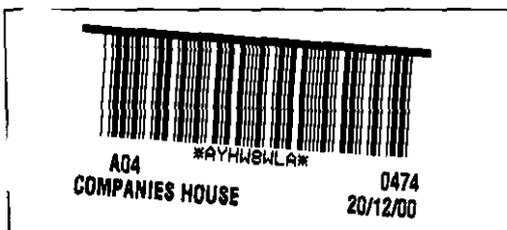
If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up			
Consideration for which the shares were allotted			
(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)			

When you have completed and signed the form send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
For companies registered in England and Wales

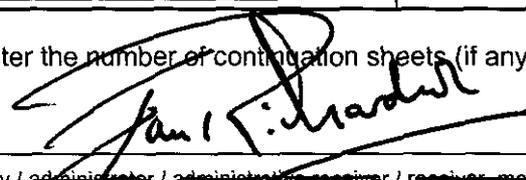
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
For companies registered in Scotland DX 235 Edinburgh



Names and addresses of the allottees (List joint share allotments consecutively) Company No 78950

Shareholder details	Shares and share class allotted	
Name AXA Insurance plc	Class of shares allotted £0.25 ORDINARY	Number allotted 28,000,000
Address 107 Cheapside, London, England		
UK postcode <u>EC2V 6DU</u>		
Name	Class of shares allotted	Number allotted
Address		
UK postcode _____		
Name	Class of shares allotted	Number allotted
Address		
UK postcode _____		
Name	Class of shares allotted	Number allotted
Address		
UK postcode _____		

Please enter the number of continuation sheets (if any) attached to this form 0

Signed  Date 19 December 2000
A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

AXA UK plc, Group Company Secretary's Department, 107	
Cheapside, EC2V 6DU, London	
Tel 020 7645 1600	
DX number	DX exchange

