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October 25, 2021

Ulrike Decoene
Group Chief Communications, Brand and Sustainability Officer
AXA
Tour Majunga
6, Place de la Pyramide - 92908 Paris – La Défense Cedex France

Re: Second Amendment (the "Amendment") to that certain interim letter effective January 21, 2021 between AXA ("Client") and Daniel J. Edelman, Inc. doing business as Edelman ("Edelman").

Dear Ulrike Decoene:

Subject to the full execution of this Amendment, Client and Edelman hereby agree to amend the interim letter as follows:

**TERM EXTENSION THROUGH DECEMBER 31, 2022**
The parties hereby agree that notwithstanding the previous expiration of the interim letter, effective December 2021, the term of the interim letter will be extended and will continue in full force and effect through December 31, 2022.

**APPENDIX A -1**
The parties hereby agree Edelman will continue to perform services through December 31, 2022. Such services are attached hereto and incorporated into the interim letter as Appendix A-2.

Except as specifically amended by this Amendment, all other terms and conditions of the interim letter shall continue in full force and effect during the extended term of the interim letter. A copy of the interim letter is attached for reference.

If the foregoing terms and conditions are acceptable, please sign and date both originals of this Amendment and return one (1) original to Edelman.

ACCEPTED AND AGREED TO ON THIS 10th DAY OF DECEMBER 2021.

**AXA**

By: 

Printed Name: Ulrike Decoene

Title: Group Chief Communications, Brand and Sustainability Officer

**DANIEL J. EDELMAN, INC.**

By: Vik Tohan

Printed Name: Vik Tohan

Title: EVP Finance





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**APPENDIX A-1**
**AXA and Edelman**
**STATEMENT OF WORK**
**PROJECT NAME: 2022 Public Affairs & Policy Communications**
**January 1, 2022 – December 31, 2022**

## OVERVIEW

Edelman will continue to provide public affairs and communication strategy to implement a communications program for Client in the US. This program is designed to increase the visibility of Client and its leadership among key established stakeholder groups by implementing a multi-prong strategy, built on a foundation of targeted influencer mapping. This approach will maximize Client's attention on priority topics, as well as positively position Client with priority audiences.

This description of services details the deliverables we will provide, along with an estimated scope of work and budget.

## DESCRIPTION OF SERVICES & ACTIVITIES

| Services | Activities |
|---|---|
| **Strategic Planning** | • Develop a map of key stakeholders and government officials in the US who may affect policy on matters that are a priority for the Client.<br>• Track and monitor public statements and activities to inform future conversations and alterations in strategy |
| **Executive Visibility** | • Research and identify opportunities for Client leaders to participate in thought leadership events<br>• Support events and engagements to promote Client executives<br>• Assist in introductions and outreach to US based media around thought leadership events |
| **Strategic Outreach & Education** | • Leverage the messaging, foundational research, and map, to schedule and support a series of meetings in the US.<br>• Conduct outreach and scheduling for these meetings.<br>• Develop a calendar and recommended cadence of calls or meetings to facilitate personal, one-on-one conversations on the topic of the day.<br>• Provide a briefing memo prior to each call or meeting. |

Any items not contemplated above will be considered outside the Scope of Services. If Client expands the Scope of Services, the amount required to perform the additional services will be agreed upon and an Addendum will be attached to the current Statement of Work.

## Budget

| | |
|---|---|
| Professional Fees: | **$282,000** |
| Internal Expenses (6%): | **$16,920** |
| Estimated Expenses:<br>*(includes 10% markup on 3rd party expenses)* | **$As Incurred** |





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**Total**: **$298,920 plus expenses as incurred**

Client authorizes Edelman to bill up to ten percent (10%) over the estimated expense amounts in the above Budget without seeking further approval. If staff expenses are anticipated to exceed ten percent (10%) over the estimated amounts, Edelman will issue an addendum to the current SOW for Client approval.

**TERMS**

**Fee Billing.** Edelman shall invoice Client in accordance to the payment schedule set forth below. Fees are based on the Scope of Services above and not based on actual hours. As such, Edelman shall not be obligated to provide Client with hourly billing detail.

**Expense Billing.** Edelman shall invoice Client the actual out-of-pocket expense amount(s) at the end of the month on an as-incurred basis. Actual expenses may vary from any estimated amounts provided in the Budget section.

**Invoices.** Edelman will render invoices to include professional services in one lump sum and expenses by category. Documentation for out-of-pocket expenses will be available upon request. Payment of the invoices will be due net thirty (30) days from the invoice date. All such invoices shall be addressed to:

| | |
|---|---|
| Name:<br><br>Company Name:<br><br>Address: | Ulrike Decoene<br>Group Chief Communications, Brand and Sustainability Officer<br><br>AXA<br>25 avenue Matignon<br>75008 Paris<br>France<br><br>ulrike.decoene@axa.com |

**RETAINER BILLING SCHEDULE**

| ESTIMATED INVOICE DATE (mm/dd/yyyy) | AMOUNT $ |
|---|---|
| 01/01/2022 | $24,910 |
| 02/01/2022 | $24,910 |
| 03/01/2022 | $24,910 |
| 04/01/2022 | $24,910 |
| 05/01/2022 | $24,910 |
| 06/01/2022 | $24,910 |
| 07/01/2022 | $24,910 |
| 08/01/2022 | $24,910 |
| 09/01/2022 | $24,910 |
| 10/01/2022 | $24,910 |
| 11/01/2022 | $24,910 |
| 12/01/2022 | $24,910 |
| | $298,920* |

**includes 6% internal expense charge*





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