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OMB No. 1124-0004; Expires July 31, 2023

U.S. Department of Justice

Washington, DC 20530

Exhibit B to Registration Statement Pursuant to the Foreign Agents Registration Act of 1938, as amended

INSTRUCTIONS. A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. Compliance is accomplished by filing an electronic Exhibit B form at https://www.fara.gov.

Privacy Act Statement. The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the FARA Unit in Washington, DC. Statements are also available online at the FARA Unit's webpage: https://www.fara.gov. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: https://www.fara.gov .

Public Reporting Burden. Public reporting burden for this collection of information is estimated to average .32 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, FARA Unit, Counterintelligence and Export Control Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant	2. Registration Number
Daniel J. Edelman, Inc.	3634

3. Name of Foreign Principal
AXA

Check Appropriate Box:

4. ☒ The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.

5. ☐ There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.

6. ☐ The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.

7. What is the date of the contract or agreement with the foreign principal? 01/01/2023

8. Describe fully the nature and method of performance of the above indicated agreement or understanding.

Edelman will continue to provide public affairs and communication strategy to implement a communications program for client in the U.S.

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9. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Edelman will continue to provide PR services to increase the visibility of Client and its leadership among key established stakeholder groups including media monitoring, public statements, media coverage of key policy issues (climate), and provide meeting support with identified key stakeholders.

10. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act[1].

Yes ☒ No ☐

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose. The response must include, but not be limited to, activities involving lobbying, promotion, perception management, public relations, economic development, and preparation and dissemination of informational materials.

Edelman will perform media monitoring, public statements and media coverage of key policy issues (climate), craft messaging, and provide meeting support with identified key stakeholders.

11. Prior to the date of registration[2] for this foreign principal has the registrant engaged in any registrable activities, such as political activities, for this foreign principal?

Yes ☐ No ☐ N/A - This statement is filed to update the registrant's agreement/contract with the foreign principal.

If yes, describe in full detail all such activities. The response should include, among other things, the relations, interests, and policies sought to be influenced and the means employed to achieve this purpose. If the registrant arranged, sponsored, or delivered speeches, lectures, social media, internet postings, or media broadcasts, give details as to dates, places of delivery, names of speakers, and subject matter. The response must also include, but not be limited to, activities involving lobbying, promotion, perception management, public relations, economic development, and preparation and dissemination of informational materials.

Set forth below a general description of the registrant's activities, including political activities.

Set forth below in the required detail the registrant's political activities.

Date	Contact	Method	Purpose

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12. During the period beginning 60 days prior to the obligation to register[3] for this foreign principal, has the registrant received from the foreign principal, or from any other source, for or in the interests of the foreign principal, any contributions, income, money, or thing of value either as compensation, or for disbursement, or otherwise?

Yes ☐ No ☐ N/A - This statement is filed to update the registrant's agreement/contract with the foreign principal.

If yes, set forth below in the required detail an account of such monies or things of value.

Date Received	From Whom	Purpose	Amount/Thing of Value

13. During the period beginning 60 days prior to the obligation to register[4] for this foreign principal, has the registrant disbursed or expended monies or things of value in connection with activity on behalf of the foreign principal or transmitted monies or things of value on behalf of the foreign principal or transmitted monies or things of value to the foreign principal?

Yes ☐ No ☐ N/A - This statement is filed to update the registrant's agreement/contract with the foreign principal.

If yes, set forth below in the required detail an account of such monies or things of value.

Date	Recipient	Purpose	Amount/Thing of Value

1 "Political activity," as defined in Section 1(o) of the Act, means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.

2,3,4 Pursuant to Section 2(a) of the Act, an agent must register within ten days of becoming an agent, and before acting as such.

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EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date	Printed Name	Signature
01/30/2023	Raquel daFonseca	/s/Raquel daFonseca

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EXECUTION

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date	Printed Name	Signature
1-30-23	Raquel dafonseca	

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January 11, 2023

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

Re: Third 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, 2023
The parties hereby agree that notwithstanding the previous expiration of the interim letter, effective December 2022, the term of the interim letter will be extended and will continue in full force and effect through December 31, 2023.

APPENDIX A -3
The parties hereby agree Edelman will continue to perform services through December 31, 2023. Such services are attached hereto and incorporated into the interim letter as Appendix A-3.

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 20th DAY OF JANUARY 2023.

AXA	**DANIEL J. EDELMAN, INC.**
By: _____	By: _____
Printed Name: Ulrike Decoene	Printed Name: Sean Neary
Title:Group Chief Communications, Brand and Sustainability Officer	Title: MD

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APPENDIX A-3
AXA and Edelman
STATEMENT OF WORK
PROJECT NAME: 2022 Public Affairs & Policy Communications
January 1, 2023 – December 31, 2023

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. • 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 • Support events and engagements to promote Client executives • 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. • Conduct outreach and scheduling for these meetings. • Develop a calendar and recommended cadence of calls or meetings to facilitate personal, one-on-one conversations on the topic of the day. • 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%):	**$16,920**
Estimated Expenses: *(includes 10% markup on 3rd party expenses)*	**$As Incurred**
Total:	**$298,920 plus expenses as incurred**

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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. If applicable, sales tax, VAT, or other transactional taxes will be charged in addition to the budgeted amount and will appear as a separate line item at the bottom of the invoice. Payment of the invoices will be due net thirty (30) days from the invoice date. All such invoices shall be addressed to:

Name:	Ulrike Decoene Group Chief Communications, Brand and Sustainability Officer
Company Name:	AXA
Address:	Tour Majunga 6, Place de la Pyramide - 92908 Paris – La Défense Cedex France
	ulrike.decoene@axa.com

Company Headquarters Information:

Company Name:	AXA
Address:	Tour Majunga 6, Place de la Pyramide - 92908 Paris – La Défense Cedex France

RETAINER BILLING SCHEDULE

ESTIMATED INVOICE DATE (mm/dd/yyyy)	AMOUNT $
01/01/2023	$24,910
02/01/2023	$24,910
03/01/2023	$24,910
04/01/2023	$24,910
05/01/2023	$24,910
06/01/2023	$24,910
07/01/2023	$24,910
08/01/2023	$24,910
09/01/2023	$24,910
10/01/2023	$24,910
11/01/2023	$24,910

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ESTIMATED INVOICE DATE (mm/dd/yyyy)	AMOUNT $
12/01/2023	$24,910
	$298,920*

includes 6% internal expense charge

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