

**AXA WORLD FUNDS**

(en abrégé : “AXA WF”)

**Société d’Investissement à Capital Variable**

**Registered office: 49, avenue J.F. Kennedy, L-1855 Luxembourg**

**R.C.S. Luxembourg B-63116**

Luxembourg, October 10<sup>th</sup>, 2016

Dear Shareholder,

As the Extraordinary General Meeting held on September 30<sup>th</sup>, 2016 at 11.00 a.m. did not reach the required quorum, we are pleased to invite you to attend the second Extraordinary General Meeting of the shareholders of the Company, which will be held on November 17<sup>th</sup>, 2016 at 11.00 a.m. (Luxembourg time), at 49, Avenue J-F Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg, with the agenda mentioned below. The second Extraordinary General Meeting can validly deliberate on the items of the agenda whatever the proportion of the represented capital may be. The resolution on each item of the agenda shall be passed by the affirmative vote of at least two thirds of the votes cast at the meeting.

**Agenda**

- 1) Approving the amendment and update of the article 10 of the articles of incorporation of the Company (the “Articles”) in order to remove the reference to the date and time of the annual general meeting of shareholders which one has to be held not later than 4 months after the end of each financial year.**

**Consequently, the first paragraph of article 10 should be read as follow:**

*“The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, within four (4) months of the end of each financial year, in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the convening notice of such meeting. The annual general meeting may be held abroad, if, in the absolute and final judgment of the Board, exceptional circumstances so require.”*

- 2) Approving the amendment and update of the article 4 of the Articles in order to remove the conditions according to which the transfer of the registered office of the Company decided by the Board should be possible (i) if it is authorized by Luxembourg law and (ii) if it is compliant with commercial companies practice.**

**Consequently, the second paragraph of article 4 should be read as follow:**

*“The Board may further decide to transfer permanently the registered office of the Company within the same municipality, or from a municipality to another municipality within the Grand Duchy of Luxembourg and amend these articles of incorporation accordingly.”*

- 3) Approving of the coordinated Articles**

- 4) Miscellaneous**

Should you be unable to attend this meeting in person, please return the enclosed form of proxy by mail, duly executed and signed, to the Company at the below mentioned address no later than November 15<sup>th</sup>, 2016. Notwithstanding the above formality, you may send a copy by facsimile at the following number: (+ 352) 464 010 413.

Shareholders wishing to participate at the meeting should confirm their attendance no later than November 15<sup>th</sup>, 2016 by registered mail to the Company at the following address:

State Street Bank Luxembourg S.C.A.  
49, Avenue J-F Kennedy  
L-1855 Luxembourg  
For the attention of Mrs Marie-Hélène Iagnemma

Yours sincerely,  
The Board of Directors

## POWER OF ATTORNEY

The undersigned \_\_\_\_\_, holder of \_\_\_\_\_ shares of

**AXA World Funds** (the "Company"), [enter name of the sub-fund]

and duly entitled to vote on behalf of these shares, hereby authorises with power of substitution the Chairman of the extraordinary general meeting, to represent the undersigned at the Extraordinary General Meeting of shareholders of the Company which will take place on November 17<sup>th</sup>, 2016 at 11 a.m. (Luxembourg time) before a Luxembourg public notary in Luxembourg at the registered office of the Company, 49, Avenue J.F. Kennedy, L-1855 Luxembourg, Grand-Duché de Luxembourg, with the agenda mentioned below.

The undersigned hereby gives and grants to the proxy holder full power and authorization to do and perform all acts necessary or incidental to the exercise of the powers herein specified as fully, to all intents and purposes as might or could be done by the undersigned if personally present, and hereby ratifies and confirms all that the said agent shall lawfully do or cause to be done by virtue thereof.

The undersigned hereby agrees that by failing to complete any or all the boxes, the proxy holder will be entitled to cast the votes at its discretion.

1. FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN <input type="checkbox"/>	<p>1) <b>Approving the amendment and update of the article 10 of the Articles in order to remove the reference to the date and time of the annual general meeting of shareholders which one has to be held not later than 4 months after the end of each financial year.</b></p> <p><b>Consequently, the first paragraph of article 10 should be read as follow:</b></p> <p><b><i>“The annual general meeting of shareholders shall be held, in accordance with Luxembourg law, within four (4) months of the end of each financial year, in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the convening notice of such meeting. The annual general meeting may be held abroad, if, in the absolute and final judgment of the Board, exceptional circumstances so require.”</i></b></p>
2. FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN <input type="checkbox"/>	<p>2) <b>Approving the amendment and update of the article 4 of the Articles in order to remove the conditions according to which the transfer of the registered office of the Company decided by the Board should be possible (i) if it is authorized by Luxembourg law and (ii) if it is compliant with commercial companies practice.</b></p> <p><b>Consequently, the second paragraph of article 4 should be read as follow:</b></p> <p><b><i>“The Board may further decide to transfer permanently the registered office of the Company within the same municipality, or from a municipality to another municipality within the Grand Duchy of Luxembourg and amend these articles of incorporation accordingly.”</i></b></p>

3. FOR <input type="checkbox"/> AGAINST <input type="checkbox"/> ABSTAIN <input type="checkbox"/>	<b>3) Approving of the coordinated Articles</b>

This proxy will remain in force and allow to validly represent the undersigned in the Extraordinary General Meeting of shareholders which will state on the above agenda if, for whatsoever reason, the Extraordinary General Meeting is to be continued, postponed or adjourned. The person authorised may vote on any items of the agenda and sign all necessary documents.

The undersigned declares that he/she will, if required, ratify the votes made by his/her representative.

Given in .....

By.....

\_\_\_\_\_  
Authorized signatory

After filling in and duly signing, the form has to be sent no later than November 15<sup>th</sup>, 2016 to the following address:

State Street Bank Luxembourg S.C.A.  
49, Avenue J-F Kennedy  
L-1855 Luxembourg  
To the attention of Mrs. Marie-Hélène Iagnemma

Or by fax to the following number: (+352) 464 010 413

All proxies received after November 15<sup>th</sup>, 2016 will be considered as null and void.