

**AXA EQUITABLE HOLDINGS, INC.
CORPORATE GOVERNANCE GUIDELINES**

As Adopted by the Board of Directors
Effective as of May 9, 2018

The Board of Directors (the “Board”) of AXA Equitable Holdings, Inc. (the “Corporation”) has adopted the following guidelines as a general framework to assist the Board in carrying out its responsibility for the business and affairs of the Corporation to be managed by or under the direction of the Board and in furtherance of its continuing effort to enhance its corporate governance. These guidelines are in addition to, and are not intended to change or interpret, any federal or state law or regulation, including the Delaware General Corporation Law (the “DGCL”), the Corporation’s Amended and Restated Certificate of Incorporation or Amended and Restated By-laws (the “By-laws”), or the Shareholder Agreement, dated May 4, 2018 (the “Shareholder Agreement”), between the Corporation and AXA S.A., as the same may be amended from time to time. The Board and the Nominating and Corporate Governance Committee of the Board will review and amend these guidelines from time to time as they deem necessary and appropriate.

1. Board and Director Responsibilities

The business and affairs of the Corporation will be managed under the direction of the Board. Each director will act in what he or she reasonably believes to be in the best interests of the Corporation and its stockholders, and must exercise his or her business judgment.

Each director, will, in the performance of such director’s duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation’s officers or employees, or committees of the Board, or by any other person as to matters such director reasonably believes are within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

As a condition of service, each director will maintain the confidential nature of all Board deliberations and discussions and any non-public information about the Corporation.

2. Size of the Board

Pursuant to the terms of the Shareholder Agreement, the Board will initially consist of nine directors, which number may be modified by resolution adopted from time to time by the Board, but shall not be less than one. Subject to the terms of the Shareholder Agreement, the Board may consider expanding its size to accommodate an outstanding candidate or candidates or in order to meet applicable independence requirements imposed by law or stock exchange regulation or reducing its size if the Board determines that a smaller Board would be more appropriate, subject to compliance with applicable laws and stock exchange requirements. The Nominating and Corporate Governance Committee will periodically review the size of the Board and recommend any proposed changes to the Board. In conducting its periodic assessment of the composition of the Board, the Nominating and Corporate Governance Committee will make recommendations for changes in the size of the Board as appropriate, taking into account the goal of having a Board size appropriate to provide diversity of thought and experience, as well as individual accountability, subject to the terms of the Shareholder Agreement.

3. Director Qualification Standards

Pursuant to the exemption provided to “controlled companies” by the rules of the New York Stock Exchange (“NYSE”) for such time that the Corporation qualifies as a “controlled company,” the

Corporation will not be required to have a majority of independent directors. Within sixty days of the date that the Corporation ceases to qualify as a “controlled company,” the Board will have a majority of members who will satisfy the independence requirements of the NYSE relating to directors. A director will be deemed independent if the Board has made an affirmative determination that such director has no material relationship with the Corporation (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Corporation). The Board will review the independence of each director annually, or more frequently if required by applicable law or stock exchange regulation.

4. Office of Chairperson

Until the first date on which AXA S.A. ceases to beneficially own more than 50% of the outstanding shares of common stock of the Corporation, an AXA Director (as defined in the Shareholder Agreement) shall serve as the Chairperson of the Board. Should AXA S.A. cease to beneficially own more than 50% of the outstanding shares of common stock of the Corporation, a Chairperson of the Board will be elected by the Board from among its members to preside at all meetings of the Board. Subject to the terms of the Shareholder Agreement, it is the policy of the Board that it may choose in its discretion whether to separate or combine the offices of Chairperson of the Board and Chief Executive Officer on a case-by-case basis. The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairperson of the Board and Chief Executive Officer in any way that is in the best interests of the Corporation at a given point in time. If the Board chooses to combine the offices of Chairperson and Chief Executive Officer, a Lead Independent Director shall be appointed annually by the independent directors.

5. Board Membership Criteria

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board annually the requisite skills and characteristics of the new Board members as well as the Board as a whole. This assessment will take into consideration any requirements of independence, as well as the skills and experience of candidates and the needs of the Board.

The Nominating and Corporate Governance Committee will recommend to the Board criteria for the selection of new directors and periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria.

The Board seeks members from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. Individuals will be considered for nomination to the Board based on their business and professional experience, judgment, diversity, age, skills and background. Directors should demonstrate a commitment to full participation on the Board and its committees.

6. Selection of New Director Candidates

The Board will select new director candidates based on the recommendations of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will identify and recommend to the Board candidates who it believes are qualified and suitable to become members of the Board, consistent with the criteria for selection of new directors adopted from time to time by the Board and the Shareholder Agreement, and recommend to the Board the nominees to stand for election as directors at each annual meeting of stockholders, or, if applicable, at any special meeting of stockholders.

7. Changes in Principal Business Responsibilities

Directors are expected to report changes in their principal business or professional affiliation, including retirement, to the Chairperson of the Board and the Chairperson of the Nominating and Corporate Governance Committee. Together with such report, the reporting director will also tender his

or her resignation to the Chairperson of the Board and the Chairperson of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will review whether the new occupation, or retirement, of the director is consistent with the specific rationale for originally selecting that individual and the guidelines for board membership. The Nominating and Corporate Governance Committee will recommend action to be taken by the full Board regarding the resignation based on, in the case of retirement, the circumstances of retirement, or in the case of a new position, the responsibility and type of position and industry involved. The bias of the Nominating and Corporate Governance Committee will be to accept the resignation if the basis for originally selecting the individual no longer exists. The director who has experienced the change in circumstance shall not participate in the deliberations by the Nominating and Corporate Governance Committee and the Board with respect to the resignation.

A director who is also an officer of the Corporation or any of its affiliates will resign from the Board when he or she ceases to hold office with any such entity, unless the Board, on the recommendation of the Nominating and Corporate Governance Committee, votes to continue the director's service on the Board.

8. Term Limits

In accordance with the Corporation's By-laws, there are no established term limits for service on the Board.

9. Mandatory Retirement Age

Directors are required to retire from the Board when they reach the age of 70; a Director elected to the Board prior to his or her 70th birthday may continue to serve until the annual stockholders meeting coincident with or next following his or her 70th birthday. Directors will not be nominated for election or re-election to the Board after their 70th birthday, although the full Board may nominate candidates over 70 for election or re-election for what it considers special circumstances.

10. Notification of Additional Board Service

No director will serve on more than four other public company boards (for the avoidance of doubt, a public company is a company with publicly traded equity) without the prior consent of the Board, and directors who are a chief executive officer, chief financial officer or other senior executive of a public company who is designated as an "executive officer" of the public company for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, may serve on no more than two other public company boards without the prior consent of the Board. Directors will advise the Chairperson of the Board and the Chairperson of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board.

Service on boards and committees of other organizations should be consistent with the Conflict of Interest Policy set forth in the Corporation's Code of Ethics and Business Conduct. If a member of the Corporation's Audit Committee serves on more than three public company audit committees, the Board will determine whether such simultaneous service impairs the director's ability to serve effectively on the Corporation's Audit Committee.

11. Number of Meetings; Attendance of Directors at Board Meetings

The Board will hold a minimum of four meetings per year on such dates, and at such times and places as are determined from time to time by resolution of the Board. Additional meetings may be called in accordance with the By-laws. Directors are expected to regularly attend meetings of the Board and the committees of which they are members, and to spend the time needed to properly discharge their responsibilities, including by keeping themselves informed about the business and operations of the Corporation.

12. Selection of Agenda Items for Board Meeting

The Chairperson of the Board, in consultation with the Chief Executive Officer, will establish the agenda for each Board meeting. Individual Board members are encouraged to suggest agenda items. Agendas for Board meetings shall be flexible enough so that unexpected developments can be discussed at Board meetings. The Board reviews the Corporation's financial performance on a regular basis at Board meetings and through periodic updates. The Board will review the Corporation's strategic plans and the principal issues (especially financial, accounting and risk management issues) that the Corporation is facing or will face in the future during at least one Board meeting each year.

13. Board Materials Distributed in Advance

The Corporation will distribute meeting agendas and appropriate materials and information pertaining to Board and committee meetings in advance of those meetings to the extent practicable. A director is expected to review all distributed materials prior to any Board or committee meeting that such director attends. The Board recognizes that certain items to be discussed at Board meetings are of an extremely sensitive nature and the distribution of material on these matters prior to the Board or committee meeting may not be appropriate.

14. Ethics and Conflicts of Interest

The Corporation expects all directors, officers and associates to act ethically and adhere to the Corporation's Code of Business Conduct and Ethics and all other applicable company policies, including the Related Person Transaction Policy. In addition, directors shall promptly inform the Chairperson of the Board or the Chairperson of the Audit Committee if an actual or potential conflict of interest arises. Directors shall recuse themselves from any discussion or decision involving another firm or company with which the director is affiliated or other matters with respect to which the director has a personal conflict.

In accordance with the Sarbanes-Oxley Act of 2002, the Corporation and its subsidiaries shall not, directly or indirectly, extend or maintain credit, arrange for or renew an extension of credit in the form of a personal loan to or for any director or executive officer. Accordingly, the following credit-related transactions are prohibited:

- life insurance policy loans from a life insurance policy issued by a life insurance subsidiary of the Corporation and
- cash advances for travel or other purposes (with any personal component).

Also, in accordance with New York Insurance Law:

- a director¹ or any business organization in which any director has an equity or proprietary interest of 5% or more shall not, directly or indirectly, be eligible for any guarantee of any financial obligation from the Corporation or one of its subsidiaries;
- a director or any business organization in which a director has an equity or proprietary interest of 5% or more shall not, directly or indirectly:
 - receive a loan from the Corporation or any of its subsidiaries;
 - purchase or sell any property from or to the Corporation or any of its subsidiaries;
 - receive any commission, compensation, money or other valuable consideration (other than regular remuneration as a director) for negotiating, procuring, recommending or aiding in any purchase or sale of property or loan made by the Corporation or any of its subsidiaries; or

¹ For purposes of this section, "director" includes a director's spouse or domestic partner, children or other descendants, stepchildren, parents and other ancestors, stepparents and any other dependents.

- otherwise have a financial interest in any transaction involving the Corporation or one of its subsidiaries.

Each director shall keep the Corporation currently informed of:

- all employment, directorships, officerships, partnerships and other similar official positions held in business organizations;
- any holdings (including interests through trusts or personal holding companies) by the director his or her spouse, and dependents aggregating 2% or more of the equity securities of, or other proprietary interests in, any business organization and
- any financial interests he or she may have in (x) any investment or acquisition (of which the director is aware) by the Corporation and/or its subsidiaries of 10% or more of the voting securities of, or other voting ownership interest in, any institution (including corporations and joint ventures), (y) any increase (of which the director is aware) in holdings by the Corporation and/or its subsidiaries in any such institution or (z) any acquisition (of which the director is aware) by the Corporation and/or its subsidiaries of control of any institution.

15. Executive Sessions of Non-Management Directors

The non-management directors will meet at regularly scheduled executive sessions without management not less frequently than once per year. The independent directors will meet at least once a year in an executive session without management. At least once a year, the non-management directors will meet with the Chief Executive Officer without the other executive officers being present. The Chairperson of the Board will act as chair at such meetings. If the Chairperson of the Board is not an independent director, the Board will either designate an independent director to preside at such meetings or will establish a procedure by which a presiding director is selected for such meetings.

16. Committees of the Board

There are currently five Board Committees: Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee, Executive Committee, and Finance and Risk Committee. Subject to the terms of the Shareholder Agreement, the Board may from time to time establish other committees, including standing or special committees, subject to the By-laws and the DGCL. The Board may, by resolution, at any time deemed desirable, discontinue any standing or special committee, subject to the terms of the Shareholder Agreement and the requirements of the By-laws, applicable law and NYSE requirements.

17. Assignment of Committee Members

Subject to the terms of the Shareholder Agreement, committee assignments will be made by the Board based upon recommendations of the Nominating and Corporate Governance Committee. Committee assignments and designation of committee chairpersons should take into account the director's knowledge and expertise. The Board believes experience and continuity are more important than rotation. Board members and committee chairpersons should be rotated only if rotation is likely to increase committee performance and in compliance with applicable legal, regulatory and NYSE requirements.

18. Frequency of Committee Meetings

Each committee will establish its own rules or procedures, which will be consistent with the provisions of the DGCL, the By-laws, any resolutions of the Board governing such committee and their respective charters. Each committee will meet as provided by such rules and their respective charters.

19. Committee Agendas

The chairperson of each committee will determine the committee's agenda prior to a meeting, giving consideration to management recommendations.

20. Audit Committee

The Audit Committee's duties and responsibilities will be set forth in the Audit Committee Charter and include all of the responsibilities of an audit committee under the NYSE and U.S. Securities and Exchange Commission (the "SEC") rules and such other matters as may from time to time be delegated to the Audit Committee by the Board.

21. Compensation Committee

The Compensation Committee's duties and responsibilities will be set forth in the Compensation Committee Charter and include all of the responsibilities of a compensation committee under the NYSE rules and such other matters as may from time to time be delegated to the Compensation Committee by the Board.

22. Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee's duties and responsibilities will be set forth in the Nominating and Corporate Governance Committee Charter and include all of the responsibilities of a nominating and corporate governance committee under the NYSE rules and such other matters as may from time to time be delegated to the Nominating and Corporate Governance Committee by the Board.

23. Executive Committee

The Executive Committee shall have the powers and authority set forth in Section 3.07 of the By-laws; provided, however, that, pursuant to the terms of the Shareholder Agreement, any action to be taken by the Executive Committee must include the affirmative vote or consent of at least one member designated by AXA S.A. until the first date on which AXA S.A. ceases to beneficially own more than 50% of the Corporation's outstanding common stock.

24. Finance & Risk Committee

The Finance & Risk Committee's duties and responsibilities will be set forth in the Finance & Risk Committee Charter and include all of the responsibilities as may from time to time be delegated to the Finance & Risk Committee by the Board.

25. Board Access to Management and Employees

Directors will have complete access to management and employees of the Corporation; however, independent directors are expected to keep the Chief Executive Officer informed of such contacts. The Board encourages the attendance of officers in addition to executive officers at Board meetings when matters within their areas of responsibility are discussed.

26. Board Access to Independent Advisors

The Board and each committee will have complete access to the Corporation's outside advisors as they deem necessary or appropriate. The Board and each committee have the authority to retain independent legal, financial or other advisors at the Corporation's expense as they may deem necessary or appropriate.

27. Director Compensation

All directors of the Corporation who are not simultaneously employed as officers by the Corporation or one of its affiliates will be properly compensated and reimbursed for their services as a director. Any employee of the Corporation who is elected a director of the Corporation will not receive any compensation, expense reimbursement or participation in director benefit programs for his or her services as a director of the Corporation.

The Board will be responsible for setting director compensation. The Compensation Committee will periodically review the compensation of the Corporation's directors and make recommendations to the Board with respect thereto. Directors' fees and emoluments should not exceed what is customary for a company of the size and stature of the Corporation.

In making such compensation determinations and in making determinations with respect to a director's independence, the Board and the Compensation Committee will consider and critically evaluate the questions that may be raised if fees and emoluments exceed what is customary or if the Corporation makes substantial charitable contributions to organizations with which a director is affiliated, or enters into consulting contracts with (or provides other indirect forms of compensation to) a director.

28. Director Orientation and Continuing Education

All new directors who are not officers of the Corporation or its affiliates will participate in an orientation program shortly after they are elected to the Board. Orientation will include presentations by senior management to familiarize the directors with the Corporation's business and operations, its financial condition, its policies and procedures, its principal officers, internal and independent auditors, and the duties and responsibilities of its directors.

Management will make presentations from time to time as necessary to ensure that the Board is aware of all business, legal and other developments relating to such matters.

In addition, all directors are encouraged to attend continuing education programs sponsored by third parties to better understand their responsibilities and duties.

29. Formal Evaluation of the Chief Executive Officer

The Compensation Committee will, at least annually, review and approve corporate goals and objectives relevant to the compensation of the Corporation's Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, report the results of such evaluation to the Board and have the sole authority to determine and approve the Chief Executive Officer's compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Compensation Committee will consider, among such other factors as it believes relevant, the Corporation's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the chief executive officer in past years.

30. Succession Planning

Every year the Chief Executive Officer will report to the Board on succession planning. The report will include the principles and process for chief executive officer selection and performance review, as well as plans regarding succession in the case of an emergency or the retirement of the Chief Executive Officer.

31. Assessing the Board's Performance

The Board will conduct an annual self-evaluation in order to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will establish procedures to oversee the Board's annual self-evaluation and report findings to the Board.

32. Communications with Stockholders

Stockholders may contact an individual director, the Board as a group, or a specified Board committee or group, including the independent directors as a group, by the following means:

Attn: Secretary
1290 Avenue of the Americas
New York, NY 10104

Each communication should specify the applicable addressee or addressees to be contacted as well as the general topic of the communication. The Corporation will initially receive and process the communications before forwarding them to the addressee. The Corporation will not forward to the directors a communication that it determines to be primarily commercial in nature or related to an improper or irrelevant topic, or that requests general information about the Corporation.

33. Amendments and Waivers

The Board may amend, waive, suspend or repeal any of these Corporate Governance Guidelines at any time, with or without public notice (subject to compliance with applicable law and stock exchange regulations), as it determines necessary or appropriate, in the exercise of the Board's judgment or fiduciary duties.