

**Company Secretary**

AMP Limited  
ABN: 49 079 354 519

33 Alfred Street  
Sydney NSW 2000 Australia

GPO Box 4134  
Sydney NSW 2001 Australia

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14-May-2020

Manager  
ASX Market Announcements

Australian Securities Exchange  
Level 4, 20 Bridge Street  
Sydney NSW 2000

Notice Pursuant to Corporations Act Sub-section 259C(2) Exemption

Dear Sir/Madam,

Pursuant to an exemption under Sub-section 259C(2) of the Corporations Act, AMP Limited advises its current interest in shares of AMP Ltd.

Marissa Bendyk  
Company Secretary, AMP Limited

**Corporations Act 2001**  
**Subsection 259C(2) Exemption**

To: **AMP Ltd**

ACN/ARSN: 079 354 519

Shareholder: AMP Limited (ACN 079 354 519) and its related bodies corporate.

Notice Date: 13-May-2020

**1. Previous Notice**

Particulars of the shareholders' previous notice under sub-section 259C(2) exemption was given on:

The previous notice was given to the company on: 30-Apr-2020

The previous notice was dated: 29-Apr-2020

**2. Previous and present voting power**

The total number and percentage of shares in each class of voting shares in the company to which the shareholder has an interest in or derivative exposure to, when last required and when now required to give notice, are:

| Class of securities | Previous Notice |              | Present Notice |              |
|---------------------|-----------------|--------------|----------------|--------------|
|                     | Persons' votes  | Voting Power | Persons' votes | Voting Power |
| Ordinary Share      | 52,324,018      | 1.52%        | 54,817,829     | 1.60%        |

**3. Change in interest and derivative exposure**

Particulars of each change in, or change in the nature of, the interests of the substantial holder in, or derivative exposure to voting shares since the shareholder was last required to give a notice are:

See Annexure 'A'

**4. Present interest and derivative exposure**

Particulars of each interest in voting shares which the shareholder is entitled after the change are:

| Holder of relevant interest        | Nature of relevant interest                                                                                                                                                                                                                                                                                                                                                                                             | Class and number of securities | Person's votes affected |
|------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------|
| AMP Life Limited                   | AMP Life is legal and beneficial owner of the shares and has the power to exercise the right to vote and to dispose of the shares.                                                                                                                                                                                                                                                                                      | Ordinary Share: 8,304,284      | 8,304,284               |
| AMP Capital Investors Limited      | AMP Capital Investors Limited, either in its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts or is legal and beneficial owner of the shares and has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise of a power to dispose of, the securities. | Ordinary Share: 29,765,358     | 29,765,358              |
| AMP Capital Investors (NZ) Limited | In its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise of a power to dispose of, the securities.                                                                                          | Ordinary Share: 71,037         | 71,037                  |

|                               |                                                                                                                                                                                                                                                                                                                                                                                                                |                           |           |
|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|-----------|
| ipac Asset Management Limited | In its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts or as the responsible entity for registered and unregistered managed investment schemes, has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise of a dispose of, the securities. | Ordinary Share: 8,097,922 | 8,097,922 |
| AMP Limited                   | AMP Limited has rights to control the disposal of, and a net economic exposure to, the shares, which are held by CPU Share Plans Pty Limited as trustee of the AMP Employee Share Trust (Trustee). AMP Limited shares held by the Trustee are held on trust solely for the benefit of participants in employee incentive plans administered by AMP Limited or any of its related bodies corporate.             | Ordinary Share: 6,686,286 | 6,686,286 |
| AMP Limited                   | AMP Limited has rights to control the disposal of the shares, which are held by participants in an employee incentive plan administered by AMP Limited. Under the terms of the incentive plan, the shares are held subject to a restriction on transfer for a specified period.                                                                                                                                | Ordinary Share: 1,892,942 | 1,892,942 |

#### 5. Change in controlled entities

The persons who have become controlled entities of, or ceased to be controlled entities of the shareholder in relation to voting shares in the company are:

| <i>Name and ACN (if applicable)</i> | <i>Nature of Association</i> |
|-------------------------------------|------------------------------|
|-------------------------------------|------------------------------|

#### 6. Addresses

The addresses of persons named in this form are as follows:

| <i>Name</i>                        | <i>Address</i>                                        |
|------------------------------------|-------------------------------------------------------|
| AMP Life Limited                   | 33 Alfred Street, Sydney NSW 2000                     |
| AMP Capital Investors Limited      | 33 Alfred Street, Sydney NSW 2000                     |
| AMP Capital Investors (NZ) Limited | Ground Floor, 113-119 The Terrace, Wellington         |
| ipac Asset Management Limited      | 33 Alfred Street, Sydney NSW 2000                     |
| CPU Share Plans Pty Limited        | Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 |

## Annexure 'A'

Security: AMP Ltd  
Effective Date: 13-May-2020

| <i>Date of change</i> | <i>Person whose relevant interest changed</i> | <i>Nature of change</i>                                  | <i>Consideration given in relation to change</i> | <i>Class and number of shares affected</i> | <i>Persons' vote affected</i> |
|-----------------------|-----------------------------------------------|----------------------------------------------------------|--------------------------------------------------|--------------------------------------------|-------------------------------|
| 28-Apr-2020           | AMP Capital Investors Limited                 | Share acquisition                                        | \$43,842.48                                      | 33,214                                     | 33,214                        |
| 30-Apr-2020           | AMP Capital Investors Limited                 | Share acquisition                                        | \$2,996,579.98                                   | 2,097,218                                  | 2,097,218                     |
| 30-Apr-2020           | AMP Limited                                   | Share acquisition by trustee of AMP Employee Share Trust | \$2,996,579.98                                   | 455,914                                    | 455,914                       |
| 05-May-2020           | AMP Capital Investors Limited                 | Share disposal                                           | \$-29,828.6                                      | -21,242                                    | -21,242                       |
| 06-May-2020           | AMP Capital Investors Limited                 | Share disposal                                           | \$-14,359.14                                     | -10,336                                    | -10,336                       |
| 07-May-2020           | AMP Capital Investors Limited                 | Share acquisition                                        | \$55,940.43                                      | 40,982                                     | 40,982                        |
| 07-May-2020           | AMP Capital Investors Limited                 | Share acquisition                                        | \$2,806,762.14                                   | 2,056,236                                  | 2,056,236                     |
| 07-May-2020           | AMP Capital Investors Limited                 | Share disposal                                           | \$-55,940.43                                     | -40,982                                    | -40,982                       |
| 07-May-2020           | AMP Capital Investors Limited                 | Share disposal                                           | \$-2,806,762.14                                  | -2,056,236                                 | -2,056,236                    |
| 07-May-2020           | AMP Life Limited                              | Share disposal                                           | \$-83,160.55                                     | -60,957                                    | -60,957                       |

## AMP Related Body Corporate Report

| Company Name                                      | Company number           | Country        |
|---------------------------------------------------|--------------------------|----------------|
| 255 George Street Investment A Pty Ltd            | 064 751 471              | Australia      |
| 255 George Street Investment B Pty Ltd            | 064 751 588              | Australia      |
| 35 Ocean Keys Pty Limited                         | 122 848 917              | Australia      |
| A.M.P. Custodian Services (N.Z.) Limited          | 312763                   | New Zealand    |
| Abbey Capital Real Estate Pty Limited             | 063 958 341              | Australia      |
| ACPP Industrial Pty Limited                       | 108 662 022              | Australia      |
| ACPP Office Pty Limited                           | 108 662 031              | Australia      |
| ACPP Retail Pty Limited                           | 108 662 013              | Australia      |
| ACRT Finance Pty Limited                          | 630 366 068              | Australia      |
| AdviceFirst Limited                               | 2104026                  | New Zealand    |
| Advisory Group Pty Limited                        | 003 824 333              | Australia      |
| Aged Care Investment Services No. 1 Pty Limited   | 086 801 041              | Australia      |
| Aged Care Investment Services No. 2 Pty Limited   | 082 747 313              | Australia      |
| Allmarg Corporation Limited                       | 980668                   | New Zealand    |
| AMP AAPH Limited                                  | 069 123 011              | Australia      |
| AMP Administration (NZ) Limited                   | 5488889                  | New Zealand    |
| AMP Advice Holdings Pty Ltd                       | 608 373 217              | Australia      |
| AMP Advice South Perth Pty Ltd                    | 635 193 752              | Australia      |
| AMP Bank Limited                                  | 081 596 009              | Australia      |
| AMP Capital Advisors India Private Limited        | CINU74130HR2006PTC043413 | India          |
| AMP Capital Asia Limited                          | 1373412                  | Hong Kong      |
| AMP Capital Bayfair Pty Limited                   | 121 179 486              | Australia      |
| AMP Capital Finance (US), LLC                     | 6801895                  | United States  |
| AMP Capital Finance Limited                       | 123 968 089              | Australia      |
| AMP Capital Funds Management Limited              | 159 557 721              | Australia      |
| AMP Capital Holdings Limited                      | 078 651 966              | Australia      |
| AMP Capital Investments No. 2 Limited             | 976346                   | New Zealand    |
| AMP Capital Investors (GIF GP) S.à r.l.           | B192162                  | Luxembourg     |
| AMP Capital Investors (GIF II GP) S.à r.l.        | B218268                  | Luxembourg     |
| AMP Capital Investors (IDF CQP GP) S.à r.l.       | B 229993                 | Luxembourg     |
| AMP Capital Investors (IDF II GP) S.à r.l.        | B175686                  | Luxembourg     |
| AMP Capital Investors (IDF III GP) S.à r.l.       | B198593                  | Luxembourg     |
| AMP Capital Investors (IDF IV GP) S.à r.l.        | B 228370                 | Luxembourg     |
| AMP Capital Investors (Luxembourg No. 3) S.à r.l. | B137831                  | Luxembourg     |
| AMP Capital Investors (Luxembourg No. 5) S.à r.l. | B155992                  | Luxembourg     |
| AMP Capital Investors (Luxembourg No. 6) S.à r.l. | B155993                  | Luxembourg     |
| AMP Capital Investors (Luxembourg) S.à r.l.       | B140092                  | Luxembourg     |
| AMP Capital Investors (New Zealand) Limited       | 461290                   | New Zealand    |
| AMP Capital Investors (Singapore) Pte. Ltd.       | 200312149D               | Singapore      |
| AMP Capital Investors (UK) Limited                | 5524536                  | United Kingdom |
| AMP Capital Investors (US) Limited                | 4846799                  | United States  |

| Company Name                                         | Company number     | Country       |
|------------------------------------------------------|--------------------|---------------|
| AMP Capital Investors Advisory (Beijing) Limited     | 91110102664602282H | China         |
| AMP Capital Investors International Holdings Limited | 114 352 957        | Australia     |
| AMP Capital Investors KK                             | 0100-01-126909     | Japan         |
| AMP Capital Investors Limited                        | 001 777 591        | Australia     |
| AMP Capital Investors Real Estate Pty Limited        | 063 858 711        | Australia     |
| AMP Capital Investors US Real Estate, LLC            | 6639200            | United States |
| AMP Capital Office and Industrial Pty Limited        | 099 105 094        | Australia     |
| AMP Capital Palms Pty Limited                        | 124 646 582        | Australia     |
| AMP Capital Property Nominees Limited                | 002 301 260        | Australia     |
| AMP Capital SA Schools No.1 Pty Ltd                  | 155 370 764        | Australia     |
| AMP Capital SA Schools No.2 Pty Ltd                  | 155 370 773        | Australia     |
| AMP Capital Shopping Centres Pty Limited             | 001 595 955        | Australia     |
| AMP Custodian Services (N.Z.) No. 2 Limited          | 6108375            | New Zealand   |
| AMP Finance Pty Limited                              | 002 812 704        | Australia     |
| AMP Finance Services Pty Limited                     | 080 339 466        | Australia     |
| AMP Financial Investment Group Holdings Limited      | 081 596 036        | Australia     |
| AMP Financial Planning Pty Limited                   | 051 208 327        | Australia     |
| AMP Financial Services Holdings Limited              | 076 716 704        | Australia     |
| AMP GBS Limited                                      | 087 651 947        | Australia     |
| AMP GDPF Pty Limited                                 | 120 525 019        | Australia     |
| AMP Global Property Investments Pty Ltd              | 003 218 415        | Australia     |
| AMP Group Finance Services Limited                   | 084 247 914        | Australia     |
| AMP Group Holdings Limited                           | 079 804 676        | Australia     |
| AMP Group Services Limited                           | 080 339 457        | Australia     |
| AMP Heritage Holdings Pty Ltd                        | 633 108 013        | Australia     |
| AMP Holdings Limited                                 | 079 958 062        | Australia     |
| AMP Insurance Investment Holdings Pty Limited        | 082 562 892        | Australia     |
| AMP Investment Management (N.Z.) Limited             | 339052             | New Zealand   |
| AMP Investment Services No.2 Pty Limited             | 084 332 187        | Australia     |
| AMP Investment Services Pty Limited                  | 063 986 989        | Australia     |
| AMP Lending Services Pty Limited                     | 113 408 941        | Australia     |
| AMP Life (NZ) Investments Holdings Limited           | 2195429            | New Zealand   |
| AMP Life (NZ) Investments Limited                    | 2195430            | New Zealand   |
| AMP Life Limited                                     | 079 300 379        | Australia     |
| AMP Life Services NZ Limited                         | 7257597            | New Zealand   |
| AMP Life Services Pty Ltd                            | 631 346 391        | Australia     |
| AMP Limited                                          | 079 354 519        | Australia     |
| AMP Macquarie Holding Pty Limited                    | 103 734 836        | Australia     |
| AMP Macquarie Pty Limited                            | 103 734 854        | Australia     |
| AMP New Ventures Holdings Pty Ltd                    | 602 035 530        | Australia     |
| AMP New Zealand Holdings Limited                     | 841648             | New Zealand   |
| AMP Pacific Fair Pty Limited                         | 103 734 890        | Australia     |
| AMP Personal Investment Services Pty Ltd             | 008 630 546        | Australia     |

| <b>Company Name</b>                                | <b>Company number</b> | <b>Country</b> |
|----------------------------------------------------|-----------------------|----------------|
| AMP Planner Register Company Pty Limited           | 129 899 896           | Australia      |
| AMP Private Capital No. 2 Pty Limited              | 094 036 914           | Australia      |
| AMP Private Capital Pty Limited                    | 088 794 692           | Australia      |
| AMP Remuneration Reward Plans Nominees Pty Limited | 004 014 635           | Australia      |
| AMP Riverside Plaza Pty Limited                    | 107 968 187           | Australia      |
| AMP Royal Randwick Pty Limited                     | 110 549 249           | Australia      |
| AMP Services (NZ) Limited                          | 339042                | New Zealand    |
| AMP Services Holdings Limited                      | 081 102 552           | Australia      |
| AMP Services Limited                               | 081 143 786           | Australia      |
| AMP SMSF Holding Co. Pty Ltd                       | 147 879 230           | Australia      |
| AMP SMSF Investments No. 2 Pty Limited             | 166 395 633           | Australia      |
| AMP Superannuation Limited                         | 008 414 104           | Australia      |
| AMP Warringah Mall Pty Limited                     | 108 254 100           | Australia      |
| AMP Wealth Management Holdings Pty Ltd             | 633 106 939           | Australia      |
| AMP Wealth Management New Zealand Limited          | 821674                | New Zealand    |
| AMP Wholesale Office Investments Pty Limited       | 609 089 125           | Australia      |
| AMP/ERGO Mortgage and Savings Limited              | 662366                | New Zealand    |
| AMPCI (SG) Pte. Limited                            | 201929368G            | Singapore      |
| Associated Planners Financial Services Pty Limited | 097 451 495           | Australia      |
| Auburn Mega Mall Pty Limited                       | 111 075 828           | Australia      |
| Australian Financial Risk Management Pty. Ltd.     | 001 696 868           | Australia      |
| Australian Mutual Provident Society Pty Limited    | 081 589 639           | Australia      |
| Australian Securities Administration Limited       | 002 905 197           | Australia      |
| AWM Services Pty Ltd                               | 139 353 496           | Australia      |
| AWOF New Zealand Office Pty Limited                | 122 875 790           | Australia      |
| BMRI Financial Services Pty Ltd                    | 080 971 295           | Australia      |
| Cavendish Administration Pty Ltd                   | 080 366 829           | Australia      |
| Cavendish Pty Ltd                                  | 084 813 856           | Australia      |
| Cavendish Superannuation Holdings Pty Ltd          | 001 331 568           | Australia      |
| Charter Financial Planning Limited                 | 002 976 294           | Australia      |
| Click SMSF Pty Ltd                                 | 601 355 248           | Australia      |
| Collins Place No. 2 Pty Ltd                        | 090 537 643           | Australia      |
| Collins Place Pty Limited                          | 084 238 497           | Australia      |
| Corporate Custodians Pty Limited                   | 082 542 907           | Australia      |
| Eluvia Pty. Ltd.                                   | 147114181             | Australia      |
| Evergen Pty Limited                                | 609 760 492           | Australia      |
| Exford Pty Ltd                                     | 008 629 329           | Australia      |
| Flack Advisory Services Group Pty Ltd              | 151 039 986           | Australia      |
| Forsythes Financial Services Pty Ltd               | 081 861 261           | Australia      |
| Foundation Wealth Advisers Pty Limited             | 134 620 349           | Australia      |
| Genesys Group Holdings Pty Limited                 | 123 318 641           | Australia      |
| Genesys Group Pty Limited                          | 003 357 024           | Australia      |
| Genesys Holdings Pty Ltd                           | 144 965 006           | Australia      |

| <b>Company Name</b>                                       | <b>Company number</b> | <b>Country</b> |
|-----------------------------------------------------------|-----------------------|----------------|
| Genesys Kew Pty Ltd                                       | 154 870 667           | Australia      |
| Genesys Wealth Advisers Limited                           | 060 778 216           | Australia      |
| Glendenning Pty Limited                                   | 126 113 264           | Australia      |
| GWM Spicers Limited                                       | 2132668               | New Zealand    |
| Hillross Financial Services Limited                       | 003 323 055           | Australia      |
| INSSA Pty Limited                                         | 063 061 192           | Australia      |
| International SuperConcepts SDN BHD                       | 687230-W              | Malaysia       |
| ipac Asset Management Limited                             | 003 257 225           | Australia      |
| ipac Group Services Pty Ltd                               | 074 631 235           | Australia      |
| ipac Portfolio Management Limited                         | 071 315 618           | Australia      |
| ipac Securities Limited                                   | 008 587 595           | Australia      |
| ipac Taxation Services Pty Limited                        | 113 983 529           | Australia      |
| Jigsaw Support Services Limited                           | 005 799 977           | Australia      |
| Justsuper Pty Ltd                                         | 132 651 220           | Australia      |
| Kent Street Pty Limited                                   | 006 794 654           | Australia      |
| King Financial Services Pty Ltd                           | 059 718 697           | Australia      |
| Knox City Shopping Centre Investments (No. 2) Pty Limited | 063 958 378           | Australia      |
| Macarthur Financial Planning Pty. Limited                 | 091 650 725           | Australia      |
| Marrickville Metro Shopping Centre Pty Limited            | 111 075 837           | Australia      |
| MoneyBrilliant Pty Ltd                                    | 153 932 766           | Australia      |
| More Superannuation Pty Ltd                               | 107 746 145           | Australia      |
| Mowla Pty. Ltd.                                           | 005 133 835           | Australia      |
| Multiport Resources Pty Ltd                               | 140 258 911           | Australia      |
| N M Computer Services Pty Ltd                             | 001 239 667           | Australia      |
| N. M. Superannuation Proprietary Limited                  | 008 428 322           | Australia      |
| National Mutual Funds Management (Global) Limited         | 057 398 393           | Australia      |
| National Mutual Funds Management Ltd.                     | 006 787 720           | Australia      |
| National Mutual Life Nominees Pty Limited                 | 004 387 133           | Australia      |
| NMMT Limited                                              | 058 835 573           | Australia      |
| Pajoda Investments Pty Ltd                                | 127 407 238           | Australia      |
| Portfolio Planning Solutions Ltd                          | 008 007 387           | Australia      |
| PPS Administration Solutions Pty Ltd                      | 088 995 297           | Australia      |
| PPS Financial Planning Pty Ltd                            | 117 203 228           | Australia      |
| PPS Lifestyle Solutions Pty Ltd                           | 051 228 641           | Australia      |
| PPS UT Acquisitions Pty Ltd                               | 140 445 601           | Australia      |
| PremierOne Mortgage Advice Pty Limited                    | 102 861 316           | Australia      |
| Principal Healthcare Holding Pty Limited                  | 107 257 054           | Australia      |
| Priority One Agency Services Pty Ltd                      | 074 621 131           | Australia      |
| Priority One Financial Services Pty Limited               | 069 778 883           | Australia      |
| Prosperitus Holdings Pty Ltd                              | 137 352 277           | Australia      |
| Prosperitus Pty Ltd                                       | 010 644 514           | Australia      |
| PSK Financial Services Group Pty Ltd                      | 134 987 205           | Australia      |
| QQT Investment 1 Pty Limited                              | 622 746 936           | Australia      |

| <b>Company Name</b>                                         | <b>Company number</b> | <b>Country</b> |
|-------------------------------------------------------------|-----------------------|----------------|
| QQT Investment 2 Pty Limited                                | 622 746 945           | Australia      |
| Quadrant Securities Pty Ltd                                 | 009 556 370           | Australia      |
| SMA Tax & SMSF Services Pty Ltd                             | 097 813 137           | Australia      |
| SMSF Administration Solutions Pty Ltd                       | 097 695 988           | Australia      |
| SMSF Advice Pty Limited                                     | 074 225 353           | Australia      |
| SMSF Managers Pty Limited                                   | 154 138 799           | Australia      |
| SMSF Operations Pty Ltd                                     | 007 778 341           | Australia      |
| SMSF Outsourcing Services Pty Ltd                           | 603 813 270           | Australia      |
| Solar Risk Pty Limited                                      | 092 265 373           | Australia      |
| Spark Operating System Pty Ltd                              | 620 554 494           | Australia      |
| Strategic Planning Partners Pty Ltd                         | 057 800 405           | Australia      |
| Sunshine West Development Pty Limited                       | 110 718 119           | Australia      |
| SuperannuationOps Private Limited                           | U74999TN2017FTC115159 | India          |
| SuperConcepts Administration Pty Ltd                        | 007 437 907           | Australia      |
| SuperConcepts Pty Ltd                                       | 166 393 700           | Australia      |
| SuperConcepts Software Services Pty Ltd                     | 063 307 700           | Australia      |
| Supercorp Pty Ltd                                           | 114 930 568           | Australia      |
| SuperIQ Pty Ltd                                             | 147 105 164           | Australia      |
| T.I.M.E. Partners Pty Limited                               | 073 513 407           | Australia      |
| TFS Financial Planning Pty Ltd                              | 088 309 308           | Australia      |
| The National Mutual Life Association of Australasia Limited | 004 020 437           | Australia      |
| TM Securities Pty Ltd                                       | 099 131 754           | Australia      |
| Total Super Solutions Pty. Ltd.                             | 097 185 834           | Australia      |
| Trenthills Financial Services Pty. Limited                  | 059 750 748           | Australia      |
| Tynan Mackenzie Pty Ltd                                     | 066 074 744           | Australia      |
| Wainscott Financial Planning And Advice Pty Ltd             | 631 987 963           | Australia      |
| Wealth Vision Financial Services Pty Ltd                    | 605 316 407           | Australia      |
| Wealth Vision Home Loans Pty Ltd                            | 145 979 675           | Australia      |
| yourSMSF Administration Pty Limited                         | 010 867 633           | Australia      |