

## ASX Release

5 March 2025

### AMP Limited: 2025 Annual General Meeting

The AMP Annual General Meeting (AGM) will be held on Friday, 11 April 2025, beginning at 10.00am (Sydney time) at the Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales and online at <https://meetnow.global/AMP2025>.

The AGM will be held as a hybrid meeting, providing shareholders with the option to attend online or in person. Attached are the following documents in respect of the 2025 AGM being issued to shareholders by email or post:

1. Notice of Meeting and Explanatory Notes
2. Proxy form
3. Shareholder Questions form
4. Notice and Access letter

The 2024 Annual report and 2025 Notice of Meeting are available at [amp.com.au/agm](http://amp.com.au/agm).

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Authorised for release by the AMP Limited Board.



# Notice of Annual General Meeting 2025

Friday  
11 April 2025

AMP Limited  
ABN 49 079 354 519

# In 2024, we celebrated 175 years of AMP serving the community



**“Our goal remains to help Australians maximise retirement outcomes through a combination of guidance and innovative products that deliver sustainable income streams, offering peace of mind and financial security throughout retirement.”**

**Our rich history connects to our present-day purpose of helping people create their tomorrow. This milestone year was an important acknowledgement of our heritage and a springboard for AMP's future.**

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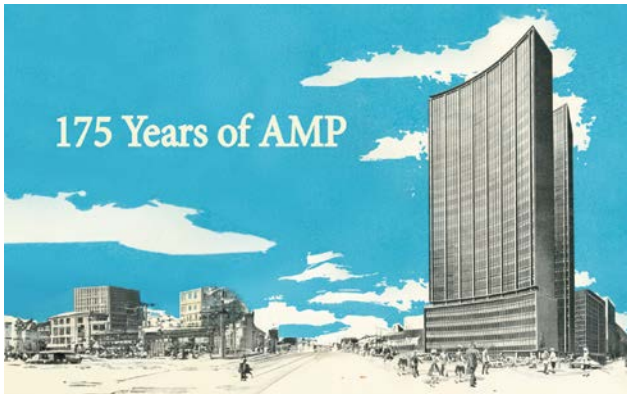
Underlying net profit of \$236m for the year was up 15.1% on FY 23, with statutory net profit of \$150m. We repositioned the business for the future with the completion of the transaction for our AMP Advice business. The partnership we created has transformed the advice industry landscape in Australia, providing a large-scale services and licensee business for advisers. There was a smooth transition to this new model in December 2024.

In our wealth Platforms business, our innovative retirement products available on North, continue to attract attention in the industry and interest from advisers. We're proud of the returns we've delivered for members in our Superannuation & Investments business, which were top quartile in 2024 and we continue to see improvements in flows. Our new digital bank for small business and personal banking launched to the public in February 2025, and our New Zealand business continues to deliver steady returns despite the challenging local economic environment.

## **Capital management**

In October 2024 we completed our capital management program following the sale of AMP Capital, returning \$1.1 billion to shareholders since August 2022 through dividends and on-market share buybacks. We have announced a FY 24 final dividend of 1.0 cent per share, 20% franked, reflecting the progress made during the year.

The Board carefully considers capital as one of its core responsibilities. Our objective is to strike a balance between short term returns to shareholders and investment in strategic initiatives that will drive sustainable growth in shareholder value over the medium to long term.



**Far left:** AMP Sydney Cove Building, Circular Quay, New South Wales, 1962. Credit: Nic Welbourne.

**Left:** Jubilee year certificate, 1899.

## Governance

As you are aware the Board has committed to ensuring we have skills around the table that are relevant to the business AMP is today and will be in the future. At the beginning of 2024 we welcomed Kathleen Bailey-Lord and Anna Leibel to the Board, bringing fresh perspectives and complementary expertise to the Board. Their appointments support our commitment to maintaining a diverse and skilled board that is well placed to perform its important governance role and oversight of the management team in delivering for shareholders. This is an ongoing task that is top of mind for the Board.

We are focused on implementing fair remuneration structures and practices that align with shareholder interests and that are appropriate for a business of our size. Our approach is covered in our Remuneration report.

## Supporting Australians to be financially confident in retirement

Australia has much to be proud of in our superannuation system. We have a robust, member-focused system that empowers Australians to shape their financial futures, with the objective of super now enshrined in law.

AMP has a key role to play in helping people to retire with confidence. While the system is strong, many people struggle to navigate the decumulation phase, with research showing that despite the assets of retirees increasing, many still fear they will outlive their savings. This impacts the financial confidence of retirees, causing many to underspend and unnecessarily compromise their quality of life.

Superannuation funds have an important role to play in helping educate members about the system and how it interacts with the Age Pension. This includes

providing access to more affordable and accessible financial advice, particularly in the critical years leading up to retirement. This year we have launched a new digital advice solution for our members, which will play an important role in addressing this knowledge gap.

Our goal remains to help Australians maximise retirement outcomes through a combination of education, guidance, and innovative products that deliver sustainable income streams, offering peace of mind and financial security throughout retirement.

## Ensuring a competitive banking sector

Like superannuation, Australia's banking sector plays a vital role in the lives of consumers, businesses, and the economy as a whole. While the system has generally served Australia well, the sector remains highly concentrated at the top end.

Current regulatory and policy settings reinforce the dynamics that favour the large banking institutions, and this has led to an uneven playing field that reduces the ability for serious, innovative competition to emerge. Such innovation is necessary to drive the best value and service for customers. Recognising this, the Government has asked the Council of Financial Regulators and the ACCC to inquire into the role and state of the small and medium-sized banking sectors in providing competition, and critically, current and potential barriers to competition.

This is a very important task that carries with it the opportunity to foster greater competition. Innovation nearly always happens at the edge of the economy. At that edge, funding is often hard to access as over-regulation, lack of competition and the allocation of capital in the hands of a few dominant players, all combine to reduce opportunity for individuals and

small (often new) businesses. Addressing the uneven playing field would result in more consumer choice and increased innovation, with customers the biggest winners.

We have seen the Productivity Commission and multiple inquiries over recent years repeatedly highlight the need for a more level playing field in the sector. It is therefore critical that industry, regulators and Government work together in 2025 to review settings to ensure the smaller bank sector is able to provide a viable alternative to the largest institutions.

The cost of regulation for smaller banks leads to an outsized unit cost of serving customers and this needs to be addressed if we want them to provide genuine competition. The cost of regulation could be reduced for smaller players by setting prudential regulation requirements in proportion to the size and complexity of the bank. If this were addressed, it would improve the ability of smaller banks to compete on a more even playing field, while safeguarding critical market characteristics such as safety and stability.

## Looking forward

With AMP repositioned for the future, we have momentum in our wealth businesses, and a strategic focus on supporting Australians in retirement. Our new digital bank has also been launched, with a focus on enabling small businesses to thrive. I would like to take this opportunity to thank our Directors, Executive Committee, and all our people for their hard work during 2024. Finally, thank you to our shareholders for your continued support.

**Mike Hirst**  
Chair, AMP Limited

## How to participate in the AMP 2025 Annual General Meeting

The Annual General Meeting (AGM or meeting) of AMP Limited (AMP) will be held on Friday 11 April 2025, beginning at 10.00am (Sydney time). The AGM will be held as a hybrid meeting, which means shareholders can attend online or in person.



### Attending the meeting in person

#### Venue

The AMP AGM will be held in the Wesley Theatre, Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales.

#### How to get to the AGM

**Train:** The closest train station is Town Hall.

**Light rail:** Alight at QVB or Town Hall stations.

**Bus:** Please refer to the Transport NSW website for your nearest bus service.

**Car:** Paid parking is available at Piccadilly Secure Parking (137 Castlereagh Street Sydney) or Secure Parking, The Hilton Hotel, 259 Pitt Street Sydney.

**Accessibility:** The venue has ramps and lifts for any accessibility needs.

Shareholders should monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the meeting.

#### Registration

Shareholders can register at the meeting from 9.00am. If you have a smartphone please bring it with you to use the online voting platform during the meeting. If you do not have a smartphone, other options will be available.



### Attending the meeting online

To participate in the meeting online, go to the following website: <https://meetnow.global/AMP2025> on your computer, tablet or smartphone and follow the steps below.

Online registration will open from 9.00am.

To register you will need your holder number (SRN/HIN) which can be found on your printed proxy form, notice of access or a past dividend statement. Proxyholders wishing to attend online will need to contact Computershare on +613 9415 4024 prior to the meeting to obtain their log in details.

#### To participate in the meeting online:

- 1 Click on 'Join Meeting Now'.
- 2 Enter your holder number (SRN/HIN).
- 3 If in Australia, enter the postcode registered on your shareholding. If you are overseas, select the country from the drop-down menu.
- 4 Read and accept the Terms and Conditions and click 'Continue'.

Follow the instructions on the screen to view the meeting, ask a question and cast your vote.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online, please view the online meeting guide at [computershare.com.au/virtualmeetingguide](https://computershare.com.au/virtualmeetingguide) or [amp.com.au/agm](https://amp.com.au/agm).

You do not need to be a shareholder or proxyholder to view the meeting online. Access the meeting using the above website address and select the option to 'Register as a guest'. Only shareholders and proxyholders who validly log into the online meeting can ask questions and vote.

After the AGM, an archived recording of the meeting will be available at: [amp.com.au/agm](https://amp.com.au/agm)



## Lodging your proxy form prior to the AGM

If you are unable to join us at the AGM, you are encouraged to complete and lodge your proxy form. If you direct your proxy how to vote, your votes will be cast at the AGM in accordance with those instructions.

You can submit your proxy form online by visiting [www.investorvote.com.au](http://www.investorvote.com.au). If you have been sent a printed proxy form you can return this by post. Please allow mailing time if posting.

Completed proxy forms (and any necessary supporting documents) must be received by AMP's share registry no later than 10.00am (Sydney time) on Wednesday, 9 April 2025. Even if you plan to attend the AGM, we encourage you to submit your proxy form by the deadline so that your vote will be counted if for any reason you cannot attend in person or online on the day of the AGM.



## How to ask questions

We welcome questions from shareholders before and during the meeting. Questions should relate to matters relevant to the business of the meeting, including matters arising from the Financial report, the Directors' report (including the Remuneration report) or the content of the Auditor's report, general questions regarding the performance, business or management of AMP, and relevant questions about the conduct of the audit.

### Asking questions prior to the AGM

You can ask AMP or the auditor a question in one of the following ways:

- if you lodge your proxy online, select 'ask a question of AMP or the Auditor', and follow the prompts, or
- email: [shares@amp.com.au](mailto:shares@amp.com.au), or
- complete and return the 'Shareholder questions' form which has been included with printed proxy forms.

Your questions (other than questions you wish to ask during the meeting) must be received by 5.00pm (Sydney time) on Friday, 4 April 2025. The Chair of the AGM will endeavour to address as many of the pre-submitted questions as possible. However, there may not be time to address all questions asked. AMP and its auditor will not be sending individual replies.

### Asking questions during the AGM

If attending online, log in to <https://meetnow.global/AMP2025> as outlined on page 2 and follow the instructions on how to ask your questions. If attending in person, the Chair will outline the process during the meeting.

## Notice of 2025 Annual General Meeting

**Notice is given that the Annual General Meeting (AGM) of AMP Limited (AMP) will be held on Friday, 11 April 2025, beginning at 10.00am (Sydney time). The AGM will be held as a hybrid meeting, which means shareholders can attend online or in person at the Wesley Theatre, Wesley Conference Centre, 220 Pitt Street, Sydney, New South Wales, Australia.**

The AGM is an opportunity for shareholders to hear from the board and the Chief executive officer about AMP's progress and plans for the future. It is also an opportunity to share your views and vote on the items of business. We encourage shareholders to participate in the AGM by either attending (in person or online) or appointing a proxy.

Further details of how to participate in person and online are outlined on pages 2 and 3. Shareholders who wish to participate in the AGM but are unable to participate on the day should lodge their proxy form by 10.00am (Sydney time) on Wednesday, 9 April 2025. Details are outlined on page 3.

AMP is looking forward to hosting a hybrid AGM this year to provide the directors with an opportunity to engage with shareholders both in person, for those in Sydney, and virtually for those who cannot attend in person.

At the AGM, you will have the opportunity to vote on:

- the re-election of Rahoul Chowdry, Michael Hirst and Andrea Slattery as directors of AMP,
- the adoption of the Remuneration report as set out on pages 40 to 70 of the AMP 2024 Annual report, and
- the approval of the Chief executive officer and Managing director's (CEO) long-term incentive for 2025.

The following pages contain further details on the items of business and the voting procedures for the AGM. Certain terms used in this Notice of Meeting are defined on page 15.

# Items of business

## Item 1 Financial report, Directors' report and Auditor's report

To receive and consider the Financial report, the Directors' report and the Auditor's report for the year ended 31 December 2024.

## Item 2 Re-election of Directors

- (a) To re-elect Rahoul Chowdry as a director.
- (b) To re-elect Michael (Mike) Hirst as a director.
- (c) To re-elect Andrea Slattery as a director.

## Item 3 Adoption of Remuneration report

To adopt the Remuneration report for the year ended 31 December 2024.

## Item 4 Approval of the CEO's long-term incentive for 2025

To approve the grant of up to 1,072,277 performance rights to the CEO of AMP, Alexis George, as her long-term incentive for 2025, as described in the Explanatory Notes to the Notice of Meeting.

### Note: Voting exclusions for the resolution set out in item 3

In accordance with the Corporations Act, AMP will disregard any votes cast on the resolution set out in item 3:

- by or on behalf of a member of the Key Management Personnel (KMP) whose remuneration details are included in the Remuneration report for the year ended 31 December 2024 or their Closely Related Parties, regardless of the capacity in which the vote is cast, or
- as a proxy by any person who is a member of the KMP on the date of the AGM, or their Closely Related Parties,

unless the vote is cast as proxy for a person who is entitled to vote and the vote is cast:

- in accordance with a direction on the proxy form specifying how the proxy is to vote on the resolution, or
- by the Chair of the AGM and the proxy form expressly authorises the Chair to exercise the proxy and vote as the Chair decides even though the resolution is connected with the remuneration of members of the KMP.

Please read the information under the heading 'Chair of the AGM as proxy', on page 7, which deals with the Chair's voting of proxies on the resolution set out in item 3.

### Note: voting exclusions for the resolution set out in item 4

AMP will disregard any votes cast on the resolution set out in item 4:

- that are cast in favour of the resolution by or on behalf of Ms George or any of her associates (regardless of the capacity in which the vote is cast), or
- that are cast as a proxy by a member of the KMP on the date of the AGM or their Closely Related Parties,

unless the vote is cast:

- as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way,
- by the Chair of the AGM as proxy for a shareholder who is entitled to vote on the resolution, in accordance with an express authorisation given to the Chair to vote on the resolution as the Chair decides even though the resolution is connected with the remuneration of a member of AMP's KMP, or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution, and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Please read the information under the heading 'Chair of the AGM as proxy', on page 7, which deals with the Chair's voting of proxies on the resolution set out in item 4.



# How to vote

## As a shareholder, you can vote on the items of business by:

- attending the AGM and voting in person or online, or
- appointing a proxy, representative or attorney to vote on your behalf at the AGM.

## Voting at the AGM

The board has determined that you will be entitled to attend and vote at the AGM if you are a registered shareholder of AMP at 7.00pm (Sydney time) on Wednesday, 9 April 2025. You will be entitled to vote in respect of the number of AMP shares registered in your name at that time.

Voting on all proposed resolutions at the AGM will be conducted by poll.

## Appointing a proxy

A shareholder who is entitled to attend and vote at the AGM may appoint a proxy to attend and vote at the AGM on their behalf. A proxy does not need to be a shareholder of AMP. If a shareholder is entitled to cast two or more votes at the AGM, the shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the shareholder's votes that each proxy may exercise, each proxy may exercise half of the shareholder's votes on a poll. Fractions will be disregarded.

Completed proxy forms (and any necessary supporting documents) must be received by AMP's share registry no later than 10.00am (Sydney time) on Wednesday, 9 April 2025.

## Submitting your proxy form

### You can submit your proxy form in the following ways:



#### Online

Online by visiting [www.investorvote.com.au](http://www.investorvote.com.au). You will need the control number and holder number shown on your proxy form to submit your form online. To access voting online, scan the QR code which appears on your proxy form and follow the instructions provided or go to [www.investorvote.com.au](http://www.investorvote.com.au). When scanned, the QR code will take you directly to the mobile voting site. The online proxy facility may not be suitable for shareholders who wish to appoint two proxies with different voting directions. If you received a personalised voting link by email, follow the instructions set out in the email. Participating intermediaries can lodge their form online through [www.intermediaryonline.com](http://www.intermediaryonline.com)



#### By post to the AMP share registry

**Australia:** Reply paid 2980, Melbourne VIC 3001  
**Other countries:** GPO Box 2980, Melbourne VIC 3001, Australia



#### By fax

**Australia:** 1800 783 447  
**Other countries:** +613 9473 2555

## Power of attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the AMP share registry. A proxy cannot be appointed under a power of attorney or similar authority online.

## Corporate representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the AGM in person, the representative will need to bring to the AGM adequate evidence of their appointment or otherwise provide such evidence to the AMP share registry before the AGM, unless this has been previously provided to the AMP share registry. If a corporate representative is attending online, the representative will need to provide adequate evidence to the AMP share registry before the AGM in order to receive registration details so they can then participate online and represent the shareholder.

An appointment of corporate representative form may be obtained from the AMP share registry or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) (select the Printable Forms icon).

## Chair of the AGM as proxy

AMP encourages you to consider directing your proxy how to vote by marking the appropriate box on the proxy form for each of the proposed resolutions.

If:

- you appoint someone other than the Chair of the AGM as your proxy and direct them how to vote on the proposed resolutions, and
- your nominated proxy does not attend the AGM, or does not vote on your behalf on the proposed resolutions in accordance with your directions,

then the Chair of the AGM will become your proxy by default and will cast your votes on the poll as directed.

If you appoint the Chair of the AGM as your proxy, or the Chair of the AGM is appointed as your proxy by default, and you do not direct your proxy how to vote on the resolution set out in items 3 or 4 on the proxy form, then by completing and submitting the proxy form, you will be expressly authorising the Chair of the AGM to exercise your proxy even though the resolutions are connected with the remuneration of a member of the KMP.

The Chair intends to vote all available proxies in favour of all items of business.

## Other KMP as proxy

If you appoint a director (other than the Chair of the AGM) or another member of the KMP (or a Closely Related Party of a member of the KMP) as your proxy, you should direct them how to vote on the resolutions set out in items 3 and 4 by marking the appropriate boxes.

If you do not do so, your proxy will not be permitted to vote on your behalf on the resolutions set out in items 3 and 4.

By order of the board.



**David Cullen**

Company Secretary,  
5 March 2025

## Explanatory notes

The information below is an explanation of the business to be considered at the AGM.

### Item 1 Financial report, Directors' report and Auditor's report

The AMP 2024 Annual report (which includes the Financial report, the Directors' report and the Auditor's report) will be presented to the meeting. Shareholders can access a copy of the Annual report at [amp.com.au/agm](http://amp.com.au/agm). A printed copy of the AMP 2024 Annual report has been sent only to those shareholders who have elected to receive a hard copy.

Shareholders are not required to vote on this item. However, during this item, shareholders will be given a reasonable opportunity as a whole to ask questions about, and make comments on, the 2024 Annual report and AMP's management, business, operations, financial performance and business strategies.

Shareholders will also be given a reasonable opportunity as a whole to ask a representative of AMP's auditor, Ernst & Young, questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by AMP in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

To submit a written question to the auditor in advance of the AGM, please follow the instructions on page 3 'How to ask questions'. All written questions must be received by 5.00 pm (Sydney time) on Friday, 4 April 2025.

### Item 2 Re-election of Directors

#### Directors standing for re-election

Rahoul Chowdry, Mike Hirst and Andrea Slattery are non-executive directors of AMP and are retiring and seeking re-election at the AGM in accordance with AMP's constitution. Mike and Andrea were last elected as non-executive directors by members at the 2022 AGM and are eligible to stand for re-election at this year's AGM. Rahoul was last elected as a non-executive director by members at the 2023 AGM and intends to offer himself for re-election at this year's AGM.

Profiles of each candidate are included below. The board considers Rahoul, Mike and Andrea to be independent and free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement.

The board, excluding the director to whom each resolution relates, unanimously recommends that shareholders vote in favour of the re-election of each director.

#### Rahoul Chowdry BCom, FCA

Rahoul was appointed to the AMP Limited Board as a Non-executive director in January 2020. He served as Chair of the Risk Committee from May 2020 to October 2022. He was appointed Chair of the Audit Committee in October 2022 and is a member of the Nomination, and Risk and Compliance Committees. At the same time as joining AMP Limited Board, Rahoul was appointed to the AMP Bank Board and is Chair of its Audit Committee and a member of its Risk and Compliance Committee.



#### Experience

Rahoul has over 40 years' experience in professional services, advising complex multinational organisations in Australia and overseas. Rahoul is a member of the Audit and Risk Committee of Minter Ellison's Partnership Board. Between 2018 and 2021, he was Partner and National Leader of Minter Ellison's financial services practice in Australia and leader of the risk consulting practice. Prior to this, Rahoul was a Senior Partner in PwC Australia (1989 - 2012) and subsequently PwC Canada (2012 - 2017), serving for a total of almost 30 years. During this time, he held a number of leadership roles, delivering audit, assurance and risk consulting services to major financial institutions in Australia, Canada and the United Kingdom. Rahoul is also a member of the Advisory Committee for Genpact Australia Pty Ltd.

Rahoul is currently a member of the Audit Committee of the Reserve Bank of Australia and a member of the Loreto Kirribilli Finance and Risk Committee.

#### Board recommendation

For the reasons outlined above, the board, with Rahoul abstaining, unanimously recommends that shareholders vote **IN FAVOUR OF** his re-election.

**Mike Hirst** BCom, SFFin, MAICD

Mike was appointed to the AMP Limited Board as a Non-executive director in July 2021. In April 2024, Mike was appointed Chair of the AMP Limited and AMP Bank Boards and Chair of the Nomination Committee. He was Chair of the AMP Limited and AMP Bank Risk and Compliance Committee from October 2022 until April 2024 and remains a member. Mike is also a member of the Remuneration Committee.

**Experience**

Mike has more than 40 years' experience in board and senior executive leadership roles, including ASX listed organisations, within retail banking, treasury, funds management and financial markets. Mike was the Managing Director and Chief Executive Officer of Bendigo and Adelaide Bank from 2009 to 2018 and prior to this, he worked in senior executive and management positions with Colonial Limited, Westpac Banking Corporation and Chase AMP Bank. Mike served as Deputy Chair of the Treasury Corporation of Victoria and previously held non-executive directorships with Austraclear Limited, Colonial First State, Rural Bank, Barwon Health Limited and most recently, Butn Limited (ASX listed) and Racing Victoria Limited, where he was also served as Deputy/Acting Chair. Mike was a Commissioner on the Federal Government's National COVID-19 Commission Advisory Board, a member of the Federal Government's Financial Sector Advisory Council and was Deputy Chair of the Australian Banking Association.

Mike is currently a non-executive director of AMCIL Limited (ASX listed), GMHBA Limited, Adelaide Airport Limited and is an Honorary Member, of the Business Council of Australia.

**Board recommendation**

For the reasons outlined above, the board, with Mike abstaining, unanimously recommends that shareholders vote **IN FAVOUR OF** his re-election.

**Andrea Slattery** BAcc, MCom, FCPA, FCA, FSSA, FAICD, GCB.D (ESG & S)

Andrea was appointed to the AMP Limited Board as a Non-executive director in February 2019 and is a member of the Audit, Nomination and Risk and Compliance Committees. At the same time, she was appointed to the AMP Bank Board and is a member of its Audit and Risk and Compliance Committees. Andrea was also appointed to the AMP Foundation Board in March 2022.

**Experience**

Andrea has over 30 years' experience in board and executive leadership roles, including ASX-listed organisations, in financial services, retirement and superannuation, professional advisory, clean energy, investments and education. Andrea was the co-founder, managing director and CEO of the SMSF Association from 2003 to 2017. Prior to this, Andrea was a financial adviser and Principal of her own tax consulting and advisory business.

Andrea's previous Government Advisory Committee appointments include the Federal Government's Innovation Investment Partnership, Industry Working Group, Stronger Super Peak Consultative Group, Superannuation Advisory Group and the Future of Financial Advice. Andrea was previously a non-executive director of ASX listed company, Argo Global Listed Infrastructure and Infrabuild Ltd.

Andrea is currently Deputy Chair of Woomera Prohibited Area Advisory Board, a non-executive director of Clean Energy Finance Corporation, APAC Co-Chair of Harvard Business School's Women Executives on Boards and a member of Chief Executive Women Australia and Global Competent Boards.

**Board recommendation**

For the reasons outlined above, the board, with Andrea abstaining, unanimously recommends that shareholders vote **IN FAVOUR OF** her re-election.

**Item 3 Adoption of Remuneration report**

AMP's Remuneration report (which forms part of the Directors' report) for the year ended 31 December 2024:

- explains the board's policies in relation to the nature and level of remuneration paid to the KMP,
- discusses the alignment between the board's remuneration policies, AMP's performance and Executive Key Management Personnel (Executive KMP) remuneration outcomes for 2024, ensuring remuneration outcomes are appropriate in the context of the 2024 financial year,
- outlines details of the performance conditions applicable to the total variable reward in the CEO and Executive KMP remuneration, and
- provides the level and structure of the non-executive Director KMP remuneration and policies.

## Explanatory notes *continued*

The board reviews key aspects of executive remuneration on a regular basis to ensure the structure and methodology remain aligned with AMP's remuneration principles while supporting the reinvigoration and growth of AMP.

More details about AMP's remuneration principles and outcomes for 2024 can be found in AMP's 2024 Remuneration report, which appears on pages 40 to 70 of the AMP 2024 Annual report (available online at [amp.com.au/agm](http://amp.com.au/agm)). Shareholders are encouraged to read the 2024 Remuneration report.

### Additional information

During item 3, shareholders will be given a reasonable opportunity as a whole to ask questions about, and make comments on, the Remuneration report.

Shareholders will be asked to vote on a resolution to adopt the Remuneration report at the AGM. In accordance with the Corporations Act, the vote on the resolution will be advisory only and will not bind the directors or AMP. Nevertheless, the board will take the outcome of the vote into account when considering AMP's future remuneration arrangements.

### Board recommendation

Noting that each director has a personal interest in their own remuneration from AMP (as described in the 2024 Remuneration report), the board recommends that shareholders vote **IN FAVOUR OF** adopting the 2024 Remuneration report.

## Item 4

## Approval of the CEO's long-term incentive for 2025

### CEO Remuneration Framework summarised

Under AMP's executive remuneration framework for 2025, the remuneration for AMP's CEO, Alexis George, consists of:

- fixed remuneration of \$1,715,000 (Fixed Remuneration),
- short-term incentive (STI) opportunity with an 'at target' amount of 100% of Fixed Remuneration and a maximum opportunity of 150% of Fixed Remuneration, and
- long-term incentive (LTI) awarded in performance rights equivalent to 100% of Fixed Remuneration on a maximum face value basis, split into three components with each having its own performance measure.

The minimum vesting requirements for each of the two components of the CEO's 2025 LTI award are:

- Relative Total Shareholder Return (RTSR) performance at or above the 50th percentile of the peer group, including an absolute Total Shareholder Return (TSR) gateway hurdle of AMP achieving a positive TSR over the restriction performance period, and
- RepTrak score performance at or above the 50th percentile of the comparator group.

Details of the terms and conditions of the LTI award are provided below. For information on the CEO's 2024 STI structure and outcome, and the 2025 STI scorecard refer to the 2024 Remuneration report.

### Why is shareholder approval being sought?

AMP will satisfy any vested performance rights with AMP shares that have been purchased on-market. This means shareholder approval for the CEO's 2025 LTI award is not required under the ASX Listing Rules. Nevertheless, for good governance, the board has determined that it is appropriate to seek shareholder approval.

### What will happen if shareholders do not approve the 2025 LTI grant?

If shareholder approval is not obtained, the board will consider alternative arrangements to appropriately remunerate and incentivise Ms George, such as providing a cash equivalent payment subject to certain vesting conditions similar to what is outlined below.

### What is the value of the 2025 CEO LTI grant?

The board is proposing AMP grant the CEO 1,072,277 performance rights with a maximum face value of \$1,715,000.

The actual number of shares (if any) that the CEO will receive from this award cannot be determined until the end of the performance period (defined below) and the value will depend on the market share price at the end of each relevant restriction period (defined below).

### What are performance rights?

Each performance right will give the CEO the right to receive one AMP share on vesting. The board retains a discretion to make a cash equivalent payment in lieu of an allocation of shares. Performance rights are granted at no cost to the CEO and there is no loan associated with the performance rights. Performance rights do not carry any dividend or voting rights.

The board has determined to use performance rights because they create share price alignment between the CEO and shareholders but do not provide the CEO with the full benefits of share ownership (such as dividend and voting rights) unless and until the performance rights vest.

## Explanatory notes *continued*

### Terms and Conditions associated with the 2025 LTI performance rights

<b>Performance period</b>	1 January 2025 – 31 December 2027										
<b>Restriction periods (if performance rights vest)</b>	33.3% – 1 January 2028 – 31 January 2029 33.3% – 1 January 2028 – 31 January 2030 33.4% – 1 January 2028 – 31 January 2031										
<b>Date of grant</b>	If approval is obtained, the 2025 LTI performance rights will be granted following the AGM and as soon as practicable.										
<b>How many performance rights will be granted to CEO?</b>	<p>The number of performance rights to be granted is calculated by dividing 100% of the CEO's fixed remuneration that will be effective on 14 April 2025 (\$1,715,000) by the face value of an AMP share rounded to the nearest whole number of performance rights. There is no change to the CEO's fixed remuneration from 2024.</p> <p>The face value of an AMP share is based on the Volume Weighted Average Price (VWAP) of AMP shares on the ASX during the 10-day trading period prior to 1 January 2025, the start of the performance period. For this period the VWAP was \$1.5994.</p> <p>Based on this VWAP, the maximum number of performance rights that may be allocated to the CEO is 1,072,277 performance rights.</p> <p>Prior to determining the number of performance rights, the board also considered, in accordance with its remuneration adjustment guidelines, any material risk and conduct events that have occurred during the period leading up to the grant of the LTI. The board has determined that, in relation to the CEO, there were no risk or conduct events that would require the allocation of performance rights to be reduced. The full allocation outlined above will be granted to the CEO, subject to shareholder approval and will vest subject to the performance conditions below.</p>										
<b>Performance conditions</b>	<p>The grant of performance rights will be split into two components for performance assessment purposes:</p> <p><b>Relative Total Shareholder Return (RTSR)</b></p> <p>70% of the LTI award (750,594 performance rights) will be determined based on AMP's Compound Average Growth Rate (CAGR) in Total Shareholder Return (TSR) relative to a peer group of ASX 200 financial companies excluding A-REITs as of 1 January 2025. RTSR performance is tested over a three-year performance period from 1 January 2025 through to 31 December 2027. An absolute total shareholder return (TSR) gateway hurdle of AMP achieving a positive total shareholder return (TSR) over the relevant performance period is a vesting requirement, even if relative TSR performance is met.</p> <p>Subject to meeting the gateway hurdle, the performance rights will be eligible to vest according to the following vesting schedule:</p> <table border="1"> <thead> <tr> <th>CAGR TSR performance</th> <th>Proportion of RTSR LTI grant vesting</th> </tr> </thead> <tbody> <tr> <td>AMP's TSR ranking below the 50th percentile of the peer group</td> <td>0%</td> </tr> <tr> <td>AMP's TSR ranking at the 50th percentile of the peer group</td> <td>50%</td> </tr> <tr> <td>AMP's TSR ranking between the 50th and 75th percentile of the peer group</td> <td>Straight-line vesting from 50% to 100% (rounded to the nearest whole)</td> </tr> <tr> <td>AMP's TSR ranking is at least at the 75th percentile of the peer group</td> <td>100%</td> </tr> </tbody> </table> <p>The board considers RTSR to be an appropriate measure as it provides a robust measure of AMP's financial performance and returns for shareholders in comparison to other companies. Being a relative measure, it normalises against the rise and fall of the market.</p>	CAGR TSR performance	Proportion of RTSR LTI grant vesting	AMP's TSR ranking below the 50th percentile of the peer group	0%	AMP's TSR ranking at the 50th percentile of the peer group	50%	AMP's TSR ranking between the 50th and 75th percentile of the peer group	Straight-line vesting from 50% to 100% (rounded to the nearest whole)	AMP's TSR ranking is at least at the 75th percentile of the peer group	100%
CAGR TSR performance	Proportion of RTSR LTI grant vesting										
AMP's TSR ranking below the 50th percentile of the peer group	0%										
AMP's TSR ranking at the 50th percentile of the peer group	50%										
AMP's TSR ranking between the 50th and 75th percentile of the peer group	Straight-line vesting from 50% to 100% (rounded to the nearest whole)										
AMP's TSR ranking is at least at the 75th percentile of the peer group	100%										

## Explanatory notes *continued*

### Performance conditions *continued*

The peer group for measuring RTSR consists of the following S&P ASX 200 Financial companies (excluding A-REITS) as of 1 January 2025:

AMP Limited	Judo Capital Holdings Limited
ANZ Group Holdings Limited	Macquarie Group Limited
ASX Limited	Magellan Financial Group Limited
AUB Group Limited	Medibank Private Limited
Bank of Queensland Limited	National Australia Bank Limited
Bendigo and Adelaide Bank Limited	Netwealth Group Limited
Block, Inc.	NIB Holdings Limited
Challenger Limited	Perpetual Limited
Commonwealth Bank of Australia	Pinnacle Investment Management Group Limited
Credit Corp Group Limited	QBE Insurance Group Limited
Helia Group Limited	Steadfast Group Limited
HMC Capital Limited	Suncorp Group Limited
HUB24 Limited	Washington H. Soul Pattinson and Company Limited
Insignia Financial Ltd	Westpac Banking Corporation
Insurance Australia Group Ltd	Zip Co Limited

The board considers this an appropriate peer group given the size of AMP, AMP's current market capitalisation, and competitors in the financial services industry.

The board is of the view that the targets set are robust, sufficiently challenging and in line with AMP's shareholders' interests and expectations.

### Reputation (RepTrak score relative performance)

30% of the LTI award (321,683 performance rights) will be determined based on AMP's RepTrak score performance relative to a comparator group which is based on a subset of 15 organisations positioned similarly to AMP in RepTrak's Benchmark 60 index as of 1 January 2025.

RepTrak score performance will be tested over a three-year performance period from 1 January 2025 through to 31 December 2027. As of 31 December 2024, the RepTrak score for AMP is 63.9 and will be used as the starting value for testing purposes.

The performance rights will be eligible to vest according to the following vesting schedule:

RepTrak score relative performance	Proportion of RepTrak LTI grant vesting
AMP's RepTrak performance below the 50th percentile of the comparator group	0%
AMP's RepTrak performance at the 50th percentile of the comparator group	50%
AMP's RepTrak performance between the 50th and 75th percentile of the comparator group	Straight-line vesting between 50% and 100%
AMP's RepTrak performance at or above the 75th percentile of the comparator group	100%

## Explanatory notes *continued*

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### Performance conditions *continued*

The comparator group for measuring relative RepTrak performance consists of the following organisations:

AGL Energy Limited	Optus Pty Limited
AMP Limited	Origin Energy Limited
ANZ Limited	Qantas Airways Limited
Australian Taxation Office (ATO)	Reserve Bank of Australia
BP Australasia	Rio Tinto PLC
Lendlease Corporation Limited	Telstra Corporation Limited
Medibank Private Ltd	Toll Group
NBN Co. (National Broadband Network)	Westpac Banking Corporation
News Corp Australia	

As part of our approach to complying with CPS 511, the board considered at the time a range of non-financial measures including customer, reputation and environment, social and governance (ESG) measures. The board has selected reputation as a measure for the LTI. Reputation is measured using data provided by RepTrak, an independent company that measures brand reputation and sentiment through surveying members of the community, which can include AMP clients, shareholders and employees.

The RepTrak measure tracks corporate reputation across a broad range of areas including scores for ESG performance and leadership, products and services, corporate citizenship, conduct, workplace and innovation. With risk and conduct being a key consideration under CPS 511, measuring AMP's reputation provides an all-encompassing measure of brand awareness, AMP's contribution to society and shareholder wealth creation, that is independently verified.

The selection of organisations that form the comparator group has been carefully considered. The board is of the view that reputation should be measured much broader than just within the financial services industry, in line with AMP's aspiration to be a trusted brand and focusing on contribution to society.

### Testing of the performance conditions

The performance conditions will be tested following the end of the performance period. In accordance with the board's remuneration adjustment guidelines, the board has discretion in relation to the appropriate calculation methodology and may adjust each performance metric and may adjust the target or outcome where appropriate to avoid a material advantage or disadvantage to employees (including consideration of any capital management initiatives).

The board also has discretion to adjust or modify the peer or comparator group of the RTSR and/or reputation components of the LTI plan to consider events including but not limited to takeovers, mergers or demergers that might occur during the performance period, or any other events that affect the measurement of one or more organisations.

Any performance rights that do not vest following testing will immediately lapse. There is no retesting if the performance condition is not met.

The board has discretion to adjust upwards or downwards the vesting outcome, including to take into account any risk or conduct events that are not in line with the board's expectations, the performance of the AMP group and/or the individual.

Shareholders will be advised of the performance outcome for the 2025 LTI award in the Annual report for the year ending 31 December 2027.

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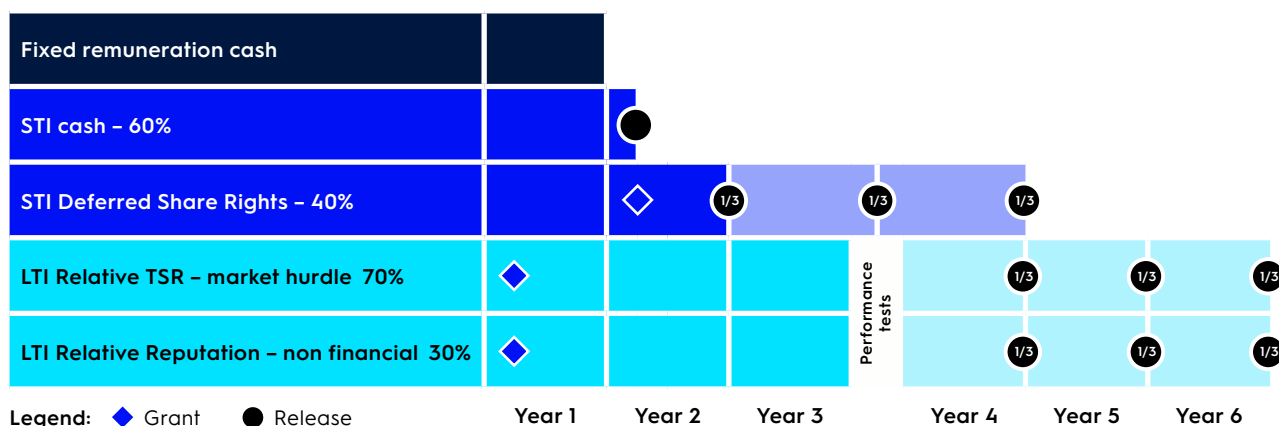


## Explanatory notes *continued*

**Restriction period** Any AMP shares allocated to the CEO on vesting of the performance rights will be subject to additional restriction periods and service conditions following the end of the performance period (restricted shares). During this time, the CEO will not be able to trade or otherwise deal in the restricted shares but will be entitled to dividends and voting rights. If the board determines to cash settle the performance rights, the cash payment will be deferred in accordance with the restriction periods

The vesting and restriction periods are illustrated below:

### CEO



The board may impose an additional restriction period to the extent required under any law or regulation.

#### Treatment of performance rights and restricted shares if the CEO leaves AMP

If the CEO is terminated for cause or gives notice of resignation to AMP before the vesting date or end of the restriction period, all unvested performance rights and restricted shares (as applicable) will lapse or be forfeited, unless the board determines otherwise.

In all other cases, unless the board determines otherwise:

- a pro rata portion of each component of the CEO's LTI performance rights (calculated based on the portion of the three-year performance period that has elapsed up until the date of termination) will remain on foot to be tested in the ordinary course, and
- all restricted shares allocated to the CEO on vesting of the performance rights will remain on foot and will be released in the ordinary course (i.e., one-third will be released each year over the remaining three-year restriction period).

#### Other material terms

The board has broad malus and clawback powers to determine that performance rights lapse, any shares allocated on vesting are forfeited, or that amounts are to be repaid, in certain circumstances (for example, in the case of fraud or serious misconduct, proceeds of any sale of shares or the value of dividends provided for vested shares might be repaid as a debt to AMP). A two-year clawback period will also apply following the release of any restricted shares.

The board also has discretion to determine the appropriate treatment of performance rights and restricted shares if there is a change of control event.

#### Board recommendation

In the Non-executive directors' view, it is in the best interests of shareholders to approve the 2025 LTI grant to the CEO because vesting of the performance rights will be subject to a performance hurdle which aligns the CEO's remuneration with shareholder returns. The board (with the CEO, Alexis George, abstaining) recommends that shareholders vote **IN FAVOUR OF** the 2025 LTI grant to the CEO.

## More information

**AGM** or **meeting** means AMP's 2025 annual general meeting.

**AMP** or **Company** means AMP Limited ABN 49 079 354 519.

**AMP share** means a fully paid ordinary share in AMP.

**AMP share registry** means Computershare Investor Services Pty Limited ABN 48 078 279 277 of 6 Hope Street, Ermington NSW 2115.

**APRA** means Australian Prudential Regulation Authority.

**ASX Listing Rules** means the listing rules of ASX as amended, varied or waived (whether in respect of AMP or generally) from time to time.

**ASX** means **ASX Limited** (ABN 98 008 624 691) or the securities market operated by it, as the context requires.

**Board** means the board of directors of AMP.

**CEO** means chief executive officer and managing director of AMP.

**Closely Related Party**, in relation to a member of the key management personnel, means the member's spouse (or de facto partner), child or dependant (or a child or dependant of the member's spouse or de facto partner), anyone else in the member's family who may be expected to influence or be influenced by the member in the member's dealings with AMP (or the AMP group), and any company the member controls.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Explanatory Notes** means the explanatory notes identified as such in the Notice of Meeting. These notes form part of the Notice of Meeting.

**Key Management Personnel** or **KMP** means those people who have authority and responsibility for planning, directing and controlling the activities of AMP or the AMP group, whether directly or indirectly. Members of the KMP include directors (both executive and non-executive) and certain senior executives.

**LTI** means long-term incentive.

**Notice of Meeting** means this notice of AGM.

**Shareholder** or **you** means a holder of AMP shares.

**S&P ASX 200 Financials excluding A-REITs** means the sub-index that contains companies involved in activities such as banking, mortgage finance, consumer finance, specialised finance, investment banking and brokerage, asset management and custody, corporate lending, insurance and financial investment, excluding Australian real estate investment trusts (A-REITs), mortgage REITs, equity REITs, and real estate management & development companies.

**STI** means short-term incentive.



### AMP 2024 Annual report

A copy of the AMP 2024 Annual report (including the Financial report, Directors' report and Auditor's report for the year ended 31 December 2024) is available online at [amp.com.au/agm](https://amp.com.au/agm)

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### Update your details

To update your shareholding go to:

- [www.investorcentre.com/au](https://www.investorcentre.com/au), or
  - email: [shares@amp.com.au](mailto:shares@amp.com.au), or
  - call the share registry as outlined on page 17
- 



### Opting in for hard copies

Changes made to the Corporations Act allow AMP to provide notices of meeting and other information regarding a meeting electronically (except to shareholders who have elected to receive notices in hardcopy). The Notice of Meeting is available to read and download online at [amp.com.au/agm](https://amp.com.au/agm)

To request a hard copy of the notice of meeting, please contact the AMP Investor Relations team on the phone numbers shown on page 17.

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### Technical difficulties during the AGM

Technical difficulties may arise during the course of the AGM. The Chair of the AGM has discretion as to whether and how the AGM should proceed if a technical difficulty arises. In exercising this discretion, the Chair of the AGM will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chair of the AGM considers it appropriate, they may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a directed proxy in advance of the meeting even if they plan to attend the meeting.

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# Contact us

## AMP Limited

Level 29  
50 Bridge Street  
Sydney NSW 2000  
Australia  
T: +612 9257 5000  
W: [amp.com.au](http://amp.com.au)

## AMP Investor Relations

PO Box R627  
Royal Exchange NSW 1225 Australia  
T: 1800 245 500 (Australia)  
0800 440 195 (NZ)  
0808 234 5867 (UK)  
+612 8364 6053 (other countries)  
E: [shares@amp.com.au](mailto:shares@amp.com.au)

## AMP products and policies

**Australia**  
T: 131 267  
E: [askamp@amp.com.au](mailto:askamp@amp.com.au)

**New Zealand**  
T: 0800 808 267  
E: [service@amp.co.nz](mailto:service@amp.co.nz)

## AMP share registry


**Australia**  
AMP share registry  
Reply Paid 2980  
Melbourne VIC 3001  
T: 1300 654 442

**Other countries**  
AMP share registry  
GPO Box 2980  
Melbourne VIC 3001  
Australia  
T: +613 9415 4051

**Contact by email**  
[ampservices@computershare.com.au](mailto:ampservices@computershare.com.au)



 [amp.com.au](https://amp.com.au)

 [@AMP\\_AU](#) or [@ampfoundation](#)

 [facebook.com/AMPaustralia](https://facebook.com/AMPaustralia)

 [linkedin.com/company/amp](https://linkedin.com/company/amp)

AMP Limited ABN 49 079 354 519



000001  
000  
SAM  
MR JOHN SAMPLE  
FLAT 123  
SAMPLE STREET  
SAMPLE STREET  
SAMPLE STREET  
SAMPLETOWN VIC 3030

## Contact us

### Phone:

1300 654 442 (within Australia)  
0800 448 062 (within New Zealand)  
+613 9415 4051 (all other countries)

Monday to Friday 8.30am to  
7.00pm (Sydney time)

### Email:

shares@amp.com.au

## Your vote is important

Your Proxy form must be received  
by 10.00am (Sydney time) on  
Wednesday, 9 April 2025.

# Proxy form

XX

## Lodge your proxy online

Use your mobile device  
to scan the personalised  
QR code



OR Go to  
[www.investorvote.com.au](http://www.investorvote.com.au)  
using your secure access  
information:

**Control Number:** 999999  
**Holder Number:** I9999999999  
**Postcode:** 9999

## Lodge your proxy form by mail ▶

### Complete this form and post to:

<b>Australia</b>	AMP share registry Reply paid 2980 Melbourne VIC 3001
<b>All other countries</b>	AMP share registry GPO Box 2980 Melbourne VIC 3001 Australia

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### How to direct your proxy to vote

**Appointment of proxy:** If you wish to appoint the Chair of the meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the meeting as your proxy, please write the name of the person or body corporate in Step 1. If you leave that section blank, or if your named proxy does not attend the meeting or vote on the resolution, the Chair of the meeting will be your proxy by default and will vote in accordance with your directions. Your proxy does not need to be a shareholder of AMP Limited.

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes next to each item of business. If you do not mark a box for an item, your proxy may vote as they choose (or abstain from voting) on that item (unless your proxy is prohibited by law from doing so). If you mark more than one box on an item, your vote will be invalid on that item (unless you validly vote your holding in different ways in accordance with the paragraph below).

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the for, against or abstain box for each item of business. The sum of the votes specified on an item of business must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** If you are entitled to cast two or more votes at the meeting, you may appoint up to two proxies to participate in the meeting and vote on a poll. If you appoint two proxies, each proxy may exercise half of

your votes unless you specify the percentage or number of votes for each proxy. Fractions of votes will be disregarded. When appointing two proxies write both names and the percentage or number of votes for each in step 1 overleaf.

**Appointing the Chair of the meeting or another member of the key management personnel (KMP) as your proxy:** If you appoint the Chair of the meeting as your proxy (or the Chair of the meeting becomes your proxy by default) and you do not direct your proxy how to vote on an item of business, then by completing and submitting this proxy form, you will be expressly authorising the Chair of the meeting to exercise the proxy and vote as the Chair decides on that item (even though items 3 and 4 are connected directly or indirectly with the remuneration of members of the KMP). The Chair of the meeting intends to vote all available undirected proxies in favour of items 2-4. If you do not want the Chair of the meeting to vote, as your proxy, in accordance with these intentions, you need to direct your proxy on the relevant item by marking the appropriate box overleaf.

If you appoint a director (other than the Chair of the meeting) or another member of the KMP (or a closely related party of a member of the KMP) as your proxy, you should direct them how to vote on items 3 and 4 by marking the appropriate boxes overleaf. If you do not do so, your proxy will not be permitted to vote on your behalf on items 3 and 4.

### Signing instructions for this form

**Individual:** Where the holding is in one name, that person must sign.

**Joint holding:** Where the holding is in more than one name, one shareholder may sign the form.

**Power of attorney:** If this form is signed on behalf of a shareholder under power of attorney and you have not already lodged an original or certified copy of the power of attorney with the AMP share registry, you must attach an original or a certified copy of the power of attorney to this form when you return it. By signing this form under power of attorney, you declare that you have not received any notice of revocation of your appointment as attorney.

**Companies:** Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001* (Cth)) does not have a company secretary, a sole director can also sign alone. Otherwise, this form should be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held.

### Corporate representatives and proxyholders

If a representative of a corporate shareholder or a corporate proxy will be participating in the AGM, the representative will need to provide adequate evidence of their appointment to the AMP share registry before the meeting. An appointment of corporate representative form may be obtained from the AMP share registry or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) (select Help and then click the Printable Forms icon).

# Proxy form

Please mark  to indicate your directions

XX

## STEP 1 Appoint a proxy to vote on your behalf:

Select one option only

I/We being a member/s of AMP Limited hereby appoint:

The Chair of the meeting

OR

◀ Leave this box blank if you have selected the Chair of the meeting as your proxy. Otherwise, insert your proxy's details by writing the full name of the individual or body corporate. Do not insert your own name(s).

or if the individual or body corporate named does not attend the meeting, or does not vote on a poll in accordance with my/our instructions, or if no individual or body corporate is named, the Chair of the meeting, as my/our proxy to act generally on my/our behalf, and to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy decides), at the annual general meeting of AMP Limited to be held at Wesley Conference Centre, 220 Pitt Street Sydney NSW 2000 and online at <https://meetnow.global/AMP2025> on Friday, 11 April 2025 at 10.00am (Sydney time) and at any adjournment or postponement of that meeting.

**Chair authorised to exercise proxies on remuneration-related matters (items 3 and 4):** If I/we have appointed the Chair of the meeting as my/our proxy (or the Chair of the meeting becomes my/our proxy by default) and I/we have not indicated my/our voting intention below, then by submitting this form, I/we expressly authorise the Chair of the meeting to exercise my/our proxy on, and in connection with, items 3 and 4, even though items 3 and 4 are connected directly or indirectly with the remuneration of a member of the key management personnel.

## STEP 2 Direct your proxy how to vote on the items of business

For each item of business, please mark 'X' in one box only to indicate your voting direction. Please read the voting instructions overleaf before marking any box with an 'X'.

On a poll, the Chair of the meeting intends to vote all available proxies **in favour** of each item. These intentions reflect the recommendations of the board, as shown below.

		Board recommendation	For	Against	Abstain*
Item 2a	To re-elect Rahoul Chowdry as a director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2b	To re-elect Michael (Mike) Hirst as a director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2c	To re-elect Andrea Slattery as a director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Adoption of Remuneration report	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of the CEO's long-term incentive for 2025	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the **abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

## STEP 3 Signature of shareholder(s) This section must be signed in accordance with the signing instructions given overleaf.

Individual or Shareholder 1

Sole director and sole company secretary

Shareholder 2

Director

Shareholder 3

Director/company secretary

## STEP 4 Your details

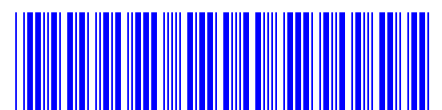
**Change of address**

If incorrect, mark this box and make the correction in the space below. Shareholders sponsored by a broker (holder number commences with 'X') should advise their broker of any changes.

**Contact details**

Please write your daytime phone number in case we need to contact you.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



I9999999999

COY









000001  
000  
SAM  
MR JOHN SAMPLE  
FLAT 123  
SAMPLE STREET  
SAMPLE STREET  
SAMPLE STREET  
SAMPLETOWN VIC 3030

## Contact us

**Phone:**

1300 654 442 (within Australia)  
0800 448 062 (within New Zealand)  
+613 9415 4051 (all other countries)

Monday to Friday 8.30am to  
7.00pm (Sydney time)

**Email:**

shares@amp.com.au

**Holder number:** I9999999999

You are invited to participate in the AMP

## Annual General Meeting

On Friday, 11 April 2025 at 10.00am (Sydney time)

The 2025 Annual General Meeting will be conducted as a hybrid meeting to provide shareholders with the option to participate through an online platform or in person.

### Participating on the day

#### Online

To participate in the AGM online go to:

<https://meetnow.global/AMP2025>

on your smartphone, tablet or computer. Using your holder number (SRN or HIN) as shown above, follow the prompts to log in. Instructions are outlined over the page.

Once online you can view the AGM live, ask questions and cast your vote during the meeting.

You do not need to be a shareholder to view the meeting online. You may go to the above website and follow the instructions to register as a guest.

#### In person

Shareholders can attend the AGM in person which will commence at 10.00am Sydney time at:

The Wesley Theatre  
Wesley Conference Centre  
220 Pitt Street, Sydney NSW 2000

Registration will be available from 9.00am. If you have a smartphone please bring it with you to use the online voting platform during the meeting. If you do not have a smartphone, other options will be available.

### Accessing meeting documents

The Notice of Meeting and AMP's 2024 Annual Report are available at our website at: [amp.com.au/agm](https://amp.com.au/agm)

The Notice of Meeting includes information on your participation, and the business to be considered, at the AGM. You can request a printed copy of the Notice of Meeting by contacting us as shown above.

### Voting options

Shareholders can lodge their Proxy Form prior to the meeting by completing and returning it by post or online at:

[www.investorvote.com.au](https://www.investorvote.com.au). Proxy forms must be received by 10.00am (Sydney time) on Wednesday, 9 April 2025. Even if you plan to participate in the meeting on the day, we encourage you to lodge your Proxy Form so that your vote will be counted if for any reason you cannot participate.

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](https://www.intermediaryonline.com)

### Ask a question

Shareholders who are not participating in the AGM online or in person can ask questions of the board, management or the auditor by completing and returning the enclosed Shareholder questions form by Friday, 4 April 2025 by post or email to: [shares@amp.com.au](mailto:shares@amp.com.au). If lodging your proxy online you can also submit your questions by selecting the 'ask a question' button.

Shareholders who participate in the AGM can ask questions during the meeting using the online platform, or in person if attending the Wesley Conference Centre.

## Accessing the meeting online

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To participate online, shareholders should enter the following address into their internet browser (computer/tablet or smartphone):

<https://meetnow.global/AMP2025>

Online registration will open at 9.00am on Friday, 11 April 2025.

### To register:

1. Click on 'Join Meeting Now'
2. Enter your SRN/HIN (holder number) as shown over the page
3. If in Australia enter your registered postcode, or if overseas select your country of residence from the drop down menu
4. Read and Accept the Terms and Conditions
5. Click 'continue'

You can view the meeting live, ask questions online or verbally (phone number will be provided online on the day) and cast votes when prompted during the meeting.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

For further instructions on how to participate online, please view the online meeting guide at <http://www.computershare.com.au/virtualmeetingguide> or <http://www.amp.com.au/agm>

**If you have been appointed as a Proxy**, please contact Computershare prior to the meeting using the Contact us details over the page.

You do not need to be a shareholder to view the meeting online. You may go to the above website and follow the instructions to register as a guest.

## Updating your shareholding

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If you need to update the details on your shareholding, or record your email address, go to:

[www.investorcentre.com/au](http://www.investorcentre.com/au)

We ask shareholders to consider providing their email address as an alternative form of communication. You can elect which communications you receive by post or by email.

If your holder number begins with 'X', your holding is broker sponsored. To change your address, please contact your broker as only they can update your address details.

### How do I manage or notify you of a deceased estate holding?

Please contact the AMP shareholder services team on 1300 654 442 (Aus), 0800 448 062 (NZ), 0808 234 5867 (UK) or +61 3 9415 4051 (other countries) or by email: [shares@amp.com.au](mailto:shares@amp.com.au) for assistance in managing estate shares.