

ASX Release

12 February 2026

AMP Appendix 4G and 2025 Corporate Governance Statement

In accordance with the ASX Listing Rules, AMP Limited attaches its:

- Appendix 4G; and
- 2025 Corporate Governance Statement.

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Authorised for release by the AMP Limited Board.

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

AMP Limited

ABN/ARBN

49 079 354 519

Financial year ended:

31 December 2025

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: www.amp.com.au/about-amp/what-we-do/corporate-governance

The Corporate Governance Statement is accurate and up to date as at 12 February 2026 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 12 February 2026

Name of authorised officer
authorising lodgement: Kate Gordon

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	<p>A listed entity should have and disclose a board charter setting out:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p><input checked="" type="checkbox"/> on page 3 under 'The roles and responsibilities of the board and management'</p> <p>and we have disclosed a copy of our board charter at: www.amp.com.au/about-amp/what-we-do/corporate-governance</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.2	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p><input checked="" type="checkbox"/> on page 4 under 'Appointment and tenure of directors' and 'Director nomination and succession planning' and page 14 under 'Senior Executives'</p> <p>and we also disclose the information referred to in paragraph (b) in the Notice of Annual General Meeting available at: www.amp.com.au/about-amp/shareholder-centre/share-information</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/> on pages 4 under 'Appointment and tenure of directors' and 14 under 'Senior Executives'	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/> on page 7 under 'Role of the Company Secretary'	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "*insert location*" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters").

⁵ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Appendix 4G
Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. Our reasons for not doing so are: ⁵
1.5	<p>A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/> on page 5 under 'Board diversity, page 9 under 'Key governance policies' and page 13 under 'Gender balance'</p> <p>and we have disclosed a copy of our diversity policy at:</p> <p>www.amp.com.au/about-amp/what-we-do/corporate-governance</p> <p>and we have disclosed the information referred to in paragraph (c) in our 2025 Corporate Governance Statement on pages 13 to 14 under 'Gender balance'</p> <p>and our measurable objective for achieving gender diversity in the composition of the board is 40:40:20.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> on page 7 under 'Board performance evaluation'</p> <p>and we have disclosed the evaluation process referred to in paragraph (a) in our 2025 Corporate Governance Statement on page 7</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in our 2025 Corporate Governance Statement on page 7</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> on page 14 under 'Performance review' and we have disclosed the evaluation process referred to in paragraph (a):</p> <p>in our 2025 Corporate Governance Statement on page 14 in the remuneration report in our 2025 annual report on pages 40 to 69 available at www.amp.com.au/about-amp/shareholder-centre/results-and-reporting</p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process:</p> <p>on page 14 of the Corporate Governance Statement under 'Performance review' and in the remuneration report in our 2025 annual report on pages 40 to 69 available at www.amp.com.au/about-amp/shareholder-centre/results-and-reporting</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> on page 8 under 'Board committees'</p> <p>and we have disclosed a copy of the charter of the committee at: www.amp.com.au/about-amp/what-we-do/corporate-governance</p> <p>and the information referred to in paragraph (4):</p> <p>in our 2025 Corporate Governance Statement on page 8 and at: www.amp.com.au/about-amp/corporate-governance/amp-limited</p> <p>and the information referred to in paragraph (5):</p> <p>in the director's report in our 2025 annual report on page 38 available at www.amp.com.au/about-amp/shareholder-centre/results-and-reporting</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> on pages 5 and 6 under 'Board skills matrix'</p> <p>and we have disclosed our board skills matrix:</p> <p>in our 2025 Corporate Governance Statement on page 6</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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2.3	<p>A listed entity should disclose:</p> <ul style="list-style-type: none"> (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director. 	<p><input checked="" type="checkbox"/> page 2 under 'Board members and composition' and we have disclosed the names of the directors considered by the board to be independent directors: in our 2025 Corporate Governance Statement on page 2 under 'Board members and composition'</p> <p>and, where applicable, the information referred to in paragraph (b): in our 2025 Corporate Governance Statement on page 5 under 'Director independence'</p> <p>and the length of service of each director: in our 2025 Corporate Governance Statement on page 4 under 'Appointment and tenure of directors'</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/> on page 2 under 'Board members and composition' and page 5 under 'Director independence'	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/> on page 2 under 'Board members and composition' and page 7 under 'Role of the Chair'	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/> on page 7 under 'Director induction and ongoing professional development'	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> on page 9 under 'Purpose and values' and we have disclosed our values at: www.amp.com.au/about-amp/what-we-do/our-purpose-and-values	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> on page 9 under 'Key governance policies' and we have disclosed our code of conduct at: www.amp.com.au/about-amp/corporate-governance/amp-limited	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> on page 10 under 'Key governance policies' and we have disclosed our whistleblower policy at: www.amp.com.au/about-amp/corporate-governance/amp-limited	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> on page 10 under 'Key governance policies' and we have disclosed our anti-bribery and corruption policy at: www.amp.com.au/about-amp/corporate-governance/amp-limited	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/> on page 8 under 'Board committees'</p> <p>and we have disclosed a copy of the charter of the committee at: www.amp.com.au/about-amp/corporate-governance/amp-limited</p> <p>and the information referred to in paragraph (4):</p> <p>in our 2025 annual report on pages 26 to 29 available at www.amp.com.au/about-amp/shareholder-centre/results-and-reporting</p> <p>and the information referred to in paragraph (5):</p> <p>in the director's report in our 2025 annual report on page 38 available at www.amp.com.au/about-amp/shareholder-centre/results-and-reporting</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	<input checked="" type="checkbox"/> on page 16 under 'CEO and CFO assurance'	<input type="checkbox"/> set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	<input checked="" type="checkbox"/> on page 11 under 'verification of unaudited reports'	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> on page 10 under 'Key governance policies' and we have disclosed our Market disclosure policy at: www.amp.com.au/about-amp/corporate-governance/amp-limited	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/> on page 11 under 'Continuous disclosure'	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/> on page 11 under 'Investor engagement'	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> on page 11 under 'Engaging with AMP's shareholders' and we have disclosed information about us and our governance on our website at: www.amp.com.au/about-amp/what-we-do	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/> on page 11 under 'Investor engagement'	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> on page 11 under 'Engaging with our shareholders' and we have disclosed how we facilitate and encourage participation at meetings of security holders at: www.amp.com.au/about-amp/shareholder-centre	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/> on page 11 under 'Annual shareholder meeting'	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/> on page 11 under 'Electronic communications'	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<input checked="" type="checkbox"/> on page 8 under 'Board committees' and we have disclosed a copy of the charter of the committee at: www.amp.com.au/about-amp/corporate-governance/amp-limited and the information referred to in paragraph (4): in our 2025 Corporate Governance Corporate Governance Statement on page 8 and at: www.amp.com.au/about-amp/corporate-governance/amp-limited and the information referred to in paragraph (5): in the director's report in our 2025 annual report on page 38 available at www.amp.com.au/about-amp/shareholder-centre/results-and-reporting	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<input checked="" type="checkbox"/> on page 15 under 'Risk management framework' and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in our 2025 Corporate Governance Corporate Governance Statement on page 15	<input type="checkbox"/> set out in our Corporate Governance Statement
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<input checked="" type="checkbox"/> on page 16 under 'Internal audit' and we have disclosed how our internal audit function is structured and what role it performs in our 2025 Corporate Governance Corporate Governance Statement on page 16	<input type="checkbox"/> set out in our Corporate Governance Statement

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7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	<p><input checked="" type="checkbox"/> on page 16 under 'Environmental, social and governance (ESG) risks</p> <p>and we have disclosed whether we have any material exposure to environmental and social risks in the Sustainability Report in the Annual Report on pages 72 – 87.</p> <p>and, if we do, how we manage or intend to manage those risks in the Sustainability Report in the Annual Report available at: www.amp.com.au/about-amp/shareholder-centre/results-and-reporting.</p> <p>Further details on AMP's approach to ESG matters and performance data are available in AMP's Sustainability supplement on AMP's website at www.amp.com.au/about-amp/shareholder-centre/results-and-reporting.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> on page 8 under 'Board Committees' and we have disclosed a copy of the charter of the committee at: www.amp.com.au/about-amp/corporate-governance/amp-limited and the information referred to in paragraph (4): in our 2025 Corporate Governance Statement on page 8 and at: www.amp.com.au/about-amp/corporate-governance/amp-limited and the information referred to in paragraph (5): in the director's report in our 2025 annual report on page 38 available at www.amp.com.au/about-amp/shareholder-centre/results-and-reporting</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p><input checked="" type="checkbox"/> on page 14 under 'Remuneration' and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: in the remuneration report in our 2025 annual report on pages 40 to 69 available at www.amp.com.au/about-amp/shareholder-centre/results-and-reporting</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/> on page 10 under 'Trading policy' and we have disclosed our policy on this issue or a summary of it at: www.amp.com.au/about-amp/corporate-governance/amp-limited</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Appendix 4G
Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: <ol style="list-style-type: none"> the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and the role and responsibility of the board of the responsible entity for overseeing those arrangements. 	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	N/A	<input type="checkbox"/> set out in our Corporate Governance Statement



Corporate governance statement 2025

AMP Limited
ABN 49 079 354 519

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AMP Limited

This Corporate Governance Statement (CGS), which was approved by the AMP Limited (AMP) (board) on 12 February 2026, is current as at that date. The CGS describes AMP's corporate governance framework, policies and practices for the financial year ended 31 December 2025 unless otherwise stated. AMP has followed the fourth edition of ASX Corporate Governance Principles and Recommendations (ASX Principles) throughout the reporting period. In this CGS, a reference to 'group', 'AMP group', 'company', is to AMP Limited ABN 49 079 354 519 and its subsidiaries unless stated that it applies to AMP only.

Governance framework

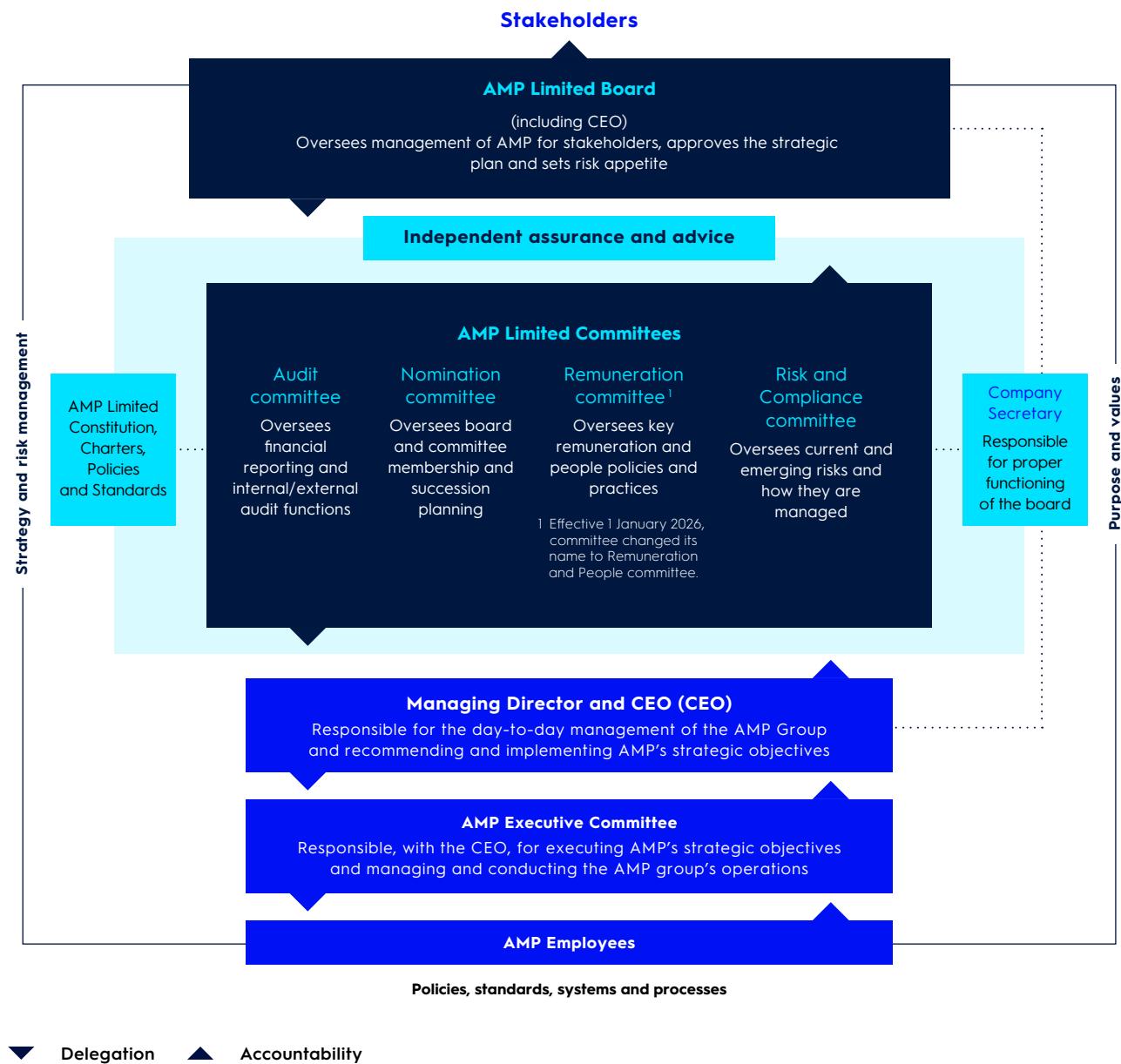
The AMP board views strong corporate governance as essential to achieving AMP's purpose of helping people create their tomorrow and delivering sustainable value and outcomes for shareholders, customers and communities in which AMP operates. In addition to following the ASX Principles, AMP is required to comply with the Corporations Act 2001 (Cth) (**Corporations Act**), the Banking Act 1959 (Cth), and the Financial Accountability Regime Act 2023 (Cth) (**FAR**) amongst other laws, and Australian Prudential Regulation Authority (**APRA**) requirements such as Prudential Standard CPS 510 Governance. The board regularly updates its corporate governance practices to reflect new laws, evolving stakeholder expectations, and changing business environment.

The group's governance framework separates the board's oversight role, management's responsibilities and the accountability of the CEO and AMP's executive committee (**ExCo**). This framework is structured in accordance with AMP's constitution, internal policies, charters, standards, and procedures to maintain this separation of duties.

An overview of AMP's corporate governance framework is depicted in Figure 1.

→ Further information about AMP's corporate governance policies and practices can be found on AMP's website at amp.com.au/corporategovernance

Figure 1: AMP Group Governance Framework



AMP Board

Board members and composition

AMP's board currently consists of seven independent non-executive directors and the CEO as managing director.



Mike Hirst
Independent,
Non-executive chair
Appointed 1 July 2021



Alexis George
Managing director
and CEO
Appointed 11 August 2021



Kathleen Bailey-Lord
Independent,
Non-executive director
Appointed 1 January 2024



Andrew Best
Independent,
Non-executive director
Appointed 1 July 2022



Rahoul Chowdry
Independent,
Non-executive director
Appointed 1 January 2020



Linda Elkins
Independent,
Non-executive director
Appointed 1 September 2025



Anna Leibel
Independent,
Non-executive director
Appointed 1 January 2024



Michael Sammells
Independent,
Non-executive director
Appointed 1 March 2020

AMP's directors are also appointed to the AMP Bank Limited board. Alexis George is also a non-executive director and chair of the AMP Foundation Limited board. Details of the qualifications and experience of AMP's current directors and their attendance at meetings during 2025¹ can be found in the Directors' report in the Annual report. You can also find biographical details of each current director on AMP's website at amp.com.au/about-amp.

2025 board key governance activities

	<p>Board renewal Linda Elkins started her role as a non-executive director of AMP on 1 September 2025, following the retirement of Andrea Slattery on 31 August 2025.</p>
	<p>Culture, conduct and ethical behaviour The board oversaw key initiatives including the introduction of revised leadership expectations, a refreshed performance process, and expanded people policies focused on fostering an inclusive, customer-driven culture, aligned with AMP's values and code of conduct.</p>
	<p>Inclusion, diversity and belonging The board continued its oversight of AMP's commitment to creating an environment where all people are empowered to bring their best selves to work, reflecting the diversity of AMP's customers and community. In 2025, AMP successfully reached its gender balance target of 40:40:20 across the board, senior management, middle management, and overall workforce. In addition, AMP delivered against committed actions in the 2025 inclusion and diversity strategic plan, including enhanced people policies, refreshed communication practices and increased external partnerships, prioritised to enable shared education, awareness and accessibility across all teams.</p>
	<p>Risk culture The board continued its focus on building a strong risk culture of 'Respect Risk' aligned with its purpose and values. 'Respect Risk' is central to AMP's code of conduct, highlighting that managing risk is everyone's responsibility in the organisation.</p>
	<p>Strategy The board oversaw the implementation of management's strategy initiatives, including the launch of AMP Bank GO, AMP Super Lifetime and the Platform's Grow feature.</p>
	<p>Sustainability and ESG performance The board continued to consider the environmental and social impacts of AMP's activities and oversaw AMP's sustainability and ESG strategy. For the fourth consecutive year, AMP was included in the Dow Jones Best-in-Class Australia Index in 2025. The index tracks the performance of the top 30% of the S&P/ASX 200 companies leading in sustainability performance.</p>
	<p>CEO Succession On 20 January 2026, AMP announced the appointment of Blair Vernon to succeed Alexis George as AMP's CEO following her retirement from executive roles effective 30 March 2026.</p>

The roles and responsibilities of the board and management

AMP's business is managed under direction of its board of directors, guided by its constitution and relevant laws. The board charter defines board responsibilities, including approving group strategy, overseeing management, culture, performance, governance, and risk. Management is delegated to the CEO, except for areas reserved to the board or committees. The CEO is directly accountable to the board, and is responsible for AMP's strategy, management, and performance of the AMP group. Board and committee charters are reviewed and approved annually.

AMP's constitution, and board and committee charters can be found at amp.com.au/corporategovernance

¹ Includes all directors that were in office during 2025.

Appointment and tenure of directors

On appointment, directors receive a formal appointment letter outlining the main terms, conditions and expectations of their appointment. Before accepting the appointment, the candidate must confirm that they have sufficient time to fulfil their obligations to AMP and provide details of their other commitments. All new non-executive directors must stand for election by shareholders at the first AGM following their appointment and all non-executive directors must then stand for re-election at the third AGM after their first election or any subsequent re-election.

Prior to directors seeking election or re-election at an AGM, AMP provides shareholders with all material information known to it and relevant to a decision on whether to elect or re-elect that director in the notice of annual general meeting.

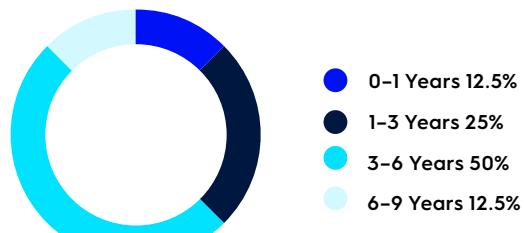
The maximum tenure of a non-executive director will normally be the ninth anniversary of the date on which the director was first elected by shareholders at an AGM. If a director is to continue to hold office after their ninth AGM, they must be re-elected by shareholders at that, and each subsequent, AGM. Consistent with the ASX listing rules, as managing director, the CEO is not required to stand for election.

Figures 2 and 3 provide the length of tenure for each director and average board tenure as at the date of the CGS.

Figure 2: Directors' length of tenure

Director	Date of appointment	Length of tenure
Mike Hirst	1-Jul-21	4 years & 7 months
Alexis George	11-Aug-21	4 years & 6 months
Kathleen Bailey-Lord	1-Jan-24	2 years & 1 month
Andrew Best	1-Jul-22	3 years & 7 months
Rahoul Chowdry	1-Jan-20	6 years & 1 month
Linda Elkins	1-Sep-25	5 months
Anna Leibel	1-Jan-24	2 years & 1 month
Michael Sammells	1-Mar-20	5 years & 11 months

Figure 3: Board average tenure



Director nomination and succession planning

AMP's board recognises that regular board renewal is essential for strong performance in a complex, evolving environment. Regular consideration of succession planning is aimed at balancing fresh perspectives while preserving expertise and corporate knowledge. The board renewal policy, which is incorporated into the board charter, holds the AMP board to a high corporate governance standard. The Nomination committee is responsible for supporting the board with succession planning, making recommendations on board, Chair, and committee appointments.

When a non-executive director vacancy arises or is anticipated, or when the board determines that additional expertise would be advantageous, the Nomination committee forms a panel comprising members with relevant experience to oversee the recruitment process. To assist in identifying suitable candidates, an external recruitment adviser is engaged, and final appointments are subject to board approval.

Comprehensive background checks of a potential candidate are conducted before the candidate is appointed by the board and recommended to shareholders for election. These include background checks on character, education, career experience, criminal history, adverse media and bankruptcy. Simple background checks are repeated for directors when seeking re-election. Additionally, AMP evaluates each director's fitness and propriety in accordance with the AMP fit and proper policy prior to their appointment and on an ongoing basis as well as assessing independence. APRA is notified of the proposed appointment prior to the directorship taking effect. Directors must also have sufficient time available to fulfil their roles, the absence of unmanageable conflicts of interest, and the judgement and integrity to undertake the role of a non-executive director of a public listed company.

Director independence

The board charter requires that the Chair and a majority of directors be independent non-executive directors. Independent non-executive directors play an essential role by:

- offering objective and impartial judgement on matters presented to the board
- providing constructive challenge and strategic direction to management
- holding management to account.

A director is considered independent if they are free of any interest, position, or relationship that could, or could reasonably be perceived to, materially influence their ability to exercise independent judgement on board matters and act in the best interests of AMP as a whole, rather than the interests of any individual security holder or other party.

Directors' interests are subject to regular review, and each independent non-executive director provides a formal annual confirmation of their independence, assessed against the independence criteria specified in the ASX Principles and APRA CPS 510. Following its most recent assessment, the board has determined that for the entirety of 2025, all of the AMP directors, with the exception of the CEO, are considered to be independent directors.

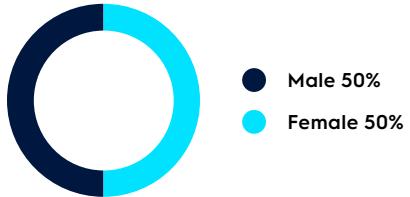
Conflicts of interest are considered by the board and committees as a standing agenda item. If an actual or perceived conflict of interest is identified for a particular matter, appropriate action is taken to manage the actual or perceived conflict.

Board diversity

The board recognises the value of appointing directors with varied backgrounds and experiences to strengthen decision-making and governance. Its composition aligns with the AMP inclusion and diversity policy.

As shown in Figure 4, the board has continued to meet its objective of 40% female representation, with 50% female board representation (43% female non-executive director representation).

Figure 4: Board gender representation



Board skills and experience

AMP is dedicated to maintaining a board whose members collectively bring an appropriate mix of skills, commitment, experience and diversity (including gender balance) to support effective board decision-making.

Board skills matrix

The board has implemented a comprehensive skills matrix, as illustrated in Figure 5. This matrix outlines the combination of skills and experience that the board considers crucial, both at present and looking ahead, to enable the board and its committees to fulfil the responsibilities detailed in their respective charters. The matrix also indicates the degree to which these skills and experiences are currently represented among board members, as at the date of this statement. Each director completes a self-assessment by rating their expertise against the skills matrix competency areas. These ratings are subsequently reviewed, and if required, adjusted in consultation with the Chair.

The skills matrix is reviewed annually by the Nomination committee and approved by the board to ensure its ongoing suitability. It is also reviewed for alignment with AMP's strategy and periodically alongside externally facilitated board effectiveness reviews. Additionally, the skills matrix is used to identify potential areas for development and supports board succession planning.

Figure 5: Board skills matrix

Skill/experience	Board representation							
	1	2	3	4	5	6	7	8
Customer Focus	Understanding of the changing needs and expectations of customers in each AMP business unit and experience in how to meet those needs.	●	●	●	●	●	●	●
Leadership & Culture	Experience as a C-suite executive operating at least at the level of complexity required to effectively supervise the CEO of the AMP group.	●	●	●	●	●	●	●
	Experience in building and maintaining corporate culture and reputation.	●	●	●	●	●	●	●
Strategy	Experience and judgment to contribute to the development of strategy in the financial services sector anticipating new technologies and innovation.	●	●	●	●	●	●	●
	Ability to oversee the implementation of strategy and drive organic and inorganic growth.	●	●	●	●	●	●	●
Financial services	Experience in and understanding of financial services sector and regulation.	●	●	●	●	●	●	●
	Expertise in wealth management and advice, platforms, superannuation and/or banking.	●	●	●	●	●	●	●
Digital and Technology	Experience in the development, application and transformation of digital and technology strategy to leverage new technologies, AI, data and analytics, drive growth and enhance customer experience.	●	●	●	●	●	●	●
Governance	Experience as non-executive director of a listed entity.	●	●	●	●	●	●	●
	Understanding of legal and regulatory frameworks underpinning corporate governance principles to manage legal, compliance and reputational risks including the continuous disclosure regime.	●	●	●	●	●	●	●
	Experience in engaging with investors, stakeholders and regulators, and understanding their expectations.	●	●	●	●	●	●	●
Risk Management	Experience in identifying, assessing and monitoring systemic, existing and emerging financial and non-financial risks, including data and cyber security and other technology risks and environmental and social risks.	●	●	●	●	●	●	●
Finance and accounting	Ability to understand and analyse financial statements, assurance and financial performance, and to contribute to the oversight of the integrity of financial record keeping and reporting.	●	●	●	●	●	●	●
	Ability to understand and analyse sustainability reports, including the assessment of and responses to climate risks and opportunities, and to contribute to the oversight of the integrity of sustainability record keeping and reporting.	●	●	●	●	●	●	●
	Understanding of global markets and experience in advisory, debt and equity capital markets and capital and liquidity management.	●	●	●	●	●	●	●
People management and Remuneration	Understanding of organisational design, succession planning and remuneration policy frameworks.	●	●	●	●	●	●	●

● Well developed ● Developed ● Developing ● N/A

Director induction and ongoing professional development

AMP has an induction and on-boarding program for new directors, aimed at enhancing their understanding of AMP's business and its operations, key policies, the risk management framework, and their rights and obligations. The program includes an induction pack, site visits and meetings with the Chair, fellow board members, the CEO, members of ExCo and other relevant senior executives.

The board regularly evaluates opportunities for current directors to pursue professional development, which may include site visits, workshops, training, and education sessions designed to strengthen and sustain the skills and knowledge necessary for directors to effectively discharge their duties as AMP directors. Where appropriate, directors are invited to participate in relevant training offered through AMP's mandatory employee training program. Examples of training conducted throughout the year include APRA regulatory developments, workplace health and safety, whistleblowing, liquidity, interest and capital (particularly in relation to banking) and the Financial Accountability Regime.

Board performance evaluation

AMP conducts an annual review of board, committee and individual director effectiveness. The board periodically uses an external facilitator to conduct the review with an internal assessment conducted in intervening years.

Directors and ExCo members complete a questionnaire covering strategy oversight, board-management relations, meeting materials, committee effectiveness, skills, experience, and succession planning. Each director discusses performance with the Chair, with the Chair discussing his performance with the Audit committee Chair. Findings are reviewed, development areas are agreed upon, and progress is assessed during the following year.

In 2025, the board performance evaluation was conducted by an external facilitator which, in addition to completion of a questionnaire, involved interviews with each AMP director, ExCo member, the company secretary and the external auditor.

Board access to information and independent advice

With notification to the Chair, directors may seek independent professional advice on AMP matters in connection with the discharge of their director responsibilities, at AMP's expense and in accordance with AMP's protocols. Directors must ensure the costs are reasonable and any advice that is received must be made available to the rest of the board unless otherwise agreed by the Chair.

Role of the Chair

Mike Hirst is the current AMP Chair, elected from the independent non-executive directors. He leads the board and works closely with the CEO to drive effective board and management performance. Further information on the Chair's responsibilities is set out in the board charter at amp.com.au/about-amp/corporate-governance and further information about Mr Hirst is included in the Annual report and at amp.com.au/about-amp.

Role of the CEO

As the AMP CEO, Alexis George is responsible for leading and executing the overall strategy, business plan, performance, risk and compliance obligations of AMP. Further information about Ms George is included in the Annual report and at amp.com.au/about-amp.

Role of the company secretary

The company secretary is directly accountable to the board, through the Chair, on all matters to do with the proper functioning of the board. This includes advising the board and its committees on governance matters, coordinating board business and providing a point of reference for dealings between the board and management. Each director has direct access to the company secretary.

As at 31 December 2025, the board had appointed two company secretaries – David Cullen, Chief Risk and Legal Officer, who has group-wide responsibility for AMP's legal, risk and governance functions and Kate Gordon, Head of Corporate Governance, who is primarily responsible for the operations of corporate governance within AMP. Details of AMP's company secretaries are set out in the Annual report.

Board committees

The board has four standing committees that assist it with carrying out its responsibilities. These are the:

- Audit committee
- Risk and Compliance committee
- Remuneration committee¹
- Nomination committee.

From time to time, the board may form other committees to undertake specific duties. Each standing committee has a charter that sets out the roles, responsibilities and accountabilities of that committee. These charters can be found at amp.com.au/about-amp/corporate-governance and are reviewed annually.

The current members and key responsibilities of each standing committee are set out below. All the members of each standing committee are independent directors, which with respect to the Audit, Risk and Compliance and Remuneration committees, complies with the composition requirements set out in the Principles.

Committee members	Key responsibilities
Audit Committee	
Rahoul Chowdry (Chair) Linda Elkins Michael Sammells	<ul style="list-style-type: none"> – considering the adequacy and effectiveness of AMP’s financial reporting systems, processes and internal control framework and reviewing statutory financial reporting and relevant ESG and sustainability reporting – overseeing the effectiveness of AMP’s risk management framework and considering financial risk aspects of the risk management framework – recommending the appointment of the Chief Audit Executive and the external auditor – overseeing the objectivity, performance, adequacy and independence of the internal audit function and external auditors
Risk and Compliance Committee	
Andrew Best (Chair) Rahoul Chowdry Linda Elkins Mike Hirst Anna Leibel	<ul style="list-style-type: none"> – monitoring management’s performance against AMP’s risk management framework – overseeing AMP’s financial and non-financial risk management, including relevant ESG, human rights and sustainability related risks – recommending AMP’s risk management strategy, risk appetite statement and risk management framework to the board for approval – recommending the appointment and removal of the AMP group’s Chief Risk Officer (or equivalent) to the board for approval in consultation with the CEO
Remuneration committee¹	
Kathleen Bailey-Lord (Chair) Andrew Best Mike Hirst Michael Sammells	<ul style="list-style-type: none"> – establishing and overseeing AMP’s remuneration strategy, framework, policies, and practices – recommending to the board the remuneration of non-executive directors, the CEO, ExCo members and certain other individuals in APRA specified roles, including the exercise of any board discretion under the Remuneration policy – recommending to the board the performance objectives and measures relevant to the remuneration of the CEO, ExCo members and certain other individuals in APRA specified roles – overseeing all incentive plans, including equity-based plans
Nomination Committee	
Mike Hirst (Chair) Kathleen Bailey-Lord Andrew Best Rahoul Chowdry Linda Elkins Anna Leibel Michael Sammells	<ul style="list-style-type: none"> – considering board succession planning and performance, including board and committee appointments, performance evaluation processes and induction and continuing professional development programs for directors – identifying and assessing suitable candidates for appointment to the board and the boards of certain subsidiaries

¹ Effective 1 January 2026, the Remuneration committee increased the scope of its responsibilities and changed its name to the Remuneration and People committee. Unless otherwise indicated the CGS refers to the responsibilities allocated to the Remuneration committee during FY 2025.

Purpose and values

The board is responsible for approving AMP's purpose and values and setting the 'tone from the top' that reinforces AMP's purpose and fosters a corporate culture that is consistent with its values.

AMP's stated purpose, 'helping people create their tomorrow', informs its actions and decision-making and reflects AMP's approach towards its stakeholders.

- For AMP's **customers**, this means giving them the confidence to take control of their finances and achieve their financial goals.
- For AMP's **business** partners, this means working together to meet the needs of customers.
- For AMP's **shareholders**, this means delivering long-term sustainable financial performance and returns.
- For AMP's **employees**, this means creating meaningful opportunities to contribute and deliver positive outcomes.
- For AMP's **communities**, this means improving financial equality through community partners, grants programs and volunteering.
- For all AMP **stakeholders**, this means delivering value and impact and reporting meaningfully on AMP's progress.

AMP's values provide a simple and clear set of expectations for the board and employees to live by every day.



→ AMP's purpose and values can also be found at AMP's amp.com.au/about-amp/what-we-do/our-purpose-and-values

Key governance policies

AMP's key governance policies can be found on AMP's website at amp.com.au/about-amp/corporate-governance/amp-limited#policies.

Code of conduct

AMP's code of conduct (**Code**) outlines expected behaviours and decision-making guidelines with the aim of delivering the right outcome for all stakeholders. The Code applies to all board members, employees, contractors, and consultants with all new employees required to complete mandatory Code training. Periodic refresher training is mandated for all employees.

Material breaches of the Code and associated outcomes are reported to the Board Risk and Compliance committee every six months. AMP's consequence management policy provides a framework for fair and consistent decisions regarding consequences for breaches of AMP's Code, and outlines principles for appropriate consequences based on breach severity. The Consequence Management committee reviews all outcomes bi-annually to ensure fairness and consistency in management and remuneration decisions.

Health, safety & wellbeing policy

The Health, Safety & Wellbeing policy outlines AMP's core principles of commitment to physical and psychosocial health and safety, shared responsibility, empowered voice, respectful conduct, inclusive support, and clarifying leadership accountability at all organisational levels. The policy details reporting pathways with robust protections for those raising concerns, and comprehensive support frameworks reinforcing AMP's commitment to safe and respectful working environments for all workers, customers and visitors – in compliance with Work Health and Safety legislation.

Inclusion and diversity policy

AMP's inclusion and diversity policy outlines AMP's commitment to inclusion and diversity, anchored to AMP's purpose and values and creating a shared understanding of what's expected at AMP. Further information about AMP's approach to enabling a culture of inclusion and diversity is outlined on page 12 of the CGS.

Whistleblowing policy

As outlined in AMP's whistleblowing policy, AMP's whistleblowing program encourages, protects and supports individuals who report eligible wrongdoing, including issues such as fraud, corrupt conduct, financial misconduct and material non-compliance with AMP's legal and regulatory obligations. The policy details the ways in which AMP manages disclosures, how concerns can be raised and what protections are offered to whistleblowers. An external whistleblowing platform is available for individuals to report suspected wrongdoing anonymously and confidentially.

The Audit committee receives regular reporting on the operation of the whistleblower program including concerns raised and any material incidents reported under the policy.

Anti-Bribery and corruption policy

AMP's anti-bribery and corruption policy, supported by the code of conduct, sanctions policy, fraud policy and other financial crime compliance and KYC standards, prohibits acts of bribery and corruption, facilitation payments and other improper benefits to any person, including public officials.

Material breaches of the policy are reported to the Risk and Compliance committee.

Conflicts management policy

AMP's conflicts management policy sets out the requirements for identifying and managing conflicts of interest, ensuring compliance with legal and regulatory obligations. The policy provides assurance to customers, shareholders, employees and business partners that AMP conducts its business with fairness, integrity and transparency.

Trading policy

AMP's trading policy applies to all directors, employees and contractors of AMP. The policy reinforces insider trading laws by prohibiting all directors, employees and contractors of AMP from trading in AMP securities at any time when they possess confidential price-sensitive information (i.e. inside information). The policy outlines rules for directors, senior executives, other nominated employees, and their close associates, for trading in AMP securities.

The policy also prohibits the use of hedging arrangements by directors and employees in relation to AMP shares, options, share rights and performance rights while held in equity programs.

Market disclosure policy

AMP's market disclosure policy governs the way AMP communicates with shareholders and sets out processes to support AMP's compliance with disclosure obligations under the ASX listing rules (and any required foreign securities exchange) and the Corporations Act. Further information outlining how AMP manages disclosure is available in the 'Engaging with our shareholders' section of the CGS.

Fit and proper policy

AMP's Fit and proper policy ensures that individuals in positions of accountability and responsibility who manage, have oversight of, or whose activities may materially affect an AMP regulated entity have the appropriate skills, experience and knowledge, and demonstrate honesty and integrity.

The policy addresses requirements under APRA's Prudential Standards CPS 520 and SPS 520; ASIC's Regulatory Guides RG 105 (Licensing: Organisational Competence) and RG 206 (Credit Licensing: Competence and training); and the Financial Markets Authority (New Zealand) under its Financial Markets Conduct Act guidelines.

Modern slavery statement

AMP publishes an annual Modern slavery statement, which outlines the actions AMP takes to identify and address the risks of modern slavery across AMP's operations, supply chains and investment services.

→ AMP's Modern slavery statement can be found at amp.com.au/corporatesustainability

Engaging with AMP's shareholders

Continuous disclosure

AMP places significant importance on stakeholder engagement and complying with its continuous disclosure obligations by providing timely, balanced and effective disclosure to the market as outlined in its market disclosure policy at amp.com.au/about-amp/corporate-governance/amp-limited#policies (refer to the key governance policies section of the CGS on page 9 for further information).

AMP's Market Disclosure committee assists the board and the CEO with the discharge of their respective disclosure obligations. Unless the board has resolved otherwise, it reviews material disclosure for all significant matters. Once approved, market sensitive information is released to ASX (and any required foreign securities exchange) in accordance with AMP's continuous disclosure obligations under the ASX Listing rules and Corporations Act. The board receives copies of all announcements made to ASX promptly after release through an automated notification feature. AMP announcements are also published on AMP's website after ASX release.

Investor engagement

The AMP website (amp.com.au) forms a key part of AMP's communications with shareholders and the broader community. Information about AMP, relevant corporate governance information and key governance documents and policies are available via AMP's website.

AMP's website also includes a dedicated shareholder centre (amp.com.au/about-amp/shareholder-centre) where shareholders can access announcements released to the ASX, calendar of upcoming scheduled announcements and presentations, information about AMP's full and half year financial results and reports, notices of meetings and other information relevant to their AMP shareholdings. Shareholders can also access webcasts of AMP's full year and half year analyst briefings, and other investor presentations.

To further assist in facilitating two-way communication with shareholders, AMP's investor relations team coordinates AMP's comprehensive investor relations program, which includes:

- briefings, presentations and roadshows
- group and one-on-one briefings with institutional investors, as well as attendance at broker hosted conferences for investors
- engaging with major shareholders, proxy advisors and sell-side analysts.

All new and substantive investor or analyst presentations are published on ASX ahead of the presentation.

Annual shareholder meeting

The board welcomes the opportunity to engage with AMP's shareholders and encourages their participation at AMP's Annual General Meeting (**AGM**). The 2026 AGM for FY2025 will be held on 10 April 2026 as a hybrid meeting where shareholders will have the option to participate either in person or via an online platform. Shareholders are invited to submit questions about AMP's business or the business of the AGM both ahead of and during the AGM.

Representatives of AMP's external auditors, Ernst & Young, also attend the AGM and are available to answer questions from shareholders in relation to the conduct of the audit of the annual financial statements and the content of the auditor's report.

AMP conducts all voting at shareholder meetings on a poll, ensuring that voting outcomes reflect proportionate holdings of all shareholders who vote (whether in person or by proxy or other representative). Upon conclusion of the AGM, the meeting webcast, transcript and supporting documents are made available on AMP's website.

Electronic communications

In line with AMP's commitment to sustainability, AMP encourages shareholders to receive information and communications from AMP and its share register electronically. Shareholders can communicate electronically with the AMP shareholder services team (by email to shares@amp.com.au) and with AMP's share registry, Computershare (by email to ampservices@computershare.com.au).

Shareholders can also contact the AMP shareholder services team directly through a dedicated phone line. They can also contact the AMP share registry by phone.

Shareholders may elect to receive electronic notification of AMP's ASX announcements by subscribing at amp.com.au/about-amp/shareholder-centre/results-and-reporting/asx-announcements and elect to receive the annual report, notice of meeting and proxy form and dividend statements by email.

Verification of unaudited reports

Management has adopted a process to prepare, verify and satisfy itself that all periodic corporate reports that are not audited or reviewed by AMP's external auditor are materially accurate. Periodic corporate reports are prepared by relevant internal subject matter experts, verified internally by management and material statements are reviewed for accuracy and approved by AMP's market disclosure committee before release to the market. The verification process allocates material disclosures within the relevant document to contributors to substantiate the disclosures to confirm their accuracy and completeness.

On matters relating to the external reporting of financial information, the Audit committee assists the Board to discharge its obligations.

AMP's people

Inclusion and diversity

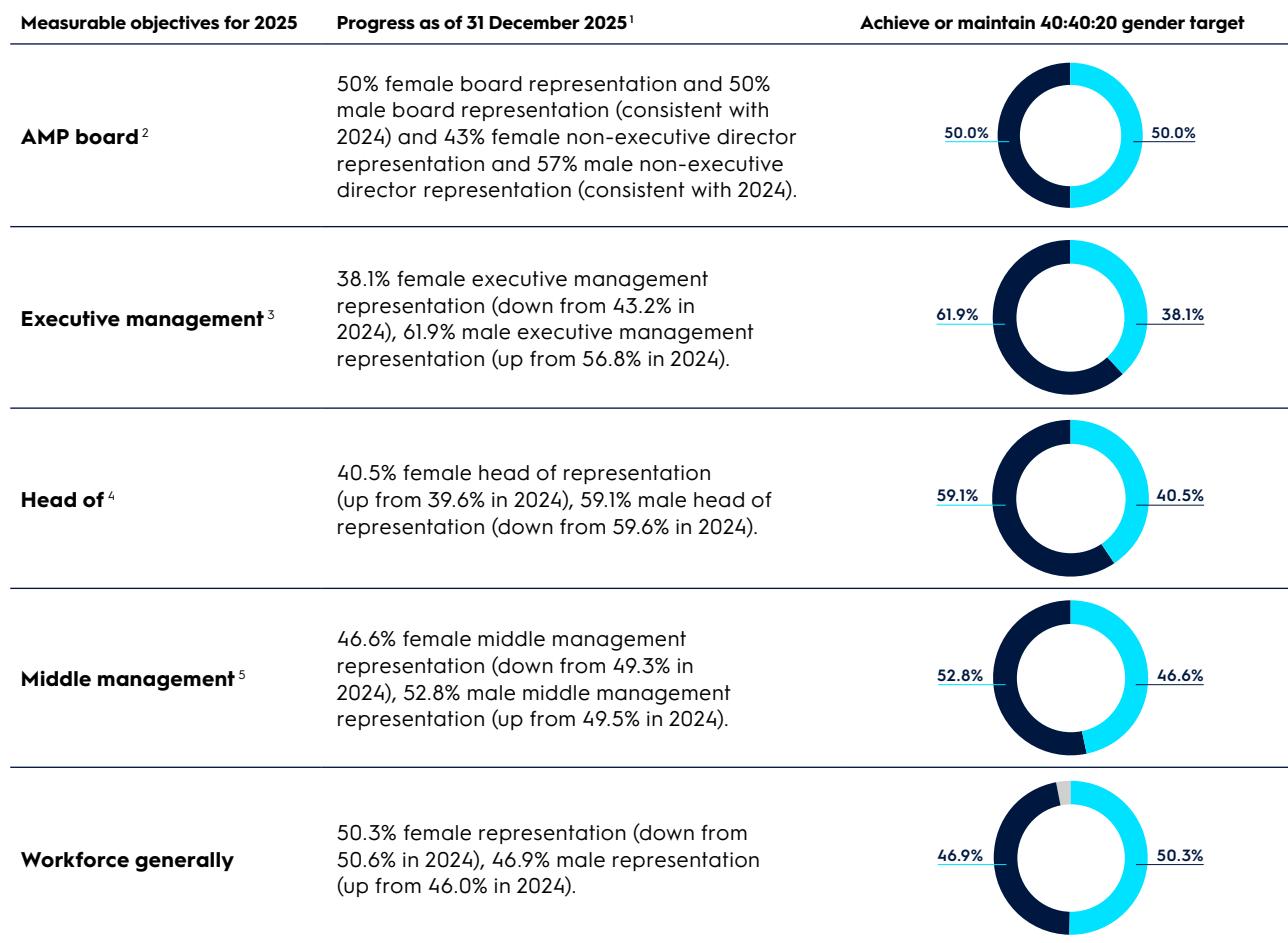
AMP is committed to creating an environment which empowers its people to be their authentic selves and is reflective of AMP's customers and community. AMP continues to take steps to progress inclusion and diversity priorities and deliver on its purpose of helping people create their tomorrow, with the intention of achieving better outcomes for AMP's people, customers, shareholders and communities. Some of AMP's key initiatives during 2025 include:

- **Bespoke employee health services** – partnering with an external provider to introduce a bespoke employee health service menu, providing greater flexibility to support individual needs.
- **Community partner engagement** – increasing employee awareness and participation in skilled volunteering that advances gender equality and financial inclusion for vulnerable women, fostering trust and social impact.
- **Conduct and ethical behaviour** – refreshing its inclusion and diversity policy to clarify expectations around inclusive behaviours and reaffirm its commitment to fostering a workplace culture aligned with its code of conduct and purpose and values.
- **Days of significance** – increasing promotion, recognition and celebration of an expanded calendar of days of significance aligned with identified focus pillars of the inclusion strategy and action plan.
- **Domestic & Family Violence Policy** – updating AMP's domestic & family violence policy, enhancing support available to employees including the introduction of uncapped leave.
- **Employee speak up survey** – the AMP employee survey conducted three times during the year which gave employees the opportunity to provide regular and anonymous feedback on what matters to them most. An inclusion index is included twice a year to understand the experience of inclusion and diversity across AMP and to ensure continual priority and progress.
- **Flexibility** – refreshing and embedding the flexible work policy (WeFlex) and guidelines, ensuring legislative changes to the accessibility of flexible working conditions were communicated to employees to support the application of AMP's We-Flex Principles (We Flex for Performance, Connection and Wellbeing) and foster an inclusive, diverse and safe working environment.
- **Gender pay gap and equality reporting** – disclosing for the first time in FY 2025 the Workplace Gender Equality Agency calculated gender pay gap by employing entity. AMP's Gender Pay Gap statement included disclosure of all key equality indicator results increasing transparency and reinforcing AMP's commitment to accountability and action.
- **Inclusion and diversity council and strategy** – executing key initiatives as outlined in the Council's 2025 strategy and action plan, which is structured around three main pillars: celebrating diversity, promoting inclusion, and building awareness. The AMP biennial inclusion and diversity census has informed the framework for 2025 priority actions, including the establishment of a dedicated working group to assess and address identified barriers to advancement across core demographic groups.
- **Inclusive leadership** – launching Leadership Spark, which redefines leadership expectations and what great leadership looks like across AMP. This initiative includes focused capability-building designed to empower teams, promote growth, and ensure psychological safety.
- **Performance Process** – the introduction of a refreshed performance process which aims to encourage inclusive leadership as a shared responsibility, increase opportunities for leaders, and ensure consistent appropriate behaviour across AMP.
- **Learning** – requiring all employees to complete core inclusion and reconciliation action plan culture awareness training and encouraging additional learning which includes rainbow training and disability awareness. In 2025 AMP continued to provide industry input to support the development of digital training designed to enhance the workplace experience for those with additional communication access needs.
- **Sexual harassment policy** – building on the standalone Sexual harassment policy that was introduced in 2024, in FY 2025, AMP introduced a further mandatory *Appropriate Workplace Behaviour* module, which provides education to employees on how to identify, raise and respond to instances of sexual harassment (and other inappropriate behaviours) in the workplace.
- **Talent attraction** – enhancing talent attraction through the successful delivery of AI-driven initiatives including graduate assessment, workforce task analysis and inclusive social media campaigns optimising innovative videos and communication approaches.
- **Transparent reporting** – uplifting people dashboard reporting to optimise leader self-service and enable real time data and action, providing greater insights on culture, performance, recognition, talent and wellbeing initiatives including flexibility.
- **Workplace wellbeing and safety support** – ongoing embedment of holistic health and safety risk management programs including psychosocial leadership training and biennial wellbeing risk assessments across all business units, providing indicative trend data with insights informing targeted action plans to align with WHS strategic pillars of protection, promotion and support.

Gender balance

The board sets measurable objectives for achieving gender balance and annually assesses the objectives and AMP's progress in achieving them. Since 2020 AMP has adopted a 40:40:20 representation target approach (40% female, 40% male and remaining 20% open to female, male or those identifying as another gender such as non-binary) across the organisation which applies to the board, senior executives, senior management, middle management and the workforce generally. In 2025, AMP successfully reached its gender balance target of 40:40:20 across the board, senior management, middle management, and overall workforce. Employees at the executive management level had 38.1% female representation.

The table below sets out the board's measurable objectives for 2025 and a summary of AMP's progress of achieving the measurable objectives of 40:40:20 gender targets during the reporting period.



● Male ● Female ● Prefer not to say/non-binary¹

¹ Female and male figures may not sum to total. The remaining percentage is an amalgamation of gender data identified as prefer not to say, non-binary.

² At the date of this statement, there was 50% female board representation and 43% female non-executive director representation. The board composition has also considered relevant diverse backgrounds and experience and actively engages with experts and representatives of broader stakeholder groups as required.

³ Executive management roles are generally one to two reporting layers below the CEO and represent the top 2% of the organisation. People in these roles typically lead discrete functions and are responsible for making strategic decisions for those functions. They generally have the title Group Executive or Director.

⁴ Head of roles are generally between two to four reporting layers below the CEO and represent the next 11% of the organisation. People in these roles generally report to the Executive management and are involved in tactical/strategic decision making or have specialised and high value skills. Generally used position titles include Head of, Senior Manager.

⁵ Middle managers are generally between three to four reporting layers below the CEO and represent the next 21% of the organisation. People in these roles typically report to Head of roles and are involved in operational decision making. They have a wide range of titles including Manager and Lead.

WGEA

AMP is a “relevant employer” under the Workplace Gender Equality Act 2012 (Cth) and, accordingly, is required to make annual filings with WGEA disclosing its “Gender Equality Indicators”, as defined in and published under that Act. The AMP company gender pay gap report and performance against key gender equality indicators is available in the 2023–2024 Gender Pay Gap employer statement available on AMP’s website at amp.com.au/about-amp/shareholder-centre/results-and-reporting.

Respect at work

AMP continues to implement a systematic and purposeful approach to preventing and responding to sexual harassment via its Prevention and Response Plan. AMP takes reasonable steps to prevent sexual harassment in the workplace, including the introduction of a standalone Sexual Harassment Policy, compulsory training for Appropriate Workplace Behaviours, and upskilling for management and the People & Culture team to deal with any complaints of sexual harassment in a trauma-informed and people-centric way. With positive duty an ongoing commitment, AMP continues to develop resources to comply with its positive duty under legislation to prevent sexual harassment in the workplace.

Psychosocial risk management

During 2025, AMP continued to advance its Group Risk Control framework and psychosocial risk management program. Biennial psychosocial risk assessments were conducted across all AMP business units, supporting the ongoing identification, assessment, control, and review of operational psychosocial hazards and risks. Through transparent communication and consultation, the outcomes of these assessments inform targeted action plans and ongoing strategic initiatives, both preventing and mitigating the risk of harm, providing support for recovery and enhancing the overall workplace experience.

Senior executives

Employment terms

The CEO and senior executives operate under clearly defined goals, accountabilities, and employment contracts that outline their terms of engagement, responsibilities, rights and entitlements upon termination. Prior to any senior executive appointment, AMP undertakes thorough due diligence to ensure the candidate possesses the necessary capabilities for the role. This includes comprehensive background checks covering character, education, career experience, criminal history and bankruptcy.

Additionally, AMP adheres to a Fit and Proper policy aligned with APRA’s Fit and Proper Prudential Standard. This policy mandates that individuals in senior executive roles are assessed, both prior to appointment and on an ongoing basis, to ensure they meet the required standards of fitness and propriety.

Performance review

The board undertakes an annual performance assessment of the CEO, based on annual performance objectives and measures recommended by the Remuneration committee and approved by the board. Similarly, performance objectives and reviews for ExCo members, including key management personnel (**KMP**) and individuals in APRA specified roles, are reviewed annually by the Remuneration committee, with recommendations submitted to the board for consideration and approval. Further details on the performance assessment process are outlined in the Remuneration report.

Remuneration

The Remuneration committee supports the AMP board (and relevant subsidiary boards) in establishing and overseeing AMP’s remuneration framework, ensuring alignment and compliance with laws, regulations and prudential standards. The AMP board is responsible for ensuring that remuneration outcomes appropriately balance stakeholder interests. This is achieved through a variable remuneration framework that measures both short-term and long-term performance including the delivery of shareholder returns, strategic execution, risk management (including people-related risks), customer outcomes, individual behaviour, conduct and culture, all while reflecting AMP’s purpose and values.

Further information on AMP’s remuneration governance, and remuneration policies and practices are disclosed in AMP’s 2025 Remuneration report contained in the Annual report.

Risk management

At AMP, respecting risk means recognising and managing risks to protect the business while delivering outcomes for customers, shareholders and the community. Every employee is responsible for risk management, as reflected in AMP's values and risk culture.

AMP manages risk by assigning clear roles under its three lines of defence model.

1. **Business Management (1st line):** implements strategy within the risk appetite set by the board.
2. **Enterprise Risk Management (2nd line):** designs risk policies, oversees business activities, assesses accountabilities, provides reporting to the board and the Risk and Compliance committee and challenges the organisation's cumulative risk profile.
3. **Internal Audit (3rd line):** provides independent assurance that the first and second lines meet their responsibilities, reporting directly to the Audit committee.

Risk management framework

AMP's risk management framework governs risk management throughout the AMP group and integrates it into decision making processes. The framework includes risk governance roles and responsibilities, risk appetite and strategy, and the risk processes and systems that support identification, assessment, actions, treatment, outcomes and reporting of risks.

The board, with assistance from the Risk and Compliance committee, sets AMP's risk appetite and monitors risk, setting a strong tone from the top. The Risk and Compliance committee oversees the implementation and operation of the risk management framework, while the Audit committee oversees the integrity and effectiveness of AMP's financial reporting.

The board reviews AMP's risk management framework annually, assessing whether it continues to be sound and fit for purpose and that AMP is operating with due regard to the risk appetite set by the board. The risk management framework review process includes an annual assessment from Internal Audit, which is reported to the Audit committee and Risk and Compliance committee. In addition, the framework is subject to an independent triennial review. An independent review of the risk management framework was completed in 2025. Reviews of the risk management strategy and risk appetite statement were conducted in 2025, approved by the board in November 2025 and provided to APRA.

The board provides an annual risk management declaration to APRA in accordance with APRA Prudential Standard CPS 220 Risk Management. The last risk management declaration was provided to APRA in March 2025. The review, with respect to the 2025 reporting period, is underway and is expected to be completed in March 2026.

Risk culture

AMP's risk culture 'respect risk' is integrated into AMP's Code. It aligns with AMP's risk management framework, ensuring that everyone shares responsibility for upholding a positive risk culture which is embedded in AMP's purpose and values.

A robust risk culture is a collective responsibility across all employees and leaders, with the board retaining ultimate accountability. The board achieves this objective by:

- approving and overseeing the risk management framework, risk appetite statement and risk management strategy
- setting a clear tone from the top, exemplifying robust risk management practices, and setting appropriate expectations
- monitoring the effectiveness and implementation of the risk culture framework.

The board receives regular reporting on risk culture, which includes risk culture dashboards, and in accordance with APRA CPS 220, management conducts a biannual risk culture assessment. The results are reported to the board which enables it to form a view of AMP's risk culture, identify areas for improvement, and implement targeted changes.

Ongoing tracking and reporting of AMP's risk culture maturity is undertaken, with employees invited to share their thoughts and views on risk culture via the anonymous employee speak up surveys.

Environmental, social and governance (ESG) risks

AMP acknowledges the importance of ESG and climate-related risks and recognises their potential impact on the organisation's ability to implement its strategy. AMP's approach to these risks and ESG and sustainability-related matters is focused on three connected areas of stakeholder focus: customers and superannuation members; people and partners; and community and environment; as well as balancing AMP's obligations to shareholders and regulators. AMP has assessed the ESG and sustainability-related matters of greatest importance and impact to AMP's stakeholders through a desktop materiality review process.

The board is responsible for setting and overseeing AMP's strategic direction, including ESG risks, and climate-related risks and opportunities through governance structures and risk management frameworks. AMP's risk management framework includes a consideration of ESG risks, including climate-related risks, conduct risk, digital innovation, cyber security risks and other sustainability risks and opportunities. The board has assigned specific climate-related responsibilities to both the Audit committee and the Risk and Compliance committee, as detailed in each committee's charter, to help fulfill its ESG and climate responsibilities.

AMP has prepared the FY25 Sustainability report in accordance with the Australian Sustainability Reporting Standards adopted by the Australian Accounting Standards Board (AASB S2 Climate-related Disclosures) and the *Corporations Act 2001*. This includes information on how AMP manages climate-related risks and opportunities. The Sustainability report is incorporated into AMP's Annual report, which can be viewed at amp.com.au/about-amp/shareholder-centre/results-and-reporting.

In addition, AMP has also prepared the FY25 Sustainability supplement in accordance with the Global Reporting Initiative (GRI) 2023 Standards demonstrating a commitment to transparency and accountability of AMP's ESG performance. Further details on AMP's approach to ESG matters and performance data are available in AMP's Sustainability supplement amp.com.au/about-amp/shareholder-centre/results-and-reporting.

Financial reporting and internal controls

Internal audit

AMP's internal audit function provides the board and management of AMP and its subsidiaries with independent assurance over the management of key organisational risks and the effectiveness of the associated control environments in place.

Led by the Chief Audit Executive, the internal audit function is independent of management and is accountable to the board via a direct reporting line to the Chair of the Audit committee, to whom unfettered access is given. Board approval is required to appoint or dismiss the Chief Audit Executive following recommendation from the Audit committee.

The Chief Audit Executive is supported by the in-house internal audit function and has an administrative reporting line to the Chief Risk and Legal Officer to further support independence from management. Where required, supplementary subject matter expertise is provided through strategic co-source partnerships with professional services firms offering a diverse range of expertise relevant to AMP's businesses.

External audit

AMP's financial statements are subject to an annual audit by an independent, professional auditor who also reviews AMP's half-year statements. AMP's external audit function is currently performed by Ernst & Young (EY). A periodic review is conducted to consider the continued engagement of EY as AMP's auditor, with the most recent review conducted in 2025, where it was determined that the ongoing engagement of EY as AMP's external auditor was appropriate taking into factors such as EY's independence, performance, capability and knowledge of AMP.

In accordance with regulatory requirements, lead audit partners are also rotated on a regular basis, with the current lead audit partner, Anita Kariappa, appointed in 2025.

The Audit committee oversees the external audit process and makes recommendations relating to EY's engagement to the board for approval.

CEO and CFO assurance

Before the board approves AMP's financial statements for each full and half financial year, the CEO and the Chief Financial Officer (CFO) provide the board with a declaration of their opinion as to whether:

- the financial records for the relevant reporting period have been properly maintained
- the financial statements and notes for the relevant reporting period comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of AMP
- in relation to the full financial year, AMP's consolidated entity disclosure statement is true and correct
- these opinions are formed on the basis of a sound system of risk management and internal control which is operating effectively.

The CEO and CFO provided these declarations to the board for both the half year and full year financial statements for 2025.



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