

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

Name of entity:	AMP LIMITED
ABN:	49 079 354 519

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Francesco Alexander DE FERRARI
Date of last notice	4 March 2019

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Beneficial interest in shares held by CPU Share Plans Pty Limited as the trustee of the AMP Employee Share Trust.
Date of change	13 August 2019

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
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<p>No. of securities held prior to change</p>	<ul style="list-style-type: none"> <li>• 8,000,000 options granted as a component of the Director's Recovery Incentive Award in accordance with his Employment Contract.</li> <li>• 1,656,976 performance rights granted as a component of the Director's Recovery Incentive Award in accordance with his Employment Contract.</li> <li>• 1,453,488 share rights granted as a component of the Director's Buyout Incentive Award in accordance with his Employment Contract.</li> <li>• 1,453,488 restricted shares, being fully paid ordinary shares held by CPU Share Plans Pty Limited (as trustee of the AMP Employee Share Trust) on behalf of the Director.</li> </ul>
<p>Class</p>	<p>See below</p>
<p>Number acquired</p>	<ul style="list-style-type: none"> <li>• 587,328 share rights granted as a component of the Director's amended Buyout Incentive Award</li> <li>• 587,328 shares being fully paid ordinary shares held by CPU Share Plans Pty Limited (as trustee of the AMP Employee Share Trust) on behalf of the Director</li> </ul> <p>as announced to ASX on 8 August 2019.</p>
<p>Number disposed</p>	<p>N/A</p>
<p>Value/Consideration  <small>Note: If consideration is non-cash, provide details and estimated valuation</small></p>	<p>Acquired without a cash payment by the Director as part of his remuneration.</p>
<p>No. of securities held after change</p>	<ul style="list-style-type: none"> <li>• 2,040,816 share rights</li> <li>• 2,040,816 restricted shares</li> <li>• 8,000,000 options</li> <li>• 1,656,976 performance rights</li> </ul>
<p>Nature of change  <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small></p>	<p>Allocation of restricted shares and share rights as a component of the amended Buyout Incentive Award granted to the Director, as announced to ASX on 8 August 2019. The restricted shares were purchased on market by CPU Share Plans Pty Limited as the trustee of the AMP Employee Share Trust.</p>

**Part 2 – Change of director's interests in contracts**

+ See chapter 19 for defined terms.

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Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	N/A

### Part 3 – <sup>+</sup>Closed period

Were the interests in the securities or contracts detailed above traded during a <sup>+</sup> closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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