



Kevin Keenan
Company Secretary

Phone: 61 3 8688 3978
Fax: 61 3 9614 5298

15 November 2010

Australian Securities Exchange
Company Announcements Office
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

AXA APH receives new scheme proposal from AMP and AXA SA

Please find attached news release.

Yours sincerely

A handwritten signature in black ink, consisting of a large, stylized 'K' followed by a horizontal line.

Kevin Keenan
Company Secretary

Page 1 of 3 pages

15 November 2010

AXA APH INDEPENDENT DIRECTORS RECEIVE NEW SCHEME PROPOSAL FROM AMP AND AXA SA

AXA Asia Pacific Holdings Limited (**AXA APH**) advises that it has received a new scheme of arrangement proposal from AMP Limited (**AMP**) and AXA SA (**Proposal**). Under the Proposal, AXA APH minority shareholders would receive at least \$6.43 in value per AXA APH share, subject to the movement of the AMP share price within certain bands as outlined below.

The Independent Directors of AXA APH are currently considering the Proposal.

It is proposed that AMP would acquire 100% of AXA APH, merge the Australian and New Zealand businesses of AXA APH with its own operations and divest the Asian business of AXA APH to AXA SA.

The Proposal is subject to a number of important matters including the unanimous recommendation of the Independent Directors, completion of due diligence by AMP, AXA SA and AXA APH, execution of the agreements to implement the transaction and various regulatory approvals. AMP has already received approval from the Australian Competition and Consumer Commission and the New Zealand Commerce Commission.

Under the terms of the Proposal, AXA APH's minority shareholders would be offered:

- 0.73 AMP ordinary shares; and
- a variable cash amount based on the arithmetic average of AMP's daily volume weighted average share price for a period of 10 trading days (**AMP VWAP**) following the effective date of the scheme. For example, assuming an AMP VWAP of \$5.32,¹ the cash amount would be \$2.55.

The cash amount would vary so that AXA APH minority shareholders receive \$6.43 in value if the AMP VWAP was equal to, or greater than, \$4.50 but less than \$5.60. If the AMP VWAP was \$5.60 or higher, AXA APH shareholders would receive 50% of the benefit of that higher AMP share price.

If the AMP VWAP was below \$4.50, the value of the Proposal would fall below \$6.43 per share, with the total cash consideration capped at \$3.15. If the AMP VWAP fell below \$4.50 prior to the scheme meeting, AXA APH's Directors would be entitled to terminate the agreements without a break fee being payable.

¹ The AMP VWAP up to and including 12 November 2010.

AXA APH shareholders would continue to be entitled to receive a FY2010 final dividend of up to 9.25 cents for their AXA APH shares (provided the AXA APH Board declares such a dividend). AXA APH minority shareholders would not be entitled to receive AMP's final FY2010 dividend in relation to AMP shares received under the Proposal.

The Independent Directors will update AXA APH shareholders after they have completed their consideration of the Proposal.

Further information

For Institutional Investors

Melissa Heyhoe

Group Manager – Investor Relations and Performance Reporting

Ph: +61-(0)3 8688 3744

M: +61-(0)421 333 582

For Retail Investors

Computershare Investor Services

Ph: 1300 367 373

For Media

Francine McMullen

Group Manager – Strategic Communications

Ph: +61-(0)3 8688 4985

M: +61-(0)412 223 485