



**Company Secretary**

AMP Limited  
ABN: 49 079 354 519

Level 29, 50 Bridge Street  
Sydney NSW 2000 Australia

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Sydney NSW 2001 Australia

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15 February 2024

Manager  
ASX Market Announcements

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

Notice Pursuant to Corporations Act Sub-section 259C(2) Exemption and ASIC Instrument 24-0073

Dear Sir/Madam,

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

Attached is ASIC Instrument 24-0073 approved by ASIC on 14 February 2024 confirming that AMP Limited is exempt from the operation of section 259C of the Corporations Act (**Instrument**). Pursuant to the Instrument AMP advises it will now provide its reporting under Sub-section 259C(2) of the Corporations Act on a quarterly basis.

Kate Gordon  
Company Secretary, AMP Limited

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

To: **AMP Ltd**  
 ACN/ARSN: 079 354 519  
 Shareholder: AMP Limited (ACN 079 354 519) and its related bodies corporate.  
 Notice Date: 14-Feb-2024

**1. Previous Notice**

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

The previous notice was given to the company on: 01-Feb-2024  
 The previous notice was dated: 31-Jan-2024

**2. Previous and present voting power**

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

Class of securities	Previous Notice		Present Notice	
	Persons' votes	Voting Power	Persons' votes	Voting Power
Ordinary Share	38,315,248	1.40%	36,631,390	1.34%

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

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

See Annexure 'A'

**4. Present interest and derivative exposure**

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

Holder of relevant interest	Nature of relevant interest	Class and number of securities	Person's votes affected
ipac Asset Management Limited	In its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts or as the responsible entity for registered and unregistered managed investment schemes, has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise of a dispose of, the securities.	Ordinary Share: 21,124,468	21,124,468
National Mutual Funds Management Ltd	In its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts or as the responsible entity for registered and unregistered managed investment schemes, has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise of a dispose of, the securities.	Ordinary Share: 5,003,649	5,003,649
N.M. Superannuation Proprietary Limited	N.M. Superannuation Proprietary Limited is legal and beneficial owner of the shares and has the power to exercise the right to vote and to dispose of the shares.	Ordinary Share: 6,414,258	6,414,258

AMP Limited (Trust Plans including SSP)	AMP Limited has rights to control the disposal of, and a net economic exposure to, the shares, which are held by CPU Share Plans Pty Limited as trustee of the AMP Employee Share Trust (Trustee). AMP Limited shares held by the Trustee are held on trust solely for the benefit of participants in employee incentive plans administered by AMP Limited or any of its related bodies corporate.	Ordinary Share: 3,608,739	3,608,739
AMP Limited (\$1K Plan and restricted shares)	AMP Limited has rights to control the disposal of the shares, which are held by participants in an employee incentive plan administered by AMP Limited. Under the terms of the incentive plan, the shares are held subject to a restriction on transfer for a specified period.	Ordinary Share: 49,210	49,210
AMP Wealth Management NewZealand Limited	AMP Wealth Management NewZealand Limited is the legal and beneficialowner of the shares, and has the power to exercise the right to vote and to dispose of the shares	Ordinary Share: 431,066	431,066

#### 5. Change in controlled entities

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

<i>Name and ACN (if applicable)</i>	<i>Nature of Association</i>
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#### 6. Addresses

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

<i>Name</i>	<i>Address</i>
ipac Asset Management Limited	50 Bridge Street, Sydney NSW 2000
National Mutual Funds Management Ltd	50 Bridge Street, Sydney NSW 2000
N.M. Superannuation Proprietary Limited	50 Bridge Street, Sydney NSW 2000
AMP Wealth Management New Zealand Limited	Level 19, AMP Centre, 29 Customs Street West, Auckland, New Zealand, 1140
CPU Share Plans Pty Limited	Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067

**Annexure 'A'**

Security: AMP Ltd  
 Effective Date: 14-Feb-2024

<i>Date of change</i>	<i>Person whose relevant interest changed</i>	<i>Nature of change</i>	<i>Consideration given in relation to change</i>	<i>Class and number of shares affected</i>	<i>Persons' vote affected</i>
01-Feb-2024	National Mutual Funds Management Ltd	Share acquisition	\$36,080.36	39,105	39,105
02-Feb-2024	National Mutual Funds Management Ltd	Share acquisition	\$28,318.48	30,057	30,057
05-Feb-2024	ipac Asset Management Limited	Share disposal	\$-77,739.52	-82,015	-82,015
05-Feb-2024	ipac Asset Management Limited	Share disposal	\$-27,866.16	-29,456	-29,456
12-Feb-2024	N.M. Superannuation Proprietary Limited	Share disposal	\$-245,178.82	-251,314	-251,314
12-Feb-2024	ipac Asset Management Limited	Share disposal	\$-361,266.92	-370,307	-370,307
12-Feb-2024	National Mutual Funds Management Ltd	Share disposal	\$-180,381.27	-184,895	-184,895
13-Feb-2024	ipac Asset Management Limited	Share disposal	\$-27,972.33	-28,868	-28,868
14-Feb-2024	N.M. Superannuation Proprietary Limited	Share disposal	\$-192,216.54	-183,331	-183,331
14-Feb-2024	ipac Asset Management Limited	Share disposal	\$-281,511.34	-268,498	-268,498
14-Feb-2024	ipac Asset Management Limited	Share disposal	\$-201,202.73	-187,589	-187,589
14-Feb-2024	National Mutual Funds Management Ltd	Share disposal	\$-142,035.84	-135,470	-135,470
31-Jan-2024	AMP Limited	Release of shares from AMP Employee Share Trust	n/a	-409	-409
02-Feb-2024	AMP Limited	Release of shares from AMP Employee Share Trust	n/a	-2,000	-2,000
06-Feb-2024	AMP Limited	Release of shares from AMP Employee Share Trust	n/a	-3,000	-3,000
12-Feb-2024	AMP Limited	Release of shares from AMP Employee Share Trust	n/a	-10,270	-10,270
12-Feb-2024	AMP Limited	Release of shares from restriction on transfer under Employee Incentive Plan	n/a	-703	-703
13-Feb-2024	AMP Limited	Release of shares from AMP Employee Share Trust	n/a	-14,895	-14,895

## AMP Related Body Corporate Report

Company Name	Company number	Country
ACN 154 462 334 Pty Limited	154 462 334	Australia
AdviceFirst Limited	2104026	New Zealand
AMP Advice Holdings Pty Ltd	608 373 217	Australia
AMP Bank Limited	081 596 009	Australia
AMP Capital Finance (US), LLC	6801895	United States
AMP Capital Finance Limited	123 968 089	Australia
AMP Capital Investors Advisory (Beijing) Limited	91110102664602282H	China
AMP Capital Investors International Holdings Limited	114 352 957	Australia
AMP Capital Investors US Real Estate, LLC	6639200	United States
AMP Finance Pty Limited	002 812 704	Australia
AMP Financial Investment Group Holdings Limited	081 596 036	Australia
AMP Financial Planning Pty Limited	051 208 327	Australia
AMP Group Finance Services Limited	084 247 914	Australia
AMP Group Holdings Limited	079 804 676	Australia
AMP Group Services Pty Limited	080 339 457	Australia
AMP Heritage Holdings Pty Ltd	633 108 013	Australia
AMP Holdings Pty Limited	079 958 062	Australia
AMP Lending Services Pty Limited	113 408 941	Australia
AMP Limited	079 354 519	Australia
AMP New Ventures Holdings Pty Ltd	602 035 530	Australia
AMP New Zealand Holdings Limited	841648	New Zealand
AMP Planner Register Company Pty Limited	129 899 896	Australia
AMP Services (NZ) Limited	339042	New Zealand
AMP Services Limited	081 143 786	Australia
AMP Superannuation Pty Limited	008 414 104	Australia
AMP Wealth Management Holdings Pty Ltd	633 106 939	Australia
AMP Wealth Management New Zealand Limited	821674	New Zealand
AMPCI (SG) Pte. Limited	201929368G	Singapore
Associated Planners Financial Services Pty Limited	097 451 495	Australia
Australian Mutual Provident Society Pty Limited	081 589 639	Australia
Australian Securities Administration Pty Limited	002 905 197	Australia
AWM Payments Administrator Pty Ltd	640 185 477	Australia
AWM Services Pty Ltd	139 353 496	Australia
Charter Financial Planning Limited	002 976 294	Australia
Citrus Innovations Pty Ltd	667 285 654	Australia
Collimate Capital Limited	078 651 966	Australia
Fame Digital Limited	8559048	New Zealand
Forsythes Financial Services Pty Ltd	081 861 261	Australia
Genesys Group Holdings Pty Limited	123 318 641	Australia
Genesys Group Pty Limited	003 357 024	Australia
Genesys Wealth Advisers Pty Limited	060 778 216	Australia
Hillross Financial Services Limited	003 323 055	Australia

<b>Company Name</b>	<b>Company number</b>	<b>Country</b>
IDF II GP S.à.r.l.	B175686	Luxembourg
IDF III GP S.à r.l.	B198593	Luxembourg
IDF IV GP S.à.r.l.	B 228370	Luxembourg
INSSA Pty Limited	063 061 192	Australia
ipac Asset Management Limited	003 257 225	Australia
ipac Group Services Pty Ltd	074 631 235	Australia
Jigsaw Support Services Pty Limited	005 799 977	Australia
King Financial Services Pty Ltd	059 718 697	Australia
Momentum Realty 2023 Limited	8661826	New Zealand
N. M. Superannuation Proprietary Limited	008 428 322	Australia
National Mutual Funds Management (Global) Pty Limited	057 398 393	Australia
National Mutual Funds Management Ltd.	006 787 720	Australia
NMMT Limited	058 835 573	Australia
Pajoda Investments Pty Ltd	127 407 238	Australia
PPS Financial Planning Pty Ltd	117 203 228	Australia
PPS Lifestyle Solutions Pty Ltd	051 228 641	Australia
PremierOne Mortgage Advice Pty Limited	102 861 316	Australia
Priority One Agency Services Pty Ltd	074 621 131	Australia
Priority One Financial Services Pty Limited	069 778 883	Australia
Prosperitus Pty Ltd	010 644 514	Australia
Quadrant Securities Pty Ltd	009 556 370	Australia
SMSF Advice Pty Limited	074 225 353	Australia
Solar Risk Pty Limited	092 265 373	Australia
Strategic Planning Partners Pty Ltd	057 800 405	Australia
T.I.M.E. Partners Pty Limited	073 513 407	Australia
TFS Financial Planning Pty Ltd	088 309 308	Australia
Total Super Solutions Pty. Ltd.	097 185 834	Australia
Tynan Mackenzie Pty Ltd	066 074 744	Australia

**Australian Securities and Investments Commission  
Corporations Act 2001 — Subsection 259C(2) — Revocation and  
Exemption**

**Enabling legislation**

- 1 The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 259C(2) of the *Corporations Act 2001* (the *Act*).

**Title**

- 2 This instrument is ASIC Instrument 24-0073.

**Commencement**

- 3 This instrument commences on the date it is signed.

**Revocation**

- 4 ASIC Instrument 19-1245 is revoked.

**Exemption**

- 5 AMP Limited ACN 079 354 519 (*AMP*) is exempt from the operation of section 259C of the Act.

**Where exemption applies**

- 6 The exemption applies to the issue or transfer of shares or units of shares of AMP to, or in trust for, a prescribed controlled entity in any of the following circumstances:
  - (a) an issue of shares or units of shares made under:
    - (i) Exceptions 1, 4, 6 or 7 in Rule 7.2 of the ASX Listing Rules; or
    - (ii) Exception 9 in Rule 7.2 of the ASX Listing Rules on the conversion of convertible securities but only to the extent the convertible securities were issued under an exception specified in sub-subparagraph (i);
    - (iii) a placement of shares made by AMP where:
      - (A) no more than 15% of the shares issued in the placement are allocated to all controlled entities; and
      - (B) participation in the placement by controlled entities is on the same or no more favourable terms as the terms for other participants;
    - (iv) an issue that is approved by AMP shareholders;

- (b) a transfer of shares or units of shares:
  - (i) effected on a prescribed financial market and not by way of a special crossing; or
  - (ii) under or as a result of a transaction with a controlled entity that:
    - (A) where Part 5C.7 of the Act applies to the transaction—does not contravene that Part;
    - (B) otherwise—would not contravene Chapter 2E of the Act if that Chapter applied as if section 214 of the Act were omitted;

- 7 The exemption does not apply unless AMP has given to ASIC a deed expressed to be irrevocable without the prior consent of ASIC and for the benefit of, and enforceable by, ASIC under which AMP undertakes:
- (a) to ensure that the number of votes attached to all voting shares of AMP in respect of which AMP or its controlled entities have the power to control voting or disposal, does not exceed 5% of the total number of votes attached to all voting shares of AMP;
  - (b) in calculating the percentage referred to in paragraph 7(a), include only those shares of AMP underlying a derivative where AMP has a relevant interest in those underlying shares;
  - (c) to ensure that a prescribed controlled entity does not exercise votes attached to shares issued or transferred in the circumstances specified in paragraph 6 other than where, in circumstances where the shares were issued or transferred to a prescribed controlled entity of the kind referred to in paragraph (ii) of the definition of *prescribed controlled entity*, the votes are exercised by the entity in accordance with the directions of a client;
  - (d) to disclose to ASX:
    - (i) within two business days of the commencement of this instrument and thereafter within two business days after the end of three months from the date the last disclosure was made under this subparagraph:
      - (A) the number of voting shares of AMP in respect of which it or its controlled entities have the power to control voting or disposal expressed as a percentage of the total number of shares of AMP; and
      - (B) the number of voting shares of AMP in respect of which it or its controlled entities have a net economic exposure to shares of AMP expressed as a percentage of the total number of shares of AMP; and
    - (ii) no later than before the end of two business days after the day on which AMP became aware of the movement, any movement of at least 1% in either of the percentages referred to in sub-subparagraph (i);
 and, in making these disclosures, to include the details set out in subsection 671B(3) of the Act as if section 671B applied;
  - (e) to:

- (i) keep records of acquisitions and disposals of shares of AMP and derivatives, by AMP and its controlled entities, for a period of at least 12 months after the date of the acquisition or disposal; and
  - (ii) within five business day after receipt of a written request, make those records available for inspection by ASIC, ASX or any other market licensee; and
- (f) to give a written notice to ASIC within five business days after becoming aware that it has failed to comply with the terms of the deed, other than in an immaterial respect, and setting out the details of the non-compliance.

## Interpretation

8 In this instrument:

- (a) ***ASIC Corporations (Investor Directed Portfolio Services) Instrument 2023/669*** means that instrument as in force on the date of this instrument and as amended or replaced from time to time by a disallowable legislative instrument within the meaning of the *Legislation Act 2003*;

***ASX*** means the financial market operated by ASX Limited ACN 008 624 691;

***ASX Listing Rules*** means those rules as in force on the date of this instrument with any modifications or waivers which ASX may grant to AMP;

***client***, in relation to a IDPS, means a person to whom the operator provides services under the IDPS and does not include AMP or its controlled entities, or their associates;

***controlled entity*** means an entity that is controlled, within the meaning of section 259E of the Act, by AMP;

***custodian***, in relation to an IDPS, has the meaning given by *ASIC Corporations (Investor Directed Portfolio Services) Instrument 2023/669*;

***derivative*** means a derivative within the meaning given by section 761D of the Act for which the value of the arrangement is ultimately determined, derived from or varies by reference to (wholly or in part) the value of shares of AMP;

***economic exposure*** means a financial exposure that:

- (i) arises because of an arrangement (including, but not limited to, a derivative) in relation to shares of AMP; and
- (ii) may result in the incurring of a profit or a loss to AMP or its controlled entities as a result of a change in the price or value of shares of AMP;

***IDPS*** has the meaning given by *ASIC Corporations (Investor Directed Portfolio Services) Instrument 2023/669*;

***market licensee*** has the meaning given by section 761A of the Act;

***operator***, in relation to an IDPS, has the meaning given by *ASIC Corporations (Investor Directed Portfolio Services) Instrument 2023/669*;

***prescribed controlled entity*** means a controlled entity that is:

- (i) a trustee or responsible entity of a managed investment scheme;
- (ii) an operator or custodian of an IDPS; or
- (iii) a trustee of a superannuation entity under the *Superannuation Industry (Supervision) Act 1993*;

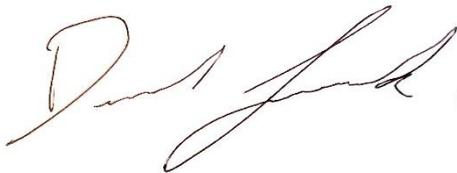
**prescribed financial market** has the meaning given by section 9 of the Act;

**relevant interest** has the meaning given by Part 6.1 of the Act;

**special crossing** has the meaning given by the operating rules of ASX as in force as at the date of this instrument;

- (b) for the purposes of sub-subparagraph 7(d)(i), in calculating the number of shares of AMP in respect of which it or its controlled entities have a **net economic exposure**, if, in relation to an economic exposure, a change in the price or value of the shares would result in a profit (or loss) in respect of a share and an offsetting loss (or profit) in respect of another share, do not include those shares in the calculation; and
- (c) for the purposes of sub-subparagraph 7(d)(ii), there is a **movement of at least 1%** in a percentage referred to in sub-subparagraph 7(d)(i) if the percentage increases or decreases by one or more percentage points from the percentage last disclosed under subparagraph 7(d).

Dated this 14<sup>th</sup> day of February 2024



Signed by Daniel Slupek  
as delegate of the Australian Securities and Investments Commission