



Notice of Meeting 08

Your guide to the 2008 Annual General Meeting

AMP Limited ABN 49 079 354 519

10.00am (AEST) Thursday 15 May 2008, The State Theatre, 49 Market Street, Sydney, NSW

2007 Annual Report

A copy of AMP's 2007 Annual Report (including the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2007) is accessible on AMP's website at: www.amp.com.au/shareholdercentre

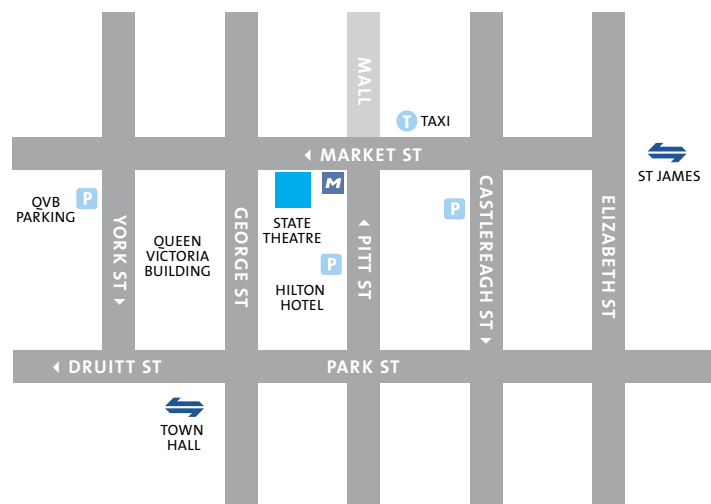
Your guide to AMP Limited's 2008 Annual General Meeting (AGM)

The formal Notice of Meeting starts on page 6 of this booklet.
Your Proxy Form is included in your Annual Report/AGM mail pack.

Please read this booklet carefully. It provides important information about the agenda and the resolutions you are being asked to vote on at the AGM.

When and where will the meeting be held?

The meeting will be held on Thursday 15 May 2008 at 10.00am at The State Theatre, 49 Market Street, Sydney, NSW.



How to get to the Meeting

- Bus:** buses travel along George, Castlereagh and York Streets.
- Train:** the nearest stations are Town Hall and St James.
Please contact 131500 for public transport information.
- Monorail:** the closest station is City Centre, corner Pitt and Market Streets.
Please contact the operators on 02 8584 5288 for more information.
- Car:** parking stations are located at QVB, Hilton Hotel and Piccadilly Centre.
Please contact the individual car parks for operating times and rates.

How can you watch the meeting live online?

You can watch a live webcast of the meeting at www.amp.com.au/agm

How can you vote?

If you are a shareholder who is entitled to attend and vote at the meeting, you can vote by:

- attending the meeting yourself; or
- appointing someone to attend the meeting and vote on your behalf.
The person you appoint is known as your 'proxy'.

You can appoint anyone as your proxy. For example, you can appoint a friend, an adviser or the Chairman. The person you appoint does not need to be a shareholder of AMP.

How do you 'appoint a proxy' to vote on your behalf?

If you are not going to attend the meeting, then you can appoint someone as your proxy to attend and vote on your behalf. You can do that online or by using the form enclosed with this document. Full instructions about each method are on page 7 of this booklet.

Can you appoint more than one proxy?

If you are entitled to cast two or more votes at the meeting, then you may appoint two proxies. There is more information about this on page 7 of this booklet.

What is the deadline for appointing a proxy?

The deadline for appointing a proxy is 10.00am (AEST) on Tuesday 13 May 2008.

Where do you send your completed and signed proxy form?

You can send your completed and signed proxy form by mail in the enclosed reply paid envelope. You can also send your proxy form in other ways, as outlined on the proxy form.

More information?

You should read the rest of this booklet:

- to understand the agenda for the meeting and the resolutions you and other shareholders are being asked to consider at the AGM, and
- to find out how to vote either in person at the meeting or by appointing someone to vote for you.

The formal Notice of Meeting starts on page 6 and the Explanatory Notes start on page 10. Your proxy form is included with your AGM mail pack.

What will happen at the meeting?

The Chairman and the Managing Director/CEO will report on AMP's performance during 2007 and will take questions about that performance during Item 1 on the agenda.

Shareholders will then be asked to:

- adopt AMP's Remuneration Report
- approve long-term incentive arrangements for Craig Dunn, Managing Director
- approve an increase to the non-executive directors' fee pool, and
- elect and re-elect five directors.

Adoption of Remuneration Report

The report includes details of the remuneration of AMP non-executive directors, executive directors and nominated senior executives and is put to shareholders to adopt. Under current legislation this vote is non-binding, however the board will take the outcome of the vote into account when considering future remuneration policy.

Approval of long-term incentives for the Managing Director

One-third of the Managing Director's remuneration is fixed. The other two-thirds are 'at risk'. Payment depends on the company's performance. Some of this 'at risk' remuneration is a short-term incentive (STI), contingent on AMP's performance against its five key performance indicators (see the inside front cover of the 2007 Shareholder Review). The other 'at risk' component is the long-term incentive (LTI), which is contingent on AMP's ability to generate total shareholder returns (TSR) over a three-year period.

The LTI aims to align the long-term interests of the Managing Director's with those of shareholders. If AMP performs well, delivering above average TSR outcomes for shareholders, the Managing Director shares in this performance through his LTI outcome. If above average performance isn't achieved, he receives no LTI payment.

The LTI plan is not new. Shareholders were informed of the LTI plan in its current form at the time of demerger back in 2003 and it is explained again in the Remuneration Report in the 2007 Annual Report. As a senior executive, Craig Dunn has been eligible to participate in the plan and its predecessor since 2000.

While not required by law to do so, AMP believes it is good governance to seek shareholder approval for both tranches of Craig Dunn's 2008 LTI grant and his ongoing participation in the LTI plan. Further detail and explanation of the LTI plan is included in the Explanatory Notes.

Approval of an increase in the non-executive directors' fee pool

This resolution asks you to approve a \$500,000 increase in the aggregate non-executive directors' fee pool from \$2.5 million to \$3 million per year. The current non-executive directors' fee cap of \$2.5 million is not expected to be exceeded in the current financial year. It is also not the board's intention to fully utilise the \$3 million pool during 2009.

However, the proposed increase is sought to cover:

- an increase in the number of non-executive directors from six to eight and the broadening of skills and expertise on the board
- succession planning, and
- benchmarking director remuneration to bring it into line with the market.

Further detail and explanation of the proposed increase in the non-executive directors' fee pool is included in the Explanatory Notes.

Election and re-election of directors

This resolution seeks your approval for the re-election of one director and the election of four directors to the board. Further information, including full biographies of these directors, is included in the Explanatory Notes.

Notice of Annual General Meeting

The Annual General Meeting of shareholders of AMP will be held at the State Theatre, 49 Market Street, Sydney NSW at 10.00am (AEST) on Thursday 15 May 2008.

Items of business

Item 1: Financial statements and reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2007.

Item 2: Remuneration Report

To adopt the Remuneration Report for the year ended 31 December 2007.

Item 3: Managing Director's long-term incentives

To consider and, if thought fit, to pass the following ordinary resolution:

"That approval is given to the ongoing acquisition by the Managing Director and Chief Executive Officer of AMP Limited, Mr Craig Dunn, of:

- (a) performance rights under AMP's long-term incentive program; and
- (b) shares in AMP Limited on the exercise of some or all of those performance rights,

as and on the basis described in the Explanatory Notes to the Notice convening the Meeting."

Item 4: Increase in non-executive directors' fee pool

To consider and, if thought fit, to pass the following ordinary resolution:

"That, with effect from the day after the conclusion of the 2008 Annual General Meeting of AMP Limited, the remuneration for the services of non-executive directors of AMP Limited is increased by \$500,000 to an aggregate maximum sum of \$3 million per annum. Such remuneration is to be divided among the non-executive directors in such proportion and manner as the directors agree (or, in default of agreement, equally) and to be taken to accrue from day to day."

Item 5: Election and re-election of directors

- (a) To re-elect Mr Richard Grellman as a director.
- (b) To elect Mr John Palmer as a director.
- (c) To elect Mr Brian Clark as a director.
- (d) To elect Professor Peter Shergold as a director.
- (e) To elect Mr Craig Dunn as a director.

Additional Information

The Notice and the proposed resolutions should be read in conjunction with the Explanatory Notes that accompany this Notice (see page 10).

Determination of entitlement to vote at the Meeting

AMP has determined that the shares of AMP that are on issue as at 7.00pm (AEST) on Tuesday 13 May 2008 will be taken, for the purposes of the 2008 AGM, to be held by the persons who hold them at that time. Accordingly, you will be entitled to vote at the Meeting if you are a registered shareholder of AMP at 7.00pm (AEST) on Tuesday 13 May 2008.

Voting exclusion

AMP will disregard any votes cast on the proposed resolution set out in Item 4 (increase in non-executive directors' fee pool) by any director of AMP or any associate of a director of AMP, unless:

- the vote is cast as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form specifying how the proxy is to vote; or
- the vote is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Can I appoint a proxy?

A shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on behalf of that shareholder. Shareholders can appoint anyone as their proxy, including the Chairman of the Meeting. A proxy does not need to be a shareholder of AMP.

If a shareholder is entitled to cast two or more votes at the Meeting, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or the number of the shareholder's votes that each proxy may exercise, each proxy may exercise half of the shareholder's votes on a poll. Fractions will be disregarded.

If a shareholder appoints two proxies, neither is entitled to vote (as proxy) on a show of hands at the Meeting – they can vote only on a poll taken on a proposed resolution.

If the same person (such as the Chairman) is appointed as proxy for two or more shareholders, and those shareholders have specified different ways for the proxy to vote on a proposed resolution, the proxy is not entitled to vote (as proxy) on a show of hands on that resolution.

Where do I send my proxy form?

Send your completed proxy form:

by mail to the AMP Share Registry, using the envelope enclosed or by posting it to:
Australia: Reply Paid 2980, Melbourne, VICTORIA 8060
New Zealand: PO Box 91543, Victoria Street West, AUCKLAND 1142
Other countries: GPO Box 2980, Melbourne, VICTORIA 3001, AUSTRALIA

online by visiting the AMP website at www.amp.com.au/shareholdercentre and following the prompts and instructions. To use this facility, you will need to enter your Holder Identification Number (HIN) or Shareholder Reference Number (SRN) and postcode as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website. If you wish to use this facility, you must lodge your proxy form through the facility no later than 10.00am (AEST) on Tuesday 13 May 2008.

by fax Australia: 1300 301 721
New Zealand: 09 488 8787
Other countries: +612 8234 5002

by delivery to AMP's registered office: Level 24, 33 Alfred Street, Sydney NSW 2000, Australia
or to AMP Share Registry: Level 3, 60 Carrington Street, Sydney NSW 2000, Australia
or to AMP Share Registry: Level 2, 159 Hurstmere Road, Takapuna, North Shore City, New Zealand

What is the due date for appointing a proxy?

Your completed proxy form (and any necessary supporting document) must be received by AMP no later than 10.00am (AEST) on Tuesday 13 May 2008. If your proxy form (and any necessary supporting document) is not received by then, your proxy appointment will not be effective for the scheduled AGM.

What if a proxy is appointed under a power of attorney?

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney, or a certified copy, is sent with the proxy form unless the power of attorney has already been sighted by the AMP Share Registry. A proxy cannot be appointed electronically (through the AMP Share Registry website) if they are appointed under a power of attorney or similar authority.

How does a shareholder that is a company execute the proxy form?

If the shareholder executing the proxy form is a company, then it must execute the proxy form in one of the following ways:

- by having two directors or a director and a secretary of the company sign the proxy form;
- if the company is a proprietary company with one director who is also the secretary of the company (or the company does not have a secretary), by having that director sign it in the 'individual or first shareholder' box on the proxy form;
- by having a duly authorised officer or attorney sign the proxy form (in which case the shareholder must send with the proxy form the original, or a certified copy, of the document authorising the attorney or representative); or
- if the company has a common seal, by affixing the common seal in accordance with the company's constitution together with the required signatures.

Does a proxy have to vote?

A proxy may decide whether or not to vote on any motion – unless the proxy is required by law or AMP's Constitution to vote.

How should a proxy vote?

If the shareholder appointing the proxy:

- directs the proxy how to vote on an item of business, then the proxy may only vote on that item in the way the shareholder directed.
- does not direct the proxy how to vote on an item of business or any other motion at the Meeting, then the proxy may vote as he or she thinks fit on that item or motion.

How will the Chairman vote as proxy if the shareholder has not directed the Chairman how to vote?

If a shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on the proposed resolutions set out in this Notice, then the Chairman intends to vote in favour of each of the proposed resolutions (if a poll is called on the relevant resolution).

By order of the Board



Sharyn Page
Company Secretary
17 March 2008

Explanatory Notes

The information below is an explanation of the business to be considered at the 2008 AGM.

Item 1: Financial statements and reports

The 2007 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report) will be presented to the Meeting. Shareholders can access a copy of the 2007 Annual Report on AMP's website at the following address: www.amp.com.au/shareholdercentre. As permitted by recent changes to the law, a printed copy of the 2007 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. Shareholders may elect to receive, free of charge, a printed copy of the Annual Report (including the Financial Report, the Directors' Report and the Auditor's Report) for each financial year. To obtain information on this, please contact the AMP Share Registry.

During this item, shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the reports and AMP's management, business, operations, financial performance and business strategies.

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

If you would prefer to submit a written question to the auditor regarding the content of the Auditor's Report or the conduct of the audit, please do so in accordance with the instructions on page 22 under the heading *Questions from shareholders*. Please note that all written questions must be received by no later than Thursday, 8 May 2008.

Item 2: Remuneration Report

Directors of listed companies, such as AMP, are required to provide detailed disclosures of director and senior executive remuneration in their Directors' Reports. These disclosures are set out in the Remuneration Report on pages 10 to 31 of AMP's 2007 Annual Report, which has been made available to shareholders and is also available online at: www.amp.com.au/shareholdercentre

The contents of the Remuneration Report include (among other things):

- discussion of the board's policy in relation to the nature and level of remuneration of directors, company secretaries and senior managers of AMP and the AMP group
- discussion of the relationship between the board's remuneration policy and AMP's performance over the five financial years up to and including 2007
- information about performance hurdles applicable to the short-term and long-term incentive components of the remuneration of executive directors, the company secretary and senior managers, and

- details of the remuneration provided to the Chief Executive Officer, the executives reporting directly to the Chief Executive Officer, certain other senior executives, and the non-executive directors of AMP for the year ended 31 December 2007.

Shareholders will be asked to vote on a resolution to adopt the report at the Meeting. The vote on the resolution will be advisory only and will not bind the directors or AMP. However, the board will take the outcome of the vote into consideration when considering the remuneration policy for directors and executives in the future.

During the discussion of this item, shareholders will be provided with a reasonable opportunity to ask questions about, and comment upon, the Remuneration Report.

The directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

Item 3: Long-term incentive arrangements for the Managing Director and Chief Executive Officer (Managing Director)

Background

Under his employment agreement with AMP, the remuneration of AMP's Managing Director, Craig Dunn consists of:

- base salary (33 per cent)
- short term incentive (STI) payable in cash, and
- long-term incentive (LTI) payable in performance rights (which is a right to receive shares if specific performance hurdles are met).

Approximately 67 per cent of the Managing Director's remuneration (that is both STI and LTI) is 'at risk'. Payment of LTI is subject to AMP meeting total shareholder return (TSR) performance hurdles over specific time frames to align company and Managing Director interests with those of shareholders.

The AMP International Employee Share Ownership Plan (LTI Plan) has previously been considered by shareholders as part of the information provided to them in October 2003, when AMP proposed the demerger of its UK operations, and is again explained in the Remuneration Report in the 2007 Annual Report. Although specific shareholder approval of the LTI Plan was not required at the time of demerger, the LTI Plan formed part of the proposed ongoing arrangements for AMP, which shareholders approved by voting in favour of the demerger.

Approximately 110 of the most senior executives of AMP are entitled to participate in the LTI Plan. As a senior executive, Craig Dunn has participated in the LTI Plan (and its predecessor) since 2000 and in his capacity as Managing Director, continues to be eligible to participate.

Why is shareholder approval being sought?

Following his appointment as Managing Director, AMP has decided to seek shareholder approval for Craig Dunn's LTI grants described below. Because Craig's LTI shares will be bought on-market, AMP is not required by law to seek this approval. However, in the interests of transparency and good governance, AMP believes it is appropriate to do so.

What are the proposed long-term incentive arrangements?

Under the LTI Plan, eligible executives are granted long-term incentives in the form of 'performance rights'. Each performance right gives the holder the right to acquire one fully paid ordinary share in AMP, provided that a performance hurdle determined by the board is met at the end of a three-year performance period. Performance rights are granted at no cost to the holder.

For 2008, the Managing Director's employment agreement provides for the grant of two separate tranches of performance rights under the LTI Plan as follows:

- for the period from 1 January 2008 to 31 July 2008, performance rights with a 'fair value' of \$506,333 (**First 2008 Grant**). This is a one-off grant to reflect Craig Dunn's promotion to the role of Managing Director. It covers the period from his appointment as Managing Director to the end of the current grant period; and
- for the period from 1 August 2008 to 31 July 2009 (the next grant period under the LTI Plan), performance rights with a fair value of 150 per cent of Craig Dunn's fixed annual remuneration for 2008 (**Second 2008 Grant**).

This grant continues the normal cycle of grants in line with other participants in the LTI Plan.

In determining these LTI arrangements, the directors took into account the nature of the position, the function and purpose of the long term component of AMP's remuneration strategy, benchmarking against the practice of its Australian institutional peers and other relevant information provided by external remuneration consultants.

For future years, it is intended that performance rights will continue to be granted to the Managing Director each year under the LTI Plan, in line with the annual cycle that applies to other participants in the LTI Plan.

How many performance rights will be granted to the Managing Director?

For the First 2008 Grant, the number of performance rights will be 102,914.

The number of performance rights in the Second 2008 Grant is not currently known as it depends on matters yet to happen and board determinations yet to be made.

Under the LTI Plan's formula, the number of performance rights in the Second 2008 Grant is based on a board determination of the value of the long-term incentive

the Managing Director should receive (namely, 150 per cent of Craig Dunn's fixed annual remuneration for 2008), divided by the average closing share price during the 90-day period preceding the grant, discounted for the possibility that total shareholder return based performance hurdles will not be met.

For a detailed explanation of the calculation of the actual value of the long-term incentive see page 14 of the 2007 Annual Report.

The LTI Plan formula used to calculate the number of performance rights to be allocated in the Second 2008 Grant, is set out below.

$$N = (LTIA \times FR) / FV$$

where:

LTIA means the actual LTI award percentage determined by the board for the relevant grant. For the Second 2008 Grant, this will be 150 per cent. For future annual grants, the maximum LTI award percentage will be determined by the board taking into account other components of the Managing Director's remuneration.

FR means the annual fixed remuneration of the Managing Director as at 1 August in the year of the relevant grant (or such other date determined by the board). For 2008, this amount is \$1,400,000. Craig Dunn's fixed remuneration will be reviewed annually with the first review to occur in February 2009.

FV means the fair value of a performance right as at 1 August in the year of the relevant grant (or such other date determined by the board), as determined based on a valuation prepared by an independent external consultant in accordance with the principles set out in accounting standard AASB 2 *Share-Based Payments*. The fair value will be based on the average closing share price of AMP during the period prior to the specified date determined by the board, discounted for the possibility that the performance hurdles applicable to the grant may not be met.

If **N** is a fractional number, it will be rounded up to the nearest whole number of performance rights.

When will performance rights be granted to the Managing Director?

If shareholders approve the proposed resolution in Item 3, the First 2008 Grant will be made shortly after the AGM in May 2008, and the Second 2008 Grant will be made in August 2008 (at the same time as the annual grant of performance rights to other participants in AMP's LTI Plan). It is intended that future annual grants will continue to be made at the same time as the grants to other participants in the LTI Plan, which currently occur in August of each year.

What performance hurdle would apply to the performance rights?

Under the LTI Plan, each performance right will be subject to a performance hurdle determined by the board. The current performance hurdle determined by the board and applicable to all participants of the LTI Plan is based on the total shareholder return (TSR) of AMP over a three-year performance period relative to that of the Top 50 Industrials in the S&P/ASX 100 Index at the start of the performance period (TSR Ranking). For each of those grants, the number of performance rights in the relevant grant that vests and may be converted into AMP shares at the end of the performance period will be determined in accordance with the following vesting schedule:

- if AMP's TSR Ranking is below the 50th percentile of the market comparator group, none will vest
- if AMP's TSR Ranking is at the 50th percentile of the market comparator group, 50% will vest
- if AMP's TSR Ranking is between the 50th and 75th percentile of the market comparator group, 50% plus 2% for each percentile (rounded to the nearest whole percentile) will vest, and
- if AMP's TSR Ranking is in at least the 75th percentile of the market comparator group, 100% will vest.

The applicable three-year performance periods are:

- 1 January 2008 to 31 December 2010, for the First 2008 Grant, and
- 1 August 2008 to 31 July 2011, for the Second 2008 Grant.

For subsequent annual grants, the performance hurdles and performance period will be determined by the board.

Under the LTI Plan, if there is a takeover or other change in control of AMP during the performance period, some or all of the performance rights held by Craig Dunn may vest automatically (even if the performance period has not expired and the applicable performance period has therefore not been met).

The board may vary or waive the terms and conditions of performance rights in a particular grant.

What will happen to the performance rights if the Managing Director leaves AMP before the end of the performance period?

If Craig Dunn resigns from AMP, all performance rights that have not vested by the end of his notice period will lapse. Performance rights that vest before the end of the notice period will be retained (whether or not Craig Dunn is required

to serve out the full notice period). All performance rights will lapse if Craig Dunn's employment is terminated by AMP for serious misconduct or inadequate performance. In other cases, such as termination by AMP on notice, death, disability, retirement and redundancy, Craig Dunn's performance rights will be retained subject to the original performance hurdle and performance period. However, if AMP terminates Craig Dunn's employment by giving notice or his employment is terminated due to death or illness, the number of performance rights granted in respect of the 12-month period in which the termination occurs that are retained will be reduced pro rata by reference to the proportion of the 12-month period for which he remained employed.

What will happen at the end of the performance period?

Under the LTI Plan, if some or all of the performance rights in a particular grant satisfy the performance hurdle at the end of the applicable performance period and therefore vest, Craig Dunn will have two years from the end of that period in which to exercise those rights to acquire fully paid ordinary shares in AMP. A nominal exercise price will be payable by Craig Dunn of \$1 for all shares acquired on exercise of a particular tranche of performance rights.

If the performance hurdle is not achieved for some or all of the performance rights granted to Craig Dunn, under the LTI Plan those performance rights will lapse immediately without re-testing of the performance hurdle.

It is intended that shares delivered to Craig Dunn on exercise of any vested performance rights will be bought on-market and, therefore, will not dilute existing AMP shareholdings.

What will happen if shareholders do not approve the grants

Craig Dunn has an ongoing contractual right to receive long-term incentives, including for the periods covered by the First 2008 Grant and Second 2008 Grant. To compensate Craig Dunn for the remuneration he would forego if shareholder approval of long-term incentives is not given, Craig Dunn is entitled, under his employment agreement, to receive a cash payment instead of the long-term incentives. Craig Dunn will only be entitled to receive a cash payment if performance hurdles are satisfied.

For the period from 1 January 2008 to 31 July 2009, provided performance hurdles are satisfied the cash amount would be equivalent to the value the First 2008 Grant and Second 2008 Grant would have had at vesting if shareholders had approved those grants.

In the non-executive directors' view, it is in the best interest of shareholders to approve the share based 2008 long-term incentive grants to the Managing Director because they appropriately align Managing Director remuneration with shareholder returns due to the significant performance hurdles AMP must achieve for the long-term incentives to vest. Your directors (with the Managing Director, Craig Dunn, abstaining) therefore recommend shareholders approve the Managing Director's continued participation in the LTI Plan, the First 2008 Grant and the Second 2008 Grant.

As Craig Dunn has a personal interest in the resolution proposed in Item 3 of the Notice, Craig has elected that he and his associates will not vote on the Item at the 2008 AGM.

Item 4: Increase in non-executive directors' fee pool

What is the proposed increase in the non-executive directors' fee pool?

At the 2006 AGM, shareholders approved an increase in the maximum aggregate non-executive directors' fee cap to \$2.5 million per year.

For the purposes of clause 67.1 of AMP's Constitution and Rule 10.17 of the ASX Listing Rules, shareholder approval is now sought to increase the non-executive directors' fee cap by \$500,000 from \$2.5 million to \$3 million per year.

Why is an increase being proposed?

The current approved non-executive directors' fee cap of \$2.5 million is not expected to be exceeded in the current financial year. However, the board considers that it is appropriate to seek an increase at this time for a number of specific reasons:

Succession Planning

- the number of non-executive directors on the board has increased from 6 to 8 since the fee pool was last increased in 2006;
- strong succession planning is a cornerstone of the AMP strategic plan. Attracting the right board members and providing effective transition arrangements are fundamental to a high performing board. The proposed resolution will therefore further enable AMP to undertake systematic succession planning and implementation for the board as a whole.

Increased responsibilities

- since 2004, under AMP's governance model, the strength of subsidiary company boards has increased through the appointment of AMP non-executive directors as well as other independent directors to those boards;

- the board sought independent advice on non-executive director remuneration, including remuneration for work on subsidiary boards from expert remuneration consultants Hewitt Associates. They recommended an increase to non-executive director fees for AMP and key operating subsidiaries (such as AMP Capital Investors Limited and AMP Bank Limited), in keeping with market movements and reflecting the increased responsibilities for those directors due to the additional regulatory and business requirements;
- the meetings attended by AMP non-executive directors during 2007 are shown in the table on page 18.

Remuneration benchmarking

- to allow for future growth in non-executive directors' remuneration to ensure that it is competitive with the market, securing AMP's ability to continue to attract talented directors with the relevant skills and experience. This approach is in line with the approach taken by comparable Australian companies.

It is proposed that the increase will take effect on 16 May 2008 (the day after the 2008 AGM) and will apply pro rata to the financial year ended 31 December 2008.

As referred to above, the board has sought independent advice on non-executive director remuneration from Hewitt Associates. The advice included a review of the current and projected level of non-executive director remuneration in Australian companies of comparable size and complexity.

What are the specific proposed increases in non-executive director fees?

The board proposes increases for the following non-executive director fees (effective 16 May 2008):

- base fee to increase from \$140,000 to \$160,000 a year
- Chairman's fee to increase from \$515,000 to \$550,000 a year
- Audit Committee chairman's fee to increase from \$35,000 to \$40,000 a year, and
- Remuneration Committee chairman's fee to increase from \$25,000 to \$30,000 a year.

Superannuation contributions are included within the proposed fee cap.

It is not the board's intention to fully utilise the \$3 million pool during 2009. The current non-executive directors' fee cap of \$2.5 million is not expected to be exceeded in the current financial year.

Explanatory Notes

Item 4: Increase in non-executive directors' fee pool continued

Details of meeting attendances by non-executive directors of AMP

Attendance by non-executive directors of AMP at meetings of boards and committees (of which they were members) held during the year ended 31 December 2007 are shown in the table below. The directors also attended other board and committee meetings of which they were not members.

Board/Committee Held/attended	AMP Limited Board Meetings		Audit Committee		Nomination Committee		Remuneration Committee		Ad hoc Committees ¹		Subsidiary Board and Committee Meetings ²	
	A	B	A	B	A	B	A	B	A	B	A	B
John Astbury ⁴	12	11	5	5	–	–	–	–	–	–	5	4
David Clarke	13	12	–	–	–	–	4	4	–	–	4	4
Richard Grellman	13	12	6	6	3	3	–	–	–	–	28	27
Meredith Hellicar	13	13	–	–	–	–	4	4	–	–	13	13
Peter Mason ³	13	13	–	–	3	3	4	4	2	2	–	–
John Palmer	6	5	–	–	–	–	–	–	–	–	7	6
Nora Scheinkestel	13	12	6	6	3	3	–	–	–	–	18	16

Footnote

Column A – indicates number of meetings held while the director was a member of the board/committee.

Column B – indicates number of those meetings attended.

- 1 Ad hoc committees of the board were constituted during the year in relation to the financial results.
- 2 Subsidiary board and committee meetings include AMP Life Board and Audit Committee, AMP Bank Board, General Insurance Group (boards and Audit Committees) and AMP Capital Investors (boards and Audit Committees).
- 3 In accordance with AMP's governance structure, Peter Mason attended 4 AMP Audit Committee meetings and 12 subsidiary board meetings. In line with Peter Mason's fee arrangement, specific committee fees are not paid to Peter Mason.
- 4 John Astbury retired from the board on 31 October 2007.

As the non-executive directors have a personal interest in the proposed resolution in Item 4 of the Notice, the directors make no recommendation as to how shareholders should vote on this resolution, and shareholders should judge for themselves whether or not the fee increase should be approved.

Item 5: Election and re-election of directors

Who are the current candidates for directorships?

Richard Grellman is a non-executive director who is retiring by rotation in accordance with clause 64 of AMP's Constitution. Richard is eligible to be re-elected as a director of AMP and intends to offer himself for re-election. If Richard is re-elected as a director he will have held that office for nine years on 22 March 2009. Under AMP's Constitution, this means that he would need to be re-elected at AMP's 2009 AGM and at every subsequent AGM if he wishes to continue in office after the relevant meeting. Richard's current intention is that he will not offer himself for re-election at AMP's 2009 AGM.

John Palmer and Brian Clark are non-executive directors who were appointed since the last AGM. Peter Shergold will become a non-executive director on 14 May 2008, the day before the 2008 AGM. Each of them will cease to hold office at the 2008 AGM in accordance with clause 62 of AMP's Constitution (unless elected at the meeting). All are eligible to be elected as directors of AMP and intend to offer themselves for election.

Craig Dunn was appointed AMP's Managing Director and CEO on 1 January 2008, in the place of Andrew Mohl. As Craig was appointed a director since the last AGM, he will cease to hold office at the 2008 AGM in accordance with clause 62 of AMP's Constitution (unless he is elected at the Meeting). If Craig is not elected as a director at the Meeting, clause 81.5 of AMP's Constitution will also have the effect that Craig will automatically cease to hold his executive office as Chief Executive Officer.

The board has conducted an assessment of the performance of the five candidates. The directors (with Richard Grellman, John Palmer, Brian Clark and Craig Dunn abstaining in respect of their own election), unanimously recommend the re-election of Richard Grellman and the election of John Palmer, Brian Clark, Peter Shergold and Craig Dunn.

Separate resolutions will be put to the Meeting in respect of each of the candidates.

Profiles of the five candidates are shown on the next page.

Explanatory Notes

Item 5: Election and re-election of directors continued



Richard Grellman AM
Independent, non-executive director
FCA. Age 58

Richard was appointed to the AMP Limited Board in March 2000. He is chairman of the Audit Committee and a member of the Nomination Committee. He has been a director of AMP Life Limited since November 2001 and chairs its Audit Committee. Richard was a director of Gordian RunOff Limited from May 2004 to March 2008 (chairman from May 2005).

Experience: Richard has over 32 years of experience in the accounting profession. He was a partner of KPMG from 1982 to 2000 and a member of KPMG's National Board from 1995 to 1997 and national executive from 1997 to 2000. He was an independent financial expert for AMP's demutualisation and investigating accountant for AMP's prospectus and listing. In 2007, Richard was appointed a member of the Order of Australia for service to the community, particularly through leadership roles with Mission Australia and fundraising with Variety, The Children's Charity, and to the finance and insurance sectors.

Other directorships: Richard has been chairman of the Board and Council of the NSW Motor Accidents Authority since 1994, director of Mission Australia since 1984 (president and chairman since 2000), chairman of the Association of Surfing Professionals (International) Limited since 2002 and chairman of the NSW Lifetime Care and Support Authority since 2006. He has been a director of Atlas Group Holdings Limited since 2003 and a director of Trafalgar Corporate Group since 2002 (chairman since 2006). Richard was appointed a director of Centennial Coal Company Limited in February 2008. He was chairman of Cryosite Limited from December 2002 to 4 March 2008.



John Palmer
Independent, non-executive director
ONZM, B.Agr.Sc, FNZID. Age 60

John was appointed to the AMP Limited Board on 24 July 2007. He is a member of the Remuneration Committee, and he has been a director of the AMP Life Board since May 2004. He was previously a director of the AMP Bank Board from 1998 to 2003. John is based in New Zealand.

Experience: John has considerable experience as a director and chairman of companies in the agricultural and finance sectors. His other business interests focus largely on horticultural production and servicing. He has a track record of successfully leading change and reconstruction of diverse corporates in marketing, agribusiness and aviation. In 1998 he received the Bledisloe Cup for outstanding contribution to the New Zealand fruit industry. In 1999 he was awarded with an Officer of the New Zealand Order of Merit (ONZM) for service to the New Zealand kiwifruit industry.

Other directorships: John has been the chairman of Air New Zealand Limited since November 2001 and chairman of Solid Energy NZ Limited since January 2007. He is a director of Rabobank Australia Limited and Rabobank New Zealand Limited.



Brian Clark
Independent, non-executive director
DSc. Age 59

Brian was appointed to the AMP Limited Board on 1 January 2008.

Experience: Brian spent ten years in a variety of senior executive roles at Vodafone internationally, most recently in a United Kingdom-based role as group human resources director. He was also chief executive officer of Vodafone's Australian business as well as CEO of the Asia Pacific region, based in Tokyo. He was a member of the company's global executive committee throughout his tenure with the company. Before joining Vodafone, Brian spent three years as CEO of Telkom SA Limited, the state-owned telephone company in South Africa, where he oversaw the partial privatisation of the company and a total reengineering of its operations.

Brian has degrees in physics and mathematics and a PhD, all from the University of Pretoria, and has completed the Advanced Management Program at the Harvard Business School.

Other directorships: Brian has been a director of Boral Limited since May 2007 and a member of the Advisory Board of Merrill Lynch in Australia since November 2007. Brian was a director of National Australia Bank Limited from 2001 to 2004, and of various Vodafone Group Plc subsidiary and separately listed boards.



Professor Peter Shergold AC
BA (Hons), MA, PhD. Age 61

Peter will be appointed as an independent, non-executive director of the AMP Limited Board effective 14 May 2008.

Experience: Peter is the Chief Executive of the Centre for Social Impact, a cross-university partnership based at the University of New South Wales. Prior to this he was Australia's most senior public administrator, serving as Secretary of the Department of the Prime Minister and Cabinet from February 2003 for five years. Peter was a CEO in the Australian public service for two decades. In 1987 he established the Office of Multicultural Affairs. From 1991 his positions included head of the Aboriginal and Torres Strait Islander Commission, Public Service Commissioner, Secretary of the Department of Workplace Relations and Small Business, and Secretary of the Department of Education, Science and Training.

He was appointed a Member in the Order of Australia in 1996 and was made a Companion in the Order of Australia in 2007 for public service.



Craig Dunn
Managing Director & Chief Executive Officer
BCom, ACA. Age 44

Craig was appointed Managing Director and Chief Executive Officer on 1 January 2008. He has been a Director of AMP Life Limited since April 2002.

Experience: Prior to becoming CEO, Craig was Managing Director, AMP Financial Services from 2002 to 2007. He joined AMP in January 2000, and has held a number of senior roles, including Managing Director of AMP Banking, and Director, Office of the CEO. Before joining AMP, Craig was CEO of a Malaysia-based insurance company, a joint venture of Colonial Limited. He worked for KPMG throughout Europe and in Indonesia before joining Colonial. Craig is currently an Advisory Board Member with the Government's Financial Literacy Foundation and a former chairman of the Investment and Financial Services Association (IFSA).

More information

If you need further information call the AMP Share Registry on:

Australia: 1300 654 442

New Zealand: 0800 448 062

Other countries: +613 9415 4051

Or visit our website at www.amp.com.au/shareholdercentre

Questions from shareholders

Questions should relate to matters that are relevant to the business of the Meeting, including matters arising from the Financial Report, Directors' Report (including the Remuneration Report), general questions regarding the performance, business or management of AMP, and relevant questions of the auditor. There are three ways to ask AMP or the auditor a question(s).

1. Online at www.amp.com.au/shareholdercentre, then follow the prompts to the AGM page and click on *ask a question*. You will need your Shareholder Reference Number or Holder Identification Number.
2. Post or fax your question to the AMP Share Registry. You can use the envelope enclosed. Registry contact details are on the back cover of this booklet.
3. Attend the Meeting.

Please note: Your questions (other than questions you wish to ask personally at the Meeting) must be received no later than Thursday 8 May 2008.

The Chairman of the Meeting will answer as many of the frequently asked questions as possible at the Meeting. Due to the expected volume of questions individual responses will not be sent.

The Meeting will be webcast live at www.amp.com.au/shareholdercentre

Definitions

AEST means Australian Eastern Standard Time

AGM means Annual General Meeting

AMP means AMP Limited (ABN 49 079 354 519)

AMP group means AMP and its controlled entities

AMP Share Registry means Computershare Investor Services Pty Limited (ABN 48 078 279 277), Level 3, 60 Carrington Street, Sydney NSW 2000

Meeting means the 2008 AMP Limited Annual General Meeting

Notice means Notice of Meeting

You or holder means a holder of AMP shares

Interpretation

In this booklet, unless the context otherwise requires:

- headings are for convenience only and do not affect interpretation
- the singular includes the plural, and vice versa
- words importing one gender include other genders
- where a word or phrase is defined, other grammatical forms have a corresponding meaning
- a reference to a person includes a reference to the person's executors, administrators, successors, substitutes (including, but not limited to, persons taking by novation) and assigns
- a reference to currency is to Australian dollars, and
- a reference to time is to Australian Eastern Standard Time (AEST).



Need help?

Contact the AMP Share Registry

Email ampservices@computershare.com.au
Internet www.amp.com.au/shareholdercentre

Australia AMP Share Registry
Reply Paid 2980
MELBOURNE VIC 8060
Phone 1300 654 442
Fax 1300 301 721

New Zealand AMP Share Registry
PO Box 91543
Victoria Street West
AUCKLAND 1142
Phone 0800 448 062
Fax 09 488 8787

Other countries AMP Share Registry
GPO Box 2980
MELBOURNE VIC 3001
AUSTRALIA
Phone +613 9415 4051
Fax +612 8234 5002

Registered office of AMP Limited

Level 24, 33 Alfred Street, Sydney NSW 2000, Australia
Phone +612 9257 5000
Fax +612 9257 7178

AMP is incorporated and domiciled in Australia
Board Executive and Company Secretary: Sharyn Page