



Company Secretary

AMP Limited
ABN: 49 079 354 519

33 Alfred Street
Sydney NSW 2000 Australia

GPO Box 4134
Sydney NSW 2001 Australia

Email: info@amp.com.au
Web: amp.com.au
Telephone: (02) 9257 5000
Facsimile: (02) 9257 7178

28-Jul-2016

Company Announcement Officer

ASX Limited

Notice Pursuant to Corporations Act Sub-section 259C(2) Exemption

Dear Sir/Madam,

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

The attached notice provides all required details.

A handwritten signature in black ink, appearing to read "B. Salter", with a long horizontal flourish extending to the right.

Brian Salter
General Counsel & Company Secretary, AMP

**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: 27-Jul-2016

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: 14-Jul-2016
 The previous notice was dated: 13-Jul-2016

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 | 42,927,937 | 1.45% | 43,575,000 | 1.47% |

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 |
|------------------------------------|---|--------------------------------|-------------------------|
| AMP Life Limited | AMP Life 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: 4,820,653 | 4,820,653 |
| AMP Capital Investors Limited | AMP Capital Investors Limited, either in its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts or is legal and beneficial owner of the shares and 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 power to dispose of, the securities. | Ordinary Share: 29,501,978 | 29,501,978 |
| AMP Capital Investors (NZ) Limited | In its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts 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 power to dispose of, the securities. | Ordinary Share: 155,546 | 155,546 |
| 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 power to dispose of, the securities. | Ordinary Share: 9,096,823 | 9,096,823 |

Corporations Act 2001
Subsection 259C(2) Exemption

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> |
|-------------------------------------|------------------------------|
|-------------------------------------|------------------------------|

6. Addresses

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

| <i>Name</i> | <i>Address</i> |
|------------------------------------|---|
| AMP Life Limited | 33 Alfred Street, Sydney NSW 2000 |
| AMP Capital Investors Limited | 33 Alfred Street, Sydney NSW 2000 |
| AMP Capital Investors (NZ) Limited | Ground Floor, 113-119 The Terrace, Wellington |
| ipac Asset Management Limited | 33 Alfred Street, Sydney NSW 2000 |

Annexure 'A'

Security: AMP Ltd

Effective Date: 27-Jul-2016

| <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> |
|-----------------------|---|-------------------------|--|--|-------------------------------|
| 14-Jul-2016 | AMP Capital Investors Limited | Share disposal | \$-375,491.9 | -67,407 | -67,407 |
| 14-Jul-2016 | AMP Capital Investors Limited | Share acquisition | \$484,411.47 | 86,407 | 86,407 |
| 15-Jul-2016 | AMP Capital Investors Limited | Share acquisition | \$37,787.07 | 6,709 | 6,709 |
| 19-Jul-2016 | ipac Asset Management Limited | Share acquisition | \$3,059,248.21 | 536,392 | 536,392 |
| 19-Jul-2016 | AMP Capital Investors Limited | Share acquisition | \$144,704.15 | 25,519 | 25,519 |
| 20-Jul-2016 | AMP Capital Investors Limited | Share disposal | \$-255,554.61 | -44,339 | -44,339 |
| 21-Jul-2016 | AMP Capital Investors Limited | Share acquisition | \$82,212.25 | 14,177 | 14,177 |
| 21-Jul-2016 | ipac Asset Management Limited | Share acquisition | \$987,873.44 | 170,225 | 170,225 |
| 26-Jul-2016 | ipac Asset Management Limited | Share acquisition | \$357,396.61 | 61,093 | 61,093 |
| 27-Jul-2016 | ipac Asset Management Limited | Share disposal | \$-145,875.04 | -25,034 | -25,034 |
| 27-Jul-2016 | AMP Capital Investors Limited | Share disposal | \$-577,688.74 | -99,292 | -99,292 |
| 27-Jul-2016 | AMP Capital Investors Limited | Share disposal | \$-101,602.07 | -17,387 | -17,387 |

AMP GROUP COMPANIES

| <u>Company Name</u> | <u>Company number</u> | <u>Country</u> |
|--|-----------------------|----------------|
| 140 St Georges Terrace Pty Limited | 121 654 108 | Australia |
| 255 George Street Investment A Pty Ltd | 064 751 471 | Australia |
| 255 George Street Investment B Pty Ltd | 064 751 588 | Australia |
| 35 Ocean Keys Pty Limited | 122 848 917 | Australia |
| A.M.P. Custodian Services (N.Z.) Limited | 312763 | New Zealand |
| Abbey Capital Real Estate Pty Limited | 063 958 341 | Australia |
| ACPP Industrial Pty Limited | 108 662 022 | Australia |
| ACPP Office Pty Limited | 108 662 031 | Australia |
| ACPP Retail Pty Limited | 108 662 013 | Australia |
| AdviceFirst Limited | 2104026 | New Zealand |
| Aged Care Investment Services No. 1 Pty Limited | 086 801 041 | Australia |
| Aged Care Investment Services No. 2 Pty Limited | 082 747 313 | Australia |
| Allmarg Corporation Limited | 980668 | New Zealand |
| AMP AAPH Finance Limited | 006 363 837 | Australia |
| AMP AAPH Limited | 069 123 011 | Australia |
| AMP Administration (NZ) Limited | 5488889 | New Zealand |
| AMP Advice Holdings Pty Ltd | 608 373 217 | Australia |
| AMP Bank Limited | 081 596 009 | Australia |
| AMP Capital AA REIT Investments (Australia) Pty Limited | 166 449 583 | Australia |
| AMP Capital AB Holdings Pty Limited | 139 529 883 | Australia |
| AMP Capital Asia Limited | 1373412 | Hong Kong |
| AMP Capital Bayfair Pty Limited | 121 179 486 | Australia |
| AMP Capital Core Infrastructure Pty Ltd | 153 430 829 | Australia |
| AMP Capital Diversified Infrastructure Holding Company Pty Ltd | 612 372 246 | Australia |
| AMP Capital Finance Limited | 123 968 089 | Australia |
| AMP Capital Funds Management Limited | 159 557 721 | Australia |
| AMP Capital Holdings Limited | 078 651 966 | Australia |
| AMP Capital Investment Management Pty Limited | 119 095 297 | Australia |
| AMP Capital Investments No. 14 Limited | 1503268 | New Zealand |
| AMP Capital Investments No. 2 Limited | 976346 | New Zealand |
| AMP Capital Investments No. 8 Limited | 1039274 | New Zealand |
| AMP Capital Investors (GIF GP) S.à.r.l. | B192162 | Luxembourg |
| AMP Capital Investors (Hong Kong) Limited | 1423005 | Hong Kong |
| AMP Capital Investors (IDF II GP) S.à.r.l. | B175686 | Luxembourg |

| | | |
|--|-----------------|----------------|
| AMP Capital Investors (IDF III GP S.à.r.l. | B198593 | Luxembourg |
| AMP Capital Investors (Luxembourg No. 3) S.à r.l. | B137831 | Luxembourg |
| AMP Capital Investors (Luxembourg No. 5) S.à.r.l. | B155992 | Luxembourg |
| AMP Capital Investors (Luxembourg No. 6) S.à.r.l. | B155993 | Luxembourg |
| AMP Capital Investors (Luxembourg) S.à r.l. | B140092 | Luxembourg |
| AMP Capital Investors (New Zealand) Limited | 461290 | New Zealand |
| AMP Capital Investors (Singapore) Private Property Trust Management Ltd. | 200716478N | Singapore |
| AMP Capital Investors (Singapore) Pte. Ltd. | 200312149D | Singapore |
| AMP Capital Investors (UK) Limited | 5524536 | United Kingdom |
| AMP Capital Investors (US) Limited | 4346799 | United States |
| AMP Capital Investors Advisory (Beijing) Limited | 110000450018958 | China |
| AMP Capital Investors International Holdings Limited | 114 352 957 | Australia |
| AMP Capital Investors KK | 0100-01-126909 | Japan |
| AMP Capital Investors Limited | 001 777 591 | Australia |
| AMP Capital Investors Real Estate Pty Limited | 063 858 711 | Australia |
| AMP Capital Office and Industrial Pty Limited | 099 105 094 | Australia |
| AMP Capital Palms Pty Limited | 124 646 582 | Australia |
| AMP Capital Property Nominees Limited | 002 301 260 | Australia |
| AMP Capital SA Schools No.1 Pty Ltd | 155 370 764 | Australia |
| AMP Capital SA Schools No.2 Pty Ltd | 155 370 773 | Australia |
| AMP Capital Shopping Centres Pty Limited | 001 595 955 | Australia |
| AMP CMBS No.1 Pty Limited | 105 197 395 | Australia |
| AMP CMBS No.2 Pty Limited | 105 197 377 | Australia |
| AMP Crossroads Pty Limited | 107 968 212 | Australia |
| AMP Davidson Road Pty Limited | 107 968 203 | Australia |
| AMP Direct Pty Ltd | 139 353 496 | Australia |
| AMP Finance Pty Limited | 002 812 704 | Australia |
| AMP Finance Services Limited | 080 339 466 | Australia |
| AMP Financial Investment Group Holdings Limited | 081 596 036 | Australia |
| AMP Financial Planning Pty Limited | 051 208 327 | Australia |
| AMP Financial Services Holdings Limited | 076 716 704 | Australia |
| AMP GBS Limited | 087 651 947 | Australia |
| AMP GDPF Pty Limited | 120 525 019 | Australia |
| AMP Global Property Investments Pty Ltd | 003 218 415 | Australia |
| AMP Group Finance Services Limited | 084 247 914 | Australia |
| AMP Group Holdings Limited | 079 804 676 | Australia |
| AMP Group Services Limited | 080 339 457 | Australia |

| | | |
|--|-------------|-------------|
| AMP Holdings Limited | 079 958 062 | Australia |
| AMP Insurance Investment Holdings Pty Limited | 082 562 892 | Australia |
| AMP Investment Management (N.Z.) Limited | 339052 | New Zealand |
| AMP Investment Services No.2 Pty Limited | 084 332 187 | Australia |
| AMP Investment Services Pty Limited | 063 986 989 | Australia |
| AMP Lending Services Limited | 113 408 941 | Australia |
| AMP Life (NZ) Investments Holdings Limited | 2195429 | New Zealand |
| AMP Life (NZ) Investments Limited | 2195430 | New Zealand |
| AMP Life Limited | 079 300 379 | Australia |
| AMP Macquarie Holding Pty Limited | 103 734 836 | Australia |
| AMP Macquarie Pty Limited | 103 734 854 | Australia |
| AMP New Ventures Holdings Pty Ltd | 602 035 530 | Australia |
| AMP New Zealand Holdings Limited | 841648 | New Zealand |
| AMP Pacific Fair Pty Limited | 103 734 890 | Australia |
| AMP Personal Investment Services Pty Ltd | 008 630 546 | Australia |
| AMP Planner Register Company Pty Limited | 129 899 896 | Australia |
| AMP Private Capital New Zealand Limited | 981063 | New Zealand |
| AMP Private Capital No. 2 Pty Limited | 094 036 914 | Australia |
| AMP Private Capital Pty Limited | 088 794 692 | Australia |
| AMP Property Investments (Qld) Pty. Ltd. | 010 806 014 | Australia |
| AMP Remuneration Reward Plans Nominees Pty Limited | 004 014 635 | Australia |
| AMP Riverside Plaza Pty Limited | 107 968 187 | Australia |
| AMP Royal Randwick Pty Limited | 110 549 249 | Australia |
| AMP Services (NZ) Limited | 339042 | New Zealand |
| AMP Services Holdings Limited | 081 102 552 | Australia |
| AMP Services Limited | 081 143 786 | Australia |
| AMP SMSF Holding Co. Pty Ltd | 147 879 230 | Australia |
| AMP SMSF Investments No. 2 Pty Limited | 166 395 633 | Australia |
| AMP Superannuation Limited | 008 414 104 | Australia |
| AMP Warringah Mall Pty Limited | 108 254 100 | Australia |
| AMP Wealth Management New Zealand Limited | 821674 | New Zealand |
| AMP Wholesale Office Investments Pty Limited | 609 089 125 | Australia |
| AMP/ERGO Mortgage and Savings Limited | 662366 | New Zealand |
| Associated Planners Financial Services Pty Limited | 097 451 495 | Australia |
| Associated Planners Strategic Finance Pty Ltd | 003 688 060 | Australia |
| Auburn Mega Mall Pty Limited | 111 075 828 | Australia |
| Australian Mutual Provident Society Pty | 081 589 639 | Australia |

Limited

| | | |
|--|-------------|-------------|
| Australian Securities Administration Limited | 002 905 197 | Australia |
| AWOF New Zealand Office Pty Limited | 122 875 790 | Australia |
| BCG Finance Pty Limited | 133 605 606 | Australia |
| BMRI Financial Services Pty Ltd | 080 971 295 | Australia |
| Cavendish Administration Pty Ltd | 080 366 829 | Australia |
| Cavendish Pty Ltd | 084 813 856 | Australia |
| Cavendish Superannuation Holdings Pty Ltd | 001 331 568 | Australia |
| Charter Financial Planning Limited | 002 976 294 | Australia |
| Collins Place No. 2 Pty Ltd | 090 537 643 | Australia |
| Collins Place Pty Limited | 084 238 497 | Australia |
| Corporate Custodians Pty Limited | 082 542 907 | Australia |
| Didus Pty. Ltd. | 006 874 595 | Australia |
| Exford Pty Ltd | 008 629 329 | Australia |
| Financial Composure Pty Ltd | 100 225 643 | Australia |
| Financially Yours Holdings Pty Ltd | 125 933 995 | Australia |
| Financially Yours Pty. Ltd. | 010 440 703 | Australia |
| First Quest Capital Pty Ltd | 085 338 183 | Australia |
| Forsythes Financial Services Pty Ltd | 081 861 261 | Australia |
| Foundation Wealth Advisers Pty Limited | 134 620 349 | Australia |
| Genesys Group Holdings Pty Limited | 123 318 641 | Australia |
| Genesys Group Pty Limited | 003 357 024 | Australia |
| Genesys Hobart Pty Ltd | 168 799 166 | Australia |
| Genesys Holdings Limited | 144 965 006 | Australia |
| Genesys Kew Pty Ltd | 154 870 667 | Australia |
| Genesys Wealth Advisers Limited | 060 778 216 | Australia |
| Glendenning Pty Limited | 126 113 264 | Australia |
| GWM Spicers Limited | 2132668 | New Zealand |
| Hillross Alliances Pty Ltd | 096 538 288 | Australia |
| Hillross Financial Services Limited | 003 323 055 | Australia |
| Hindmarsh Square Wealth Advisers Pty Ltd | 125 357 226 | Australia |
| Honeysuckle 231 Pty Limited | 114 118 026 | Australia |
| INSSA Pty Limited | 063 061 192 | Australia |
| ipac Asset Management Limited | 003 257 225 | Australia |
| ipac Financial Care Pty Ltd | 140 733 491 | Australia |
| ipac Group Services Pty Ltd | 074 631 235 | Australia |
| ipac Portfolio Management Limited | 071 315 618 | Australia |
| ipac Securities Limited | 008 587 595 | Australia |
| ipac Taxation Services Pty Limited | 113 983 529 | Australia |
| Jeminex Pty Limited | 113 973 087 | Australia |
| Jigsaw Support Services Limited | 005 799 977 | Australia |
| Justsuper Pty Ltd | 132 651 220 | Australia |

| | | |
|---|-------------|-------------|
| Kent Street Pty Limited | 006 794 654 | Australia |
| King Financial Services Pty Ltd | 059 718 697 | Australia |
| Knox City Shopping Centre Investments (No. 2) Pty Limited | 063 958 378 | Australia |
| Marrickville Metro Shopping Centre Pty Limited | 111 075 837 | Australia |
| MoneyBrilliant Pty Ltd | 153 932 766 | Australia |
| Mowla Pty. Ltd. | 005 133 835 | Australia |
| Multiport Malaysia SDN BHD | 687230-W | Malaysia |
| Multiport Pty Limited | 097 695 988 | Australia |
| Multiport Resources Pty Ltd | 140 258 911 | Australia |
| N M Computer Services Pty Ltd | 001 239 667 | Australia |
| N. M. Superannuation Proprietary Limited | 008 428 322 | Australia |
| National Mutual Funds Management (Global) Limited | 057 398 393 | Australia |
| National Mutual Funds Management Ltd. | 006 787 720 | Australia |
| National Mutual Life Nominees Pty Limited | 004 387 133 | Australia |
| NM New Zealand Nominees Limited | 9397 | New Zealand |
| NMMT Limited | 058 835 573 | Australia |
| Omega (Australia) Pty Limited | 082 747 331 | Australia |
| Pajoda Investments Pty Ltd | 127 407 238 | Australia |
| PPS Lifestyle Solutions Pty Ltd | 051 228 641 | Australia |
| PremierOne Mortgage Advice Pty Limited | 102 861 316 | Australia |
| Principal Healthcare Holding Pty Limited | 107 257 054 | Australia |
| Priority One Agency Services Pty Ltd | 074 621 131 | Australia |
| Priority One Financial Services Limited | 069 778 883 | Australia |
| Prosperitus Holdings Pty Ltd | 137 352 277 | Australia |
| Prosperitus Pty Ltd | 010 644 514 | Australia |
| Quadrant Securities Pty Ltd | 009 556 370 | Australia |
| Quay Mining (No. 2) Limited | EC25965 | Bermuda |
| Quay Mining Pty Limited | 002 325 895 | Australia |
| RDSS Pty Ltd | 152 498 550 | Australia |
| Silverton Securities Proprietary Limited | 004 337 624 | Australia |
| Smartsuper Pty Limited | 003 822 339 | Australia |
| SMSF Advice Pty Limited | 074 225 353 | Australia |
| SMSF Operations Pty Ltd | 007 778 341 | Australia |
| Solar Risk Pty Limited | 092 265 373 | Australia |
| Spicers Portfolio Management Limited | 364398 | New Zealand |
| SPP No. 1 (Cowes) Pty Limited | 118 155 141 | Australia |
| SPP No. 1 (North Melbourne) Pty Limited | 106 187 740 | Australia |
| SPP No. 3A Investments Pty Limited | 131 530 115 | Australia |
| SPP No.1 (Alexandra Canal) Pty Limited | 111 825 873 | Australia |
| SPP No.1 (H) Pty Limited | 111 825 917 | Australia |

| | | |
|---|-------------|-----------|
| SPP No.1 (Hawthorn) Pty Limited | 117 488 454 | Australia |
| SPP No.1 (Mona Vale) Pty Limited | 104 743 384 | Australia |
| SPP No.1 (Morningside) Pty Limited | 118 456 698 | Australia |
| SPP No.1 (Mt Waverley Financing) Pty Limited | 115 640 456 | Australia |
| SPP No.1 (Mt Waverley) Pty Limited | 115 640 438 | Australia |
| SPP No.1 (Newcastle) Pty Limited | 113 498 865 | Australia |
| SPP No.1 (Pakenham) Pty Limited | 106 187 768 | Australia |
| SPP No.1 (Point Cook) Pty Limited | 106 187 713 | Australia |
| SPP No.1 (Port Melbourne) Pty Limited | 112 322 595 | Australia |
| SPP No.1 (Q Stores) Pty Limited | 111 825 793 | Australia |
| SPP No.1 (Rosebery) Pty Limited | 104 141 906 | Australia |
| SPP No.1 Holdings Pty Limited | 104 141 791 | Australia |
| Strategic Planning Partners Pty Ltd | 057 800 405 | Australia |
| Sugarland Shopping Centre Pty Limited | 116 429 620 | Australia |
| Sunshine West Development Pty Limited | 110 718 119 | Australia |
| Sunshine West Income Pty Limited | 110 718 708 | Australia |
| SuperConcepts Administration Pty Ltd | 007 437 907 | Australia |
| SuperConcepts Pty Ltd | 166 393 700 | Australia |
| SuperConcepts Software Services Pty Ltd | 063307700 | Australia |
| Supercorp Pty Ltd | 114 930 568 | Australia |
| SuperIQ Pty Ltd | 147 105 164 | Australia |
| Synergy Capital Management Limited | 062 264 108 | Australia |
| TFS Financial Planning Pty Ltd | 088 309 308 | Australia |
| The National Mutual Life Association of Australasia Limited | 004 020 437 | Australia |
| TM Securities Pty Ltd | 099 131 754 | Australia |
| TOA Pty Ltd | 001 811 972 | Australia |
| Total Super Solutions Pty. Ltd. | 097 185 834 | Australia |
| Trenthills Financial Services Pty. Limited | 059 750 748 | Australia |
| Tynan Mackenzie Pty Ltd | 066 074 744 | Australia |
| Waterfront Place (No. 2) Pty. Ltd. | 010 728 042 | Australia |
| Waterfront Place (No. 3) Pty. Ltd. | 010 790 931 | Australia |
| Wealth Vision Financial Services Pty Ltd | 605 316 407 | Australia |
| Wealth Vision Home Loans Pty Ltd | 145 979 675 | Australia |
| yourSMSF Administration Pty Limited | 010 867 633 | Australia |