

## 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	Craig Duncan MELLER
Date of last notice	6 June 2016

#### 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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	See below
Date of change	17 February 2017
No. of securities held prior to change	<ul style="list-style-type: none"> <li>• 2,880 Ordinary Shares in the name of Craig Meller.</li> <li>• 93,327 Ordinary Shares in the name of Thwaite St Mary Limited.</li> <li>• 424,968 Ordinary shares in the name of Thwaite Holdings Pty Ltd as trustee for The Thwaite Discretionary Trust.</li> </ul>
Class	Ordinary
Number acquired	166,944 Ordinary Shares
Number disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Acquired without a cash payment as part of Mr Meller's remuneration. The market value at the date of change was \$5.19 per Ordinary Share.

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

No. of securities held after change	<ul style="list-style-type: none"> <li>• 2,880 Ordinary Shares in the name of Craig Meller.</li> <li>• 93,327 Ordinary Shares in the name of Thwaite St Mary Limited.</li> <li>• 384,608 Ordinary Shares in the name of Thwaite Holdings Pty Ltd as trustee for The Thwaite Discretionary Trust.</li> <li>• 207,304 Ordinary Shares in the name of Thwaite Super Pty Limited as trustee for the Thwaite Super Fund.</li> </ul>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Vesting of 166,944 share rights granted on 30 April 2015 and off-market transfer of shares between holdings.

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

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	See below
Nature of interest	See below
Name of registered holder (if issued securities)	Craig Meller
Date of change	17 February 2017
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	<ul style="list-style-type: none"> <li>• 355,871 performance rights granted on 5 June 2014. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 6 March 2014 to 5 March 2017.</li> <li>• 297,619 performance rights granted on 5 June 2014. These rights are subject to a single RoE based performance hurdle measured for the financial year ending on 31 December 2016.</li> <li>• 166,944 share rights granted on 30 April 2015. These rights represent the deferral of 40% of Mr Meller's Short Term Incentive for the year ended 31 December 2014. They vest on 13 February 2017, two years after the cash element of Mr Meller's 2014 Short Term Incentive for the year ended 31 December 2014 was paid.</li> <li>• 363,461 performance rights granted on 4 June 2015. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 5 March 2015 to 4 March 2018.</li> </ul>

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**Appendix 3Y**  
**Change of Director's Interest Notice**

	<p>2018.</p> <ul style="list-style-type: none"> <li>• 242,308 performance rights granted on 4 June 2015. These rights are subject to a single RoE based performance hurdle measured for the financial year ending on 31 December 2017.</li> <li>• 170,040 share rights granted on 28 April 2016. These rights represent the deferral of 40% of Mr Meller's Short Term Incentive for the year ended 31 December 2015. They vest on 27 February 2018, two years after the cash element of Mr Meller's 2015 Short Term Incentive for the year ended 31 December 2015 was paid.</li> <li>• 438,462 performance rights granted on 2 June 2016. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 3 March 2016 to 3 March 2019.</li> <li>• 292,307 performance rights granted on 2 June 2016. These rights are subject to a single RoE based performance hurdle measured for the financial year ending on 31 December 2018.</li> </ul>
<b>Interest Acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	<ul style="list-style-type: none"> <li>• 355,871 performance rights granted on 5 June 2014. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 6 March 2014 to 5 March 2017.</li> <li>• 297,619 performance rights granted on 5 June 2014. These rights are subject to a single RoE based performance hurdle measured for the financial year ending on 31 December 2016.</li> <li>• 363,461 performance rights granted on 4 June 2015. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 5 March 2015 to 4 March 2018.</li> <li>• 242,308 performance rights granted on 4 June 2015. These rights are subject to a single RoE based performance hurdle measured for the financial year ending on 31 December 2017.</li> <li>• 170,040 share rights granted on 28 April 2016.</li> </ul>

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**Appendix 3Y**  
**Change of Director's Interest Notice**

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	<p>These rights represent the deferral of 40% of Mr Meller's Short Term Incentive for the year ended 31 December 2015. They vest on 27 February 2018, two years after the cash element of Mr Meller's 2015 Short Term Incentive for the year ended 31 December 2015 was paid.</p> <ul style="list-style-type: none"> <li>• 438,462 performance rights granted on 2 June 2016. These rights are subject to a single TSR based performance hurdle measured over a performance period of three years from 3 March 2016 to 3 March 2019.</li> <li>• 292,307 performance rights granted on 2 June 2016. These rights are subject to a single RoE based performance hurdle measured for the financial year ending on 31 December 2018.</li> </ul>
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**Part 3 – +Closed period**

Were the interests in the securities or contracts detailed above traded during a +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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