



14 May 2009

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Announcement No: 34/08

## Results of the AMP Limited Annual General Meeting held on 14 May 2009

In accordance with Listing Rule 3.13.2 and Section 251AA(2) of the Corporations Act 2001 (Cth), the results of the resolutions put today to members at the AMP Limited Annual General Meeting are set out below.

The resolutions put to the meeting were passed by the requisite majority of security holders and were decided on a show of hands.

### Item 2: Approval of Issue of Equity Securities

It was resolved as an ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4, the issue of shares by AMP, as and on the basis described in the Explanatory Notes to the Notice convening the Meeting, is approved."

	For	Against	Abstain*	Proxy's Discretion	Total (excluding Abstain)
Total number of proxy votes exercisable by all proxies validly appointed:	555,144,846	17,176,135	190,397,083	21,711,417	594,032,398

### Item 3: Re-election of Directors

(a) "To re-elect Mr David Clarke as a Director of AMP Limited."

This item of business was withdrawn prior to the meeting.

(b) It was resolved as an ordinary resolution:

"To re-elect Mr Richard Grellman as a Director of AMP Limited."

	<b>For</b>	<b>Against</b>	<b>Abstain*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding Abstain)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	787,169,050	5,685,386	3,490,835	21,494,601	814,349,037

(c) "To re-elect Ms Meredith Hellicar as a Director of AMP Limited."

This item of business was withdrawn prior to the meeting.

(d) It was resolved as an ordinary resolution:

"To re-elect Dr Nora Scheinkestel as a Director of AMP Limited."

	<b>For</b>	<b>Against</b>	<b>Abstain*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding Abstain)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	681,276,993	1,696,871	36,206,479	65,900,022	748,873,886

#### **Item 4: Remuneration Report**

It was resolved as an ordinary resolution:

"To adopt the Remuneration Report for the year ended 31 December 2008."

	<b>For</b>	<b>Against</b>	<b>Abstain*</b>	<b>Proxy's Discretion</b>	<b>Total (excluding Abstain)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	759,325,180	31,215,833	5,827,335	21,474,582	812,015,595

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**Item 5: Approval of Managing Director’s Long-Term Incentive**

It was resolved as an ordinary resolution:

“That approval is given to the acquisition by the Managing Director 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.”

	<b>For</b>	<b>Against</b>	<b>Abstain*</b>	<b>Proxy’s Discretion</b>	<b>Total (excluding Abstain)</b>
Total number of proxy votes exercisable by all proxies validly appointed:	748,100,694	43,708,900	4,974,714	21,055,278	812,864,872

Note:

\* A direction of a proxy to abstain on a resolution is a direction not to vote and abstentions are therefore not counted when computing the required majority on a poll.

**Brian Salter**  
**Company Secretary**

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