

## Board Charter

### Adopted: 30 January 2020

#### 1 Role

The Board is responsible for, sets the direction of, and oversees management of, the AMP Group, particularly its:

- strategy
- performance
- governance and
- risk management.

#### 2 Responsibilities

The Board has the responsibilities in Schedule 1.

#### 3 Composition

3.1 The directors will determine the size and composition of the Board, provided:

- there are at least 5 directors
- there are no more than two executive directors
- the majority of directors are independent, non-executive directors ordinarily resident in Australia.

3.2 In determining the size and composition of the Board, the directors will have regard to:

- AMP's constitution
- the needs of the Board, including its skills matrix, expertise, diversity, future needs and Board renewal policy
- the committees of the Board and
- regulatory requirements.

3.3 From time to time the non-executive directors will meet without the executive directors.

3.4 The Board has the renewal policy in Schedule 2.

#### 4 Chair

4.1 The chair is appointed by the directors.

4.2 The chair's role is to:

- lead the Board
- facilitate effective Board discussions
- maintain regular dialogue with, and mentor, the CEO
- monitor the Board's performance
- promote the effectiveness of the Board and individual directors and
- lead an annual Board review of the CEO's performance

4.3 The chair will be an independent non-executive director.

4.4 If the chair becomes incapable of fulfilling the role then, to convene a Board meeting to elect a new chair, the acting chair will be:

- the chair of the Audit Committee or
- if that person is unavailable, the chair of the Remuneration Committee.

4.5 The chair will be available to meet with APRA on request.

## 5 Directors

- 5.1 The independence of each non-executive director is assessed before appointment and thereafter annually. On becoming aware of information which may affect his or her independence, a director must immediately disclose all relevant details to the chair and the company secretary in writing.
- 5.2 If a non-executive director is considering accepting an external commercial, government or not-for-profit board, committee or executive appointment, he or she must discuss it with the chair.
- 5.3 A director must advise the company secretary in writing of any external appointment as soon as possible after appointment.
- 5.4 A director must advise the chair and company secretary in writing of any conflict, seek to resolve it and comply with AMP policies.
- 5.5 Each director will be available to meet with APRA on request.
- 5.6 Each director will have a written agreement setting out the terms of appointment.

## 6 CEO

- 6.1 The Board has delegated management of AMP Group to the CEO (who may sub-delegate), except for reserved responsibilities and powers.
- 6.2 The Board will set the annual performance objectives for the CEO and will review them every 6 months.
- 6.3 The CEO will have a written agreement setting out the terms of appointment.

## 7 Company Secretaries

- 7.1 AMP's company secretaries are:
  - appointed by the Board.
  - through the chair, accountable to the Board on matters to do with its proper functioning.
  - accessible to each of the directors, who may seek the advice, support or other services of a company secretary.

## 8 Committees

- 8.1 In accordance with AMP's constitution, the Board may establish standing or ad hoc committees.
- 8.2 The Board may delegate powers or discretions to a committee, including power to sub-delegate.
- 8.3 The Board has established the following committees to assist it fulfil its responsibilities, whose role, responsibilities and composition is set out in its charter:
  - Audit Committee
  - Risk Committee
  - Remuneration Committee and
  - Nomination Committee.

## 9 Access to information

- 9.1 The Board expects that management will supply timely and reliable information in a form that will enable:
  - the Board to fulfil its role and
  - the Board of the relevant AMP Group entity to fulfil its role.
- 9.2 A director may request information from management at any time, but must first notify the Chairman or the Company Secretary as appropriate.
- 9.3 Board members may, whenever required, challenge management on the adequacy and timeliness of information.
- 9.4 The Board collectively, and each director individually, may obtain independent professional advice at AMP's expense as considered necessary to assist in fulfilling their duties and responsibilities.
- 9.5 The advice will be available to the full Board, unless otherwise agreed by the chair.
- 9.6 A director must first seek the chair's approval and must ensure the costs are reasonable.

## 10 External communications

- 10.1 The chair, or a director nominated by the chair, is the spokesperson for the Board.
- 10.2 The chair (or CEO) represents the AMP Group to the public, including to shareholders. However, the CEO (or an appropriate senior manager) must first approve external communications on AMP Group-related issues, including with the media and investment community, when required for compliance with disclosure obligations and consistency.

## 11 Subsidiary Boards

- 11.1 From time to time the Board will decide which subsidiaries are main subsidiaries.
- 11.2 Directors of main subsidiaries must act in accordance with specific statutory duties applicable to them or that subsidiary and subject to doing so, act in the interests of AMP.
- 11.3 In respect of main subsidiaries, the Board will approve:
- the appointment of non-executive directors to those boards and committees.
  - the chairs of those boards and committees.
  - the remuneration of those non-executive directors.
- 11.4 In respect of other subsidiaries, the AMP CEO (or delegate) will approve:
- the appointment of non-executive directors to those boards; and
  - the remuneration of those non-executive directors.

## 12 Review

The Board will review this charter at least annually.

## 13 Interpretation

13.1 In this charter, unless otherwise required, the following terms have the corresponding meaning.

Term	Meaning
AMP	AMP Limited
Board	Board of directors of AMP
CEO	Chief Executive Officer of AMP
Director	Director of AMP
Group	AMP and its subsidiaries
Main subsidiary	AMP Bank Limited AMP Capital Holdings Limited AMP Life Limited AMP Superannuation Limited N.M. Superannuation Proprietary Limited The National Mutual Life Association of Australasia Limited Any other subsidiary of AMP approved by the Board

13.2 If this charter refers to a director consulting, or requiring the consent or agreement of, the chair and:

- that director is the chair, or
- the chair is unavailable,

the director must consult, or seek the consent or agreement of, the chair of the Audit Committee.

## Schedule 1: Board Responsibilities

### Board matters

**Composition** – approving the size and the composition of the Board having regard to the Board skills matrix, expertise, diversity and the Board renewal policy and stating to shareholders whether it supports the election or re-election of non-executive directors by shareholders and a summary of the reasons why.

**Performance** – assessing annually the performance of the Board, each committee and each director.

**Succession** – overseeing Board succession planning.

**Remuneration** – approving remuneration for non-executive directors.

### Governance and risk management

#### Culture:

- instilling, and continually reinforcing, a culture of acting lawfully, ethically and responsibly across the AMP Group, including instilling AMP's values.
- setting the tone for the AMP Group's values and culture and the extent to which that culture supports the ability of the AMP group to operate consistently within its risk appetite.
- identifying any desirable changes to the risk culture for management to address and implement.

**Governance** – monitoring the effectiveness of the AMP Group's governance model and practices.

**CEO performance** – overseeing the CEO's performance.

**Key policies** – approving all policies required so that AMP's businesses are conducted in compliance with regulatory obligations.

#### Risk management framework:

- satisfying itself that the AMP Group has in place an appropriate risk management framework (for both financial and nonfinancial risks) and setting the risk appetite within which the Board expects management to operate.
- approving the AMP Group's risk management framework (including risk appetite, risk management strategy, and control and compliance systems) and overseeing its effectiveness, including risk culture and the integrity of AMP Group's reporting systems.
- overseeing the provision of the risk appetite statement and risk management strategy and business plan to APRA within 10 Business Days of those documents being finalised or materially revised.
- satisfying itself that policies and processes are developed for risk-taking consistent with the RAS and RMS
- approving a liquidity management policy for material liquidity risks.
- approving the annual declaration to APRA on risk management.

**Delegations** – approving or overseeing (as appropriate) delegations of authority to the Committees, the CEO and senior management.

**Approvals** – approving matters required to be approved by the Board under the constitution, applicable laws, AMP policies and committee charters.

**Reporting** – satisfying itself that an appropriate framework exists for relevant information to be reported to the Board.

**Accountability** - whenever required, challenging management and holding it to account.

### Strategy and material transactions

#### Strategy:

- setting the strategy of the AMP Group and overseeing the associated business development of the AMP Group.
- overseeing management's implementation of the strategy.

**Material transactions** – approving significant business initiatives or matters within the AMP Group reserved to the Board or above the delegations of the CEO.

**Material capital initiatives** – approving significant decisions concerning the financial capital of the AMP Group above the CEO’s delegations, including offers of equity or debt capital by AMP by way of a prospectus.

**Market releases** – approving material releases to the Australian Securities Exchange (ASX), the Singapore stock exchange, the Luxembourg stock exchange, the Swiss stock exchange and the New Zealand Stock Exchange on significant matters (as appropriate), as outlined in the Market Disclosure Policy.

#### **People and remuneration**

**CEO** – appointing or removing the CEO and approving the terms of appointment.

**Other senior executives** – approving the appointment and removal of direct reports to the CEO (and others as determined by the Board from time to time).

#### **Executive succession:**

- ensuring succession planning for the CEO.
- overseeing succession planning for other senior executives and other critical enterprise roles.
- overseeing AMP’s talent management strategy.

**Diversity** – approving AMP’s diversity targets and overseeing progress against them, including against AMP’s measurable objectives for achieving gender diversity in the composition of the Board, the GLT and work force generally.

**Remuneration policy** – approving AMP’s remuneration policy and overseeing its effectiveness, including alignment with AMP’s purpose, values, strategic objectives and risk appetite.

**Annual remuneration and performance reviews** – approving the performance objectives and measures and total remuneration arrangements for the CEO, the GLT and specified individuals of AMP defined in the AMP remuneration policy.

**Group incentive plans** – approving incentive plans, material changes to those plans, and the performance measures for, and size of pools under, those plans.

**Equity plans** – approving equity (or equity-linked) incentive plans, material changes to those plans, and the terms of offer, and size of pools, under those plans.

#### **Financial results and performance**

**Financial performance** – overseeing AMP’s financial results and performance.

**Dividends** – approving AMP’s dividend policy and dividends.

**Financial results** – approving the half and full year results and financial reports for AMP and, in conjunction with the CEO, the reporting of those results to shareholders.

#### **Auditor:**

- overseeing AMP’s relationship with its external auditor
- approving the appointment or replacement of the external auditor and overseeing the adequacy, performance and independence of the audit function (internal & external).

**Budgets** – approving operating budgets and major capital expenditure.

#### **Other**

Approving other matters as required.

Satisfying itself that relevant systems and processes that facilitate compliance with applicable prudential and regulatory requirements are in place.

## Schedule 2: Board renewal policy

### Purpose

Board renewal is critical to performance and AMP operates in a complex and constantly changing regulatory and business environment. The purpose of Board renewal is to ensure the Board remains open to new ideas and independent thinking, while retaining adequate expertise.

This policy has been developed to ensure that AMP maintains a high standard of corporate governance and meets the requirements of APRA Prudential Standard SPS 510 and the ASX Corporate Governance Principles.

### Application

This policy applies to the AMP Board and subsidiary Boards where a non-executive Director has been appointed to that Board. This policy should be read in conjunction with the Board Charter and the Board Committees' Charters (particularly the Nominations Committee Charter).

### Appointment and re-appointment

Directors are appointed in accordance with the constitution, listing rules and process established by the Nomination Committee.

Directors are eligible for appointment or reappointment only if they:

- have the time, skills, experience and judgment to fulfil the role
- are fit and proper for the purposes of AMP's fit and proper policy
- meet the requirements of applicable AMP policies and
- do not have unmanageable conflicts of interest.

The following (non-exhaustive) factors are taken into consideration:

- the skills and experience of the director and what is required by the Board and its Committees
- the personal attributes of the person, including current and past associations, other directorships and previous performance
- cultural fit with existing Board members and AMP
- AMP's business and strategic goals
- Board tenure required for the future and
- in the case of re-appointment - past contribution, total tenure of the director on the Board (or on the Board of a predecessor) and whether the period served could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of AMP.

In considering directors for appointment or re-appointment the Board seeks to ensure broad diversity of representation, including gender diversity.

As far as possible, the terms of appointment of directors is staggered to support continuity and the transfer of knowledge and skills to new directors.

### Term

A Director will not serve on the Board for longer than could, or reasonably could be perceived to, materially interfere with his or her ability to act in the best interests of AMP and its shareholders.

### Removal

Directors will be removed in accordance with the constitution, the Corporations Act and the ASX Listing Rules.

A Director may resign.

### Assistance

The Board may use external consultants to evaluate, or assist with evaluating, performance.

The Board may rely on market intelligence or external consultants to source appropriate candidates for appointment as directors.

### Review

This policy may be reviewed at any time, and will be reviewed if

- regulatory changes make it necessary or desirable or
- it becomes apparent that the policy is no longer appropriate.