

Risk Committee Charter

Adopted: 30 January 2020

1 Delegation

- 1.1 The Board delegates to the Committee the power to fulfil its responsibilities, and to sub-delegate.
- 1.2 Any sub-delegation must be approved by the Board.

2 Purpose

The Committee assists the Board oversee implementation and operation of AMP's risk management framework.

3 Responsibilities

The Committee has the responsibilities in the Schedule.

4 Composition

- 4.1 The Committee comprises at least three non-executive directors. The majority must be independent directors. No executive director may serve on the Committee.
- 4.2 The Committee must be composed so that members have among them:
 - necessary technical knowledge
 - understanding of the financial services industry and
 - understanding of the other sectors in which AMP operatessufficient to discharge its responsibilities.
- 4.3 The Committee chair must be:
 - an independent non-executive director (other than the chair of the Board); or
 - in the absence of the chair, another member (other than the chair of the Board) appointed by the members present.

5 Proceedings

- 5.1 The Committee will meet as required, and no fewer than 4 times a year. Meetings are called and conducted (with necessary adaptation) as Board meetings are.
- 5.2 A quorum is 2 members.
- 5.3 The Committee may invite members of management or others to attend all or part of any meeting.
- 5.4 The Committee must invite the CRO to its meetings.
- 5.5 The Committee may meet with the CRO without other management present.
- 5.6 Minutes of meetings, and any circular resolutions passed, must be made available to the Board on request.
- 5.7 The Committee Chair will:
 - oversee open and inclusive discussions
 - provide effective leadership to the Committee and facilitate meetings
 - prepare agendas in consultation with the Company Secretary (or delegate)
 - facilitate the Committee meeting with sufficient frequency and allocating sufficient time and attention to the matters within its remit
- 5.8 Committee members may, whenever required, challenge management on the adequacy and timeliness of information

6 Support

- 6.1 The CRO, or a delegate, will provide executive support to the Committee.
- 6.2 The Company Secretary, or a delegate, will act as secretary to the Committee
- 6.3 The Committee may, at AMP's expense, retain external advisers or obtain any other information or resources it considers necessary.

7 Access

7.1 The Committee has unrestricted access to the CRO, senior management, risk and financial control personnel, the external auditor and any other internal or external persons the Committee considers relevant to fulfil its duties, but must first notify the Committee Chair or the Company Secretary. The CRO has unrestricted access to the Committee.

8 Reporting

8.1 The Committee will, through its chair:

- regularly report to the Board on its activities, including by the chair attending Board meetings and contributing to discussions of the Board and its committees
- provide any reports to AMP’s Audit Committee (as relevant) on matters material to, or within, the Audit Committee’s responsibilities
- ensure the Board is aware of material matters considered by the Committee.

8.2 Committee members will meet with APRA on request.

8.2 Evaluating performance

8.3 The performance of the Committee will be assessed annually by the Board.

9 Review

The Committee will review this charter annually and recommend any changes to the Board.

10 Definitions

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

Term	Meaning
AMP	AMP Limited
Board	Board of directors of AMP
CRO	Chief Risk Officer of AMP
Director	Director of AMP
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

Schedule: Responsibilities

Risk culture

1. Sound risk culture

- oversee AMP’s risk culture and assist the Board to assess:
 - the extent to which the risk culture supports the ability of AMP to operate consistently within its risk appetite.
 - any desirable changes to risk culture.

Risk management

2. Risk management framework

- oversee the allocation of resources, implementation and operation of the risk management framework and internal compliance and control systems.
- arrange an independent comprehensive review of the appropriateness, effectiveness and adequacy of the risk management framework at least every three years and consider the results.
- make recommendations to the Board on AMP’s current and future risk management strategy and recommend the risk management strategy to the Board for approval.

3. Risk profile and appetite

- make recommendations to the Board on AMP’s overall current and future risk appetite and recommend AMP’s risk appetite statement to the Board for approval.
- oversee AMP’s current and future risk position relative to its risk appetite and capital strength.
- recommend any changes it considers appropriate to the risk management framework or to the risk appetite set by the Board.
- oversee AMP’s risk profile and material risk categories for consistency with the risk appetite statement.

4. Risk management

- monitor management’s performance against AMP Group’s risk management framework, including
 - whether it is operating within the risk appetite set by the Board, and
 - whether operating outside the risk appetite is brought to the attention of the Committee promptly, and
 - whether new, heightened or significantly varying risks are escalated in a timely way.
- oversee senior management’s implementation of AMP Group’s risk management strategy, including satisfying itself that senior management are monitoring and managing AMP’s material financial and non-financial risks (including existing, new and emerging risks) consistent with AMP’s strategic objectives, risk appetite statement and key policies.
- oversee stress testing of AMP Group’s key risks including both scenario analysis and sensitivity analysis.
- review any material incident involving fraud or a breakdown of AMP’s risk controls, its remediation, and the “lessons learned”.
- receive and review reports from management on existing, new and emerging sources of risk and the risk controls and mitigation measures that management has or will put in place to deal with those risks.
- constructively challenge senior management’s proposals and decisions on all aspects of risk management arising from AMP Group’s activities.

5. Material policies and processes

- oversee the development of policies and processes for risk-taking that are consistent with the risk management strategy and risk appetite.
- oversee the processes for monitoring compliance with applicable regulatory and prudential requirements.
- approve material risk management and compliance policies, which support the risk management framework.

6. Structure and resourcing

- oversee that the operational structure of AMP facilitates effective risk management.
- oversee that there are sufficient resources dedicated to risk management.
- make recommendations to the Board in relation to these matters.

Chief risk officer

- oversee and provide prior endorsement of the appointment and removal of the CRO.
- review the performance of, and set the objectives for, the CRO, and ensure the CRO’s unfettered access to the Board and the Committee.

Other matters

7. Insurance
 - oversee the currency of the insurance program for AMP.
8. APRA risk management declaration
 - recommend the annual APRA risk management declaration to the Board for approval.
9. Shared services
 - approval, oversight and collaboration regarding the provision of shared services by AMP Services Limited.
10. Committee oversight
 - receive regular updates on the activities of the Risk Committees of the Main Subsidiaries.

General compliance

- oversee relevant systems and processes that facilitate compliance with applicable prudential and regulatory requirements.