

2013 shareholder review

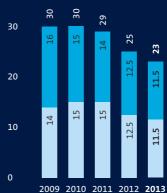
Dividend

The final dividend of 11.5 cents per share will be paid on 10 April 2014.

The final dividend will be 70% franked and brings the total dividend for 2013 to 23 cents per share.

The payout ratio for the full 2013 dividend is 80% of the 2013 underlying profit, which is at the top of AMP's target payout range of 70–80% of underlying profit.





Annual general meeting

AMP's 2014 annual general meeting (AGM) will be held at 10.00am (AEST) on Thursday 8 May 2014 at the Savoy Ballroom, Grand Hyatt Melbourne, 123 Collins Street, Melbourne, Australia.

Full details of the 2014 AGM, including the notice of meeting and a link to the live webcast, are available at amp.com.au/agm.

AMP 2013 annual report

The full AMP 2013 annual report, including the complete financial report, can be found at amp.com.au/2013annualreport.

AMP was founded on a simple yet bold idea

- that every individual should have the power and ability to control his or her life.

For more than 160 years, we've dedicated ourselves to making this possible. And while we've grown and changed over the decades, one thing has remained the same – our unwavering sense of purpose to help people own tomorrow.



Our 2013 performance

Profit

Profit attributable to shareholders

was \$672 million for 2013, compared with \$689 million in 2012, down 2.5%.

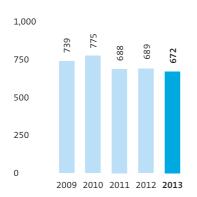
Underlying profit

was \$849 million for 2013, compared with \$950 million in 2012, down 11%.

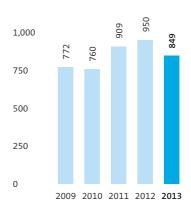
Underlying profit is AMP's preferred measure of profitability as it best reflects the underlying performance of AMP. It is the earnings base on which the board determines the dividend payment.

The main difference between the two numbers comes from AXA merger and business efficiency program costs. A reconciliation of profit attributable to shareholders and underlying profit can be found on pages 9 and 62 of the AMP 2013 annual report.

Profit attributable to shareholders \$ million



Underlying profit \$ million



2012 profits have been restated in accordance with changes in accounting standards.

Key performance measures

\$849m

Underlying profit

was down 11% from \$950 million in 2012 as a result of reduced insurance profit and lower investment income because of lower short-term interest rates.

49.4%

The cost to income ratio

was up 2.1 percentage points from 47.3% in 2012 as a result of reduced income from insurance and investments.

10.7%

Underlying return on equity

decreased 2.0 percentage points from 12.7% in 2012 as a result of reduced insurance profit, lower investment income because of lower short-term interest rates and increased capital held.

Growth measures

\$1.3b

AMP Financial Services net cashflows were up from net cashflows

of \$308 million in 2012.

-\$1.0b

AMP Capital external net cashflows were less than outflows of \$1.8 billion in 2012.

\$116m

AMP Financial
Services
value of risk
new business
was down from
\$203 million in 2012.

Message from the Chairman



AMP generated good growth across most of its businesses in 2013. However profitability was pulled back by poor results in our life insurance business.

The board believes that the best response both to these challenges and to drive stronger growth across the organisation is to re-orient AMP to be a more customer centric and efficient business. It will require a deep cultural shift and very significant changes to the way we do business.

Craig Meller, our new CEO, explains more about these issues and the new business strategy in his message opposite.

We would like to thank our previous CEO, Craig Dunn, for his exceptional leadership during his six years in that role.

In accordance with AMP's board tenure guidelines, and with the smooth transition to new CEO Craig Meller bedded down, I have decided to retire from the board at the AGM in May. I have had the honour of being a director of AMP for more than 10 years, and chairman for more than eight years. It has been a privilege to serve the shareholders of this company over that time.

In line with our succession planning, Simon McKeon will become chairman of the AMP Limited Board when I retire. Simon joined

AMP in March 2013 and we continue to work closely together to ensure a smooth handover.

We have also appointed a new director with outstanding life insurance experience, Trevor Matthews, to the board. Shareholders will have an opportunity to vote on his appointment at the AGM.

Rick Allert has also announced his intention to retire as a director of AMP, effective from the end of the AGM. Rick has played an integral role in the smooth integration of the AMP and AXA businesses and his invaluable contribution is greatly appreciated.

Your board has declared a final 2013 dividend of 11.5 cents a share, which will be 70% franked and will be paid on 10 April 2014. This is a payout of 80% of underlying profit for the year, which is at the top of AMP's target payout range. Dividend reinvestment plan (DRP) shares for this dividend will be bought on market, so as to not dilute the value of existing shares and there will be no discount for DRP shares.

AMP's capital position remains strong, with \$2.1 billion in regulatory capital resources held above minimum requirements.

The strength of our capital position, along with the success of our merger with AXA, means we have the size and flexibility to re-orient the organisation to better meet customer needs, in a way that creates value for our customers and our shareholders.

Peter Mason AM Chairman

Message from the Chief Executive Officer

For AMP, 2013 was a year of many successes, but also some significant challenges. At a time when many companies saw their adviser numbers reduce, we continued to grow, increasing our financial adviser network by 166 advisers. We saw a strong recovery in cashflows and we recorded record results from AMP Bank. We completed the integration with AXA and adapted our business to suit the new regulatory requirements for our industry.

But these achievements were offset by challenges in the life insurance business, where high claims and policy lapses have significantly impacted the group's results. The number of insurance claims and the length of time people stay on claim have increased. The number of customers not renewing their insurance policies has also increased. This is an industry-wide issue and one of AMP's highest priorities is improving the performance of this area of the business.

We are undertaking actions to change the way insurance claims are managed, including helping customers return to work faster. We are also implementing new initiatives to help customers better understand the value and benefits of their policies and to reduce the number of policies that lapse.

This is part of a new strategy to drive stronger growth in revenues and profit by moving closer to our customers, to understand better what they want and to deliver it in ways they value.

In areas of our business where we are already doing this to some extent, we saw strong growth in 2013, with net cashflows into our popular North superannuation and



investment platform up 89% on 2012 and operating earnings for AMP Bank up 34%.

Our strategy to move into high growth markets offshore through AMP Capital is also gaining traction. In 2013, AMP Capital capitalised on its long-term relationship with China Life by establishing a joint venture funds management company in China called The China Life AMP Asset Management Company. The first product from this joint venture raised \$2.2 billion during its initial public offering period.

As we move into 2014, our focus is on driving a transformation of our business to place customers at the centre of everything we do. We want to deepen the impact we have on the lives of our customers and deliver better outcomes for our customers, our business partners, our employees and, importantly, our shareholders.

C) Meller

Craig Meller Chief Executive Officer

Business performance

AMP is Australia and New Zealand's leading independent wealth management company. Our investment management business continues to expand internationally and our superannuation and retail banking businesses in Australia are experiencing strong growth.

Most areas of the business performed well in 2013 and we continued to maintain tight cost controls, with controllable costs down 2.6% on 2012. Unfortunately, the strong performance in most of the business was offset by poor results in insurance and lower investment income because of lower short-term interest rates. Extensive actions are being undertaken to improve the performance of the insurance business.

The integration with AXA has progressed well and is now almost complete. It is expected to deliver \$150 million in annual post-tax synergies.

AMP is now driving a strategic program to place customers at the centre of everything we do. We are making significant investments to better understand and anticipate customer needs so we can bring new products and solutions to market faster, in ways customers value.



Financial advice

Helping customers take control of their financial future

4,406

financial advisers across Australia and New Zealand

166

new financial advisers in Australia in 2013

\$152b

managed on behalf of customers

AMP has 4,406 financial advisers across Australia and New Zealand, operating under brands including AMP Financial Planning, Charter Financial Planning, Hillross, Genesys, ipac, Spicers, AdviceFirst and AMP 360. Together they are helping customers build financial security.

In an increasingly complex world, more customers are looking for help and support in managing their finances. Our financial advisers help customers pay off their homes sooner, save for the future and protect their families in tough times. We help manage \$152 billion for customers in Australia and New Zealand.

In 2013, we welcomed 166 new financial advisers to our Australian network as more advisers decided to partner with AMP. We also trained and developed new advisers through our award-winning Horizons Academy. During the year, AMP helped 120 advisers as they set up their financial advice practices around Australia. This will help us reach more individuals and families to provide the help, support and advice they want.

Superannuation

Helping people save for retirement

\$330m

profit delivered by wealth management in 2013

\$20b

assets under management in AMP Flexible Super and North

\$6b

(net) invested through AMP Flexible Super and North in 2013 Superannuation is the largest part of AMP's wealth management business which delivered a profit of \$330 million (up 16%) for 2013. A recovery in investment markets has seen investors regain confidence in these markets over traditional bank accounts. This, along with the Australian Government's gradual move to 12% compulsory super, has seen a renewed interest in super as an investment.

More than \$6 billion (net) was invested in 2013 through AMP Flexible Super and the popular North super and investment platform. Together, the two products now have more than \$20 billion in assets under management. AMP customers saw strong growth in their super in 2013, with the average AMP super fund delivering double digit growth during the year.

For customers who don't actively manage their super, AMP has established a range of simple, low-cost MySuper investment options to help ensure they still achieve the best outcome over the long term. Close to 500,000 customers now have these investment options.

Business performance

Self-managed superannuation funds

Helping customers take more control of their superannuation

14,835
SMSF accounts

210

more financial advisers now SMSF accredited

hours of SMSF education provided

AMP helps customers establish self-managed superannuation funds (SMSFs), supports trustees with administration and compliance management and provides investment products, insurance, cash hubs, term deposits and lending services to customers for their SMSFs.

Our SMSF business continued to grow in 2013, with the acquisition of the SMSF administration businesses of Supercorp, Tranzact and Super Concepts. We also acquired a 19.4% stake in Supercorp's technology solution, superMate. AMP SMSF also continued to grow its existing business and now administers 14,835 accounts, up 63% on 2012.

Our SMSF business is responding to a customer need to take more control of their super. In 2013, we helped another 210 financial advisers become accredited to provide advice on SMSF accounts and we provided more than 30,500 hours of SMSF education to customers, financial advisers, stockbrokers and accountants. We also introduced new SMSF specific products such as AMP SuperEdge, a bank loan product, which has been well received.

Banking

Helping customers buy a home and save for the future

100,000

customers for AMP Bank

\$83m profit for 2013

34%

increase in profit on 2012

AMP Bank provides residential mortgages, deposit and transaction accounts and SMSF products to around 100,000 customers. These are provided through mortgage brokers and AMP aligned financial advisers, and directly to customers via phone and internet banking.

With interest rates at near record lows, customers have been attracted to AMP's award winning home loans. Smart management has enabled AMP Bank to provide compelling offers to customers while carefully managing funding, pricing and risk to deliver a strong profit. AMP Bank's profit for 2013 was \$83 million, up 34% on 2012.

At the 2013 Australian Home Loan Awards, AMP Bank products were awarded gold medals for Bank Fixed Rate Loans and Bank Loan Features and bronze medals for Bank of the Year and Best Bank for First Home Buyers. We are striving to combine new technology and excellent customer service to deliver better banking for our customers.

Insurance

Supporting customers and their families in tough times

1.7m

lives insured by AMP in 2013

\$64m profit for 2013

66%

decrease in profit on 2012

AMP provides income protection, disability and life insurance that can be held independently or included as part of an individual or group's superannuation fund.

This area of our business performed poorly in 2013, with profits down 66% to \$64 million. The Australian insurance industry has been experiencing difficulties and AMP has been affected by an increased number of insurance claims and an increased number of people choosing not to renew their insurance policies.

Improving this area of the business is one of our highest priorities. We have an experienced management team in place undertaking actions to change the way insurance claims are managed, including helping customers return to work faster. We are also implementing new initiatives to help customers better understand the value and benefits of their policies and reduce the number of policies which lapse.

Investments

Helping customers make smart savings and investment decisions

\$99m profit for 2013 from AMP Capit.

profit for 2013 from AMP Capital (excluding MUTB 15% share)

raised for first product with China Life

\$1.1b invested in shopping centre redevelopment AMP Capital helps customers invest in shares, fixed interest, property and infrastructure. It has \$140 billion in assets under management and offices in Australia, Bahrain, China, Hong Kong, India, Japan, Luxembourg, New Zealand, Singapore, the United Kingdom and the United States.

In 2013, AMP Capital delivered a profit of \$99 million, in line with 2012. Investment performance continued to improve and the company capitalised on its relationship with China Life by establishing a joint venture funds management company called The China Life AMP Asset Management Company. The joint venture will offer Chinese retail and institutional investors access to Chinese listed equities, fixed income and money market products. The first product raised \$2.2 billion during its initial public offering period.

AMP Capital has commenced redevelopments of Pacific Fair Shopping Centre, which will make it the largest shopping centre in Queensland, and Macquarie Centre, which will be transformed into the largest suburban shopping centre in NSW. The redevelopments represent an investment of \$1.1 billion and will create 2,600 jobs during construction and 3,000 retail jobs on completion. The expanded centres will benefit from expected growth in their trade areas, to deliver better returns for investors.

Strategy

To continue helping people own tomorrow, we are transforming our business to place our customers at the centre of everything we do.

- We are focusing more money and resources on growing our Australian financial advice, superannuation, insurance and investment management businesses.
- We are transforming our business to better understand and anticipate customer needs and we are giving customers more choice in how they interact with our business.
- We are reducing costs by spending money smartly, where it matters most to our customers and where it will enable us to invest in better customer solutions.
- We are continuing to invest selectively in Asia and internationally through AMP Capital to diversify and grow our capabilities and position ourselves for the future.

In the face of life's twists and turns, the AMP spark represents the hopes and dreams of our customers, and our commitment to turning those dreams into realities.

We want to ignite that spark for many, many more people.



AMP Limited Board



Peter Mason AM



Craig Meller



Patty Akopiantz



Rick Allert AO



Catherine Brenner

Peter Mason AM Chairman

BCom (Hons), MBA, Hon. DBus (UNSW), FAICD Director since October 2003 and Chairman since September 2005, Peter is a member of the People and Remuneration Committee and Nomination Committee. Peter has 40 years experience in investment banking and is currently a Senior Adviser to UBS Investment Bank. He is Chairman of David Jones and a Director of Singapore Telecommunications. He is Chairman of the UBS Australia Foundation and the Centre for International Finance and Regulation, a Director of the University of New South Wales Foundation and Taylors Wines and a Trustee of the Sydney Opera House Trust.

Craig Meller Chief Executive Officer BSc (Hons), ARCS Chief Executive Officer since January 2014, Craig is a Director of AMP Life, The National Mutual Life Association of Australasia and AMP Capital Holdings. Prior to becoming CEO, Craig was Managing Director of AMP Financial Services from 2007–2013.

Patty Akopiantz Director BA, MBA

Director since March 2011, Patty is a member of the People and Remuneration Committee. She is a Director of AMP Bank and Chairman of its Audit Committee. Patty has over 25 years senior management and consultancy experience, primarily in the retail and consumer industries both in Australia and overseas. She is a Director of the NSW State Library Foundation and a Member of Chief Executive Women.

Rick Allert AO Director FCA

Director since March 2011, Rick is a member of the Audit Committee. He is a Director of AMP Bank and a member of its Audit Committee. Rick is Chairman of Western Desert Resources, Ikara Wilpena Enterprises and Wilpena Pound Aerodrome Services and Deputy Chairman of Cavill Power Products. He is also a Director of Genesee & Wyoming Inc., Genesee & Wyoming Australia and RG & RT Trott.

Catherine Brenner Director BEc, LLB, MBA

Director since June 2010 and Chairman of the Nomination Committee, Catherine is Chairman of AMP Life and The National Mutual Life Association of Australasia Limited and a member of the Audit Committees of each. Catherine is a former Managing Director, Investment Banking at ABN AMRO. She is a Director of Boral and Coca-Cola Amatil, a Trustee of the Sydney Opera House Trust and a Council Member of Chief Executive Women.



Brian Clark



Paul Fegan



Simon McKeon AO



John Palmer ONZM



Professor Peter Shergold AC

Brian Clark Director BSc. MSc. DSc. AMP

Director since January 2008 and a member of the Nomination
Committee and People and Remuneration Committee, Brian
is Chairman of AMP Capital Holdings and a member of its
Audit Committee. Brian has held a variety of senior roles at
telecommunications companies, most recently in the UK as Group
Human Resources Director for Vodafone. He is a Director of Boral.

Paul Fegan Director MBA

Director since August 2009 and Chairman of the Audit Committee, Paul has over 30 years experience in the financial services industry. He has held a number of executive roles with organisations including Group Managing Director, Strategy and Corporate Services with Telstra and Chief Executive Officer of St.George Bank. He was most recently Chief Financial Officer of Genworth Australia.

Simon McKeon AO Director BCom, LLB, FAICD

Director since March 2013 and a member of the Audit Committee, Simon is a Director of AMP Capital Holdings and a member of its Audit Committee. Simon retired in January 2014 as a senior executive of Macquarie Group. He is Chairman of CSIRO, Global Poverty Project Australia and In2Science, a Director of Red Dust Role Models and a member of the Big Issue Advisory Board.

John Palmer ONZM Director BAgrSc, Hon. DCom, FNZID

Director since July 2007 and Chairman of the People and Remuneration Committee, John is also a Director of AMP Life and The National Mutual Life Association of Australasia. John has extensive experience as a director and chairman of companies in the agricultural and finance sectors. He is Chairman of Rabobank New Zealand and a Director of Rabobank Australia and Air New Zealand.

Professor Peter Shergold AC Director BA (Hons), MA, PhD, FAICD Director since May 2008 and a member of the Audit Committee, Peter is a Director of AMP Life and The National Mutual Life Association of Australasia and a member of the Audit Committee of each. Peter is Chancellor and Chair of the board of trustees of the University of Western Sydney. He is a Director of Veda Group and Corrs Chambers Westgarth, Chairman of QuintessenceLabs, the National Centre for Vocational Education Research, NSW Public Service Commission Advisory Board and Deputy Chairman of the Sydney Writers' Festival. He is also a member of the Prime Minister's Indigenous Advisory Council and the Oueensland Public Sector Renewal Board.

Further information on the AMP Limited Board is available at amp.com.au and in the AMP 2013 annual report.

Remuneration

AMP is committed to ensuring remuneration practices are aligned with the creation of value for shareholders so remuneration for 2013 reflects AMP's reduced profit for the year.

- Salary costs have been closely managed across the organisation. In 2013, executive salaries remained frozen, having last been adjusted in April 2011. The previous adjustment had been in April 2008. Salaries have only been adjusted if an executive has been promoted or in the exception where an individual's remuneration has been found to have fallen significantly below market competitive levels.
- Chief Executive Officer (CEO) Craig Meller has been set a salary and reward opportunity 8.6% lower than that of previous CEO Craig Dunn.
- No termination payment has been paid to former CEO Craig Dunn.
- Performance rights are paid to executives when AMP delivers significant value to shareholders. Performance rights awarded in 2010 lapsed in 2013 as the performance hurdle was not met.
- The performance hurdle for AMP's long-term incentive (LTI) awards has been revised to now include a return on equity measure. Return on equity is a strong measure of capital management and business efficiency and will ensure the payment of LTIs remains closely linked with the delivery of long-term shareholder value.
- The 2013 short-term incentive (STI) pool has been reduced to \$83 million or 9.8% of underlying profit compared with \$96 million or 10.1% of underlying profit for 2012. STI payments to former CEO, Craig Dunn and Craig Meller, for his former role as Managing Director, AMP Financial Services, have been reduced by 42% and 41% respectively.
 - Further information on remuneration is available in the AMP 2013 annual report at amp.com.au/2013annualreport.

Board remuneration

		Short-term benefits				Post- employment benefits		
		NP Limited board and ommittee fees ¹ \$'000	Fees for other group boards ¹ \$'000	Other short- term benefits \$'000	Additional board duties ² \$'000	Super- annuation \$'000	Total \$'000	Number of AMP shares held
Peter Mason	2013 2012	585 585	<u>-</u> -		<u>-</u> -	17 16	602 601	600,836 542,549
Patty Akopiantz	2013 2012	191 188	74 58	6 6	- -	25 23	296 275	30,372 21,286
Rick Allert	2013 2012	191 191	24 -	6 6	- -	20 18	241 215	93,956 82,338
Catherine Brenner	2013 2012	180 175	175 175	6 6	- -	33 32	394 388	60,236 50,487
Brian Clark	2013 2012	199 201	125 125	6 6	- -	30 30	360 362	69,586 57,522
Paul Fegan	2013 2012	212 212	8 68	6 6	20 -	22 26	268 312	43,013 33,927
Simon McKeon ³	2013 2012	143 _	55 —	5 -	20 -	20 _	243 _	57,693 50,000
John Palmer	2013 2012	212 207	98 98	6 6	- -	29 28	345 339	90,025 77,012
Nora Scheinkestel ⁴	2013 2012	66 192	30 118	2 6	-	9 28	107 344	136,853 130,292
Peter Shergold	2013 2012	191 196	115 115	6 6	<u>-</u> -	28 29	340 346	57,121 45,635
Total	2013 2012	2,170 2,147	704 757	49 48	40 -	233 230	3,196 3,182	

¹ Details of the non-executive directors' committee memberships and directorships of subsidiary boards are provided on pages 12 and 13.

 ² Relates to additional work performed for AMP group capital initiatives.
 3 Simon McKeon was appointed to the AMP Limited Board on 27 March 2013.

⁴ Nora Scheinkestel retired from the AMP Limited Board on 9 May 2013.

Executive remuneration

	rem	Fixed nuneration \$'000	Cash short-term incentive \$'000	Other remuneration \$'000	Actual share income as a result of vesting \$'000	Total remuneration \$'000
Craig Dunn Chief Executive Officer and Managing Director	2013 2012	1,750 1,750	819 1,407	<u>-</u> -	- -	2,569 3,157
Craig Meller Managing Director, AMP Financial Services	2013 2012	1,065 1,065	504 852	-	-	1,569 1,917
Stephen Dunne Managing Director, AMP Capital	2013 2012	1,065 1,065	1,086 1,068	<u>-</u> -	_ _	2,151 2,133
Colin Storrie¹ Chief Financial Officer	2013 2012	950 950	432 537	238 -	<u>-</u> -	1,620 1,487
Paul Sainsbury ² Chief Customer Officer (from 1 April 2013)	2013 2012	801 650	441 612	- -	<u>-</u>	1,242 1,262
Lee Barnett Chief Information Officer	2013 2012	765 765	396 498	- -	<u>-</u> -	1,161 1,263
Brian Salter ³ General Counsel	2013 2012	770 770	354 447	8 –	<u>-</u>	1,132 1,217
Fiona Wardlaw General Manager, Human Resources	2013 2012	640 640	291 387	- -	-	931 1,027
Matthew Percival General Manager, Public Affairs	2013 2012	565 565	258 321	-	<u>-</u>	823 886
Jonathan Deane General Manager, Group Strategy	2013 2012	525 525	270 315	- -	<u>-</u>	795 840
Total	2013 2012	8,896 8,745	4,851 6,444	246 _	_ _	13,993 15,189

¹ Colin Storrie had a retention payment payable on 31 December 2013, recorded above as 'Other remuneration'.

² Paul Sainsbury was Integration Director and Managing Director, AMP SMSF before being appointed Chief Customer Officer on 1 April 2013. The increase in remuneration reflects his expanded role.

³ Brian Salter received an additional superannuation contribution required to fund his life insurance cover.

Did you know you can access your AMP shareholder information online?

You no longer need to wonder whether you should hold onto this book once you've finished reading it. We're keeping a copy online for you and you can access it any time you like. In fact, you can elect to receive all your AMP shareholder information online, including annual reports, and the trees will thank you.

It's easy.

First, you may need your holder number which you can find in the top right corner of the dividend statement you received with this book.

Next, log onto amp.com.au/shareholdercentre (where you can find lots of useful information about your AMP shares). Click on the 'Log in to' button at the top right of the screen and select 'My AMP shareholding'.

Follow the instructions to sign in or register on the Computershare website. Once you can see your shareholding, click on the 'Update my details' tab and then select 'Communications options'. Add your email address, press 'Submit' and we'll take care of the rest.

While you're in the site, have a look around and check you have your address and bank account details up to date with us. We don't want you, or any of our 850,000 shareholders, to miss out on a dividend payment.

AMP is committed to actively reducing its impact on the environment and has printed this document on paper derived from certified well managed forests and manufactured by an ISO 14001 certified mill. The document has also been printed at an FSC accredited printer.



Need help?

Contact the AMP share registry

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AMP Limited is incorporated and domiciled in Australia. Company Secretary: David Cullen