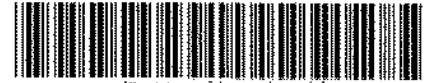


Proxy form

To complete the proxy form, please read the instructions on the back of this form and the accompanying documents for details of each item of business.



[Position of barcode only]

XDD10000000

COY

1. Registered name and address

☐

Check that your details are correct

If you wish to tell us of any changes, mark them on this form as necessary and mark this box with an X.

Daytime contact details

Please write your daytime phone number in case we need to contact you about your proxy form.

2. Appointment of proxy

I/We being a member/s of AMP Limited, hereby appoint;

☐

the Chairman of the Meeting **OR**
(mark this box with an X);

(write the name of the person
you wish to appoint as proxy);

OR, failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my behalf and to vote in accordance with the following directions (or, if no directions have been given, as the proxy sees fit) at the Annual General Meeting of AMP Limited to be held at the State Theatre, 49 Market Street, Sydney NSW at 10.00am (Sydney time) on Thursday, 20 May 2004 and at any adjournment of that Meeting.

3. Directions to proxy

Your proxy may decide how to vote on any motion at the Meeting, except where specifically directed below.
For each item of business, please mark X in one box only to indicate your voting instruction.

Item 2

Election of directors

	FOR	AGAINST	ABSTAIN
(a) P Handley	☐	☐	☐
(b) P Mason	☐	☐	☐
(c) N Scheinkestel	☐	☐	☐

Item 3

Non-executive directors' remuneration

	FOR	AGAINST	ABSTAIN
(a) Reduce the aggregate maximum fees by A\$865,000 to A\$1,500,000 plus statutory superannuation guarantee contributions	☐	☐	☐

4. Signature of shareholder(s)

Individual or first shareholder

Sole director and sole company secretary

Shareholder 2

Director

Shareholder 3

Director/company secretary



Instructions for completion of proxy form

1. Name and address

This is the name and address of the shareholder(s) as it appears on the AMP Limited Securities Register. If this information is incorrect, please make the correction over the page and cross the box. Shareholders sponsored by a broker should advise their broker of any changes. You cannot change the ownership of shares using this form.

2. Appointment of proxy

Insert the name of your proxy if your proxy is someone other than the Chairman of the Meeting. If your proxy is the Chairman of the Meeting, cross the box.

If you leave this section blank or your named proxy is unable to attend the Meeting, the Chairman of the Meeting will be your proxy to vote your shares. Your proxy does not need to be a shareholder of AMP Limited.

3. Appointment of second proxy (optional)

To appoint a second proxy please copy this form and then:

- (a) on the first form, state the number of shares or the percentage of your voting rights applicable to the first proxy;
- (b) on the second form, state the number of shares or the percentage of your voting rights applicable to the second proxy; and
- (c) return both forms in the same envelope.

If the appointments do not state the number or percentage of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

4. Directions to proxy

You may direct your proxy how to vote on a given item of business by placing an X in one of the three boxes opposite that item. Your proxy may decide whether to vote on any motion, except where your proxy is required by law or the Constitution to vote or abstain in their capacity as proxy. If your proxy votes on an item, all of your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights on any item by inserting the percentage or number of shares you wish to vote in the appropriate box(es). If you do not mark any of the boxes on a given item, your proxy may decide how to vote on that item. If you place an X in more than one box on an item, your vote on that item will be invalid.

5. Signature(s)

Each shareholder must sign this form. If your shares are held in joint names all shareholders must sign in the boxes. If you are signing as an attorney, then the power of attorney must have been noted by the AMP Limited Securities Registry or a certified copy of it must accompany this form.

Only duly authorised officer(s) can sign on behalf of a company (refer to the instructions on page 4 of the Notice of Meeting booklet). Please sign in the boxes which state the office held by the signatory, ie Director and Director, or Company Secretary and Director, or Sole Director and Sole Company Secretary.

6. Lodgement of proxy

A proxy form (and certified copy of any power of attorney under which it is signed, unless already noted by the AMP Limited Securities Registry) must be received by AMP Limited or AMP Limited Securities Registry, by no later than 10.00am (Sydney time) on Tuesday, 18 May 2004. Any proxy form received after that time will be invalid.

Proxies may be lodged:

- **by mail** using the envelope enclosed or by posting it to AMP Securities Registry:

Australia	Reply Paid 2980, GPO Melbourne VIC 8060
New Zealand	P O Box 91543, Auckland Mail Centre
United Kingdom	PO Box 1075, Bristol BS99 3FA
Other countries	GPO Box 2980, Melbourne VIC 3001, Australia

- **online** by accessing the AMP Securities Registry via the AMP website at www.ampgroup.com/shareholdercentre

To use this facility, you will need your Holder Identification Number (HIN) or Shareholder Reference Number (SRN). That number is shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

- **by facsimile**

Australia	1300 301 721
New Zealand	09 488 8787
United Kingdom	0870 703 6119
Other countries	+61 2 8235 8220

- **by delivery**

AMP's registered office, Level 24, 33 Alfred Street, Sydney, NSW 2000, Australia
AMP Securities Registry, Level 3, 60 Carrington Street, Sydney, NSW 2000, Australia
AMP Securities Registry, Level 2, 159 Hurstmere Road, Takapuna, North Shore City, New Zealand
AMP Securities Registry, The Pavilions, Bridgwater Road, Bristol, BS99 7NH, United Kingdom