



**Company Secretary**

AMP Limited  
ABN: 49 079 354 519

33 Alfred Street  
Sydney NSW 2000 Australia

GPO Box 4134  
Sydney NSW 2001 Australia

Email: [info@amp.com.au](mailto:info@amp.com.au)  
Web: [amp.com.au](http://amp.com.au)  
Telephone: (02) 9257 5000  
Facsimile: (02) 9257 7178

03-Jul-2014

Company Announcement Officer

ASX Limited

Notice Pursuant to Corporations Act Sub-section 259C(2) Exemption

Dear Sir/Madam,

Pursuant to Sub-section 259C(2) of the Corporations Act, AMP Limited hereby advises its current interest in AMP Ltd.

The attached notice provides all required details.

A handwritten signature in black ink, appearing to read "B. Salter", with a long horizontal flourish extending to the right.

Brian Salter  
General Counsel & Company Secretary, AMP

**Corporations Act 2001  
Subsection 259C(2) Exemption**

To: **AMP Ltd**

ACN/ARSN: 079 354 519

Shareholder: AMP Limited (ACN 079 354 519) and its related bodies corporate.

Notice Date: 02-Jul-2014

**1. Previous Notice**

Particulars of the shareholders' previous notice under sub-section 259C(2) exemption was given on:

The previous notice was given to the company on: 19-Jun-2014

The previous notice was dated: 18-Jun-2014

**2. Previous and present voting power**

The total number and percentage of shares in each class of voting shares in the company to which the shareholder has an interest in or derivative exposure to, when last required and when now required to give notice, are:

| Class of securities | Previous Notice |              | Present Notice |              |
|---------------------|-----------------|--------------|----------------|--------------|
|                     | Persons' votes  | Voting Power | Persons' votes | Voting Power |
| Ordinary Share      | 68,769,082      | 2.33%        | 65,018,057     | 2.20%        |

**3. Change in interest and derivative exposure**

Particulars of each change in, or change in the nature of, the interests of the substantial holder in, or derivative exposure to voting shares since the shareholder was last required to give a notice are:

See Annexure 'A'

**4. Present interest and derivative exposure**

Particulars of each interest in voting shares which the shareholder is entitled after the change are:

| Holder of relevant interest        | Nature of relevant interest                                                                                                                                                                                                                                                                                                                                                                                             | Class and number of securities | Person's votes affected |
|------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------|
| AMP Life Limited                   | AMP Life is legal and beneficial owner of the shares and has the power to exercise the right to vote and to dispose of the shares.                                                                                                                                                                                                                                                                                      | Ordinary Share: 20,880,163     | 20,880,163              |
| AMP Capital Investors Limited      | AMP Capital Investors Limited, either in its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts or is legal and beneficial owner of the shares and has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise of a power to dispose of, the securities. | Ordinary Share: 35,081,848     | 35,081,848              |
| AMP Capital Investors (NZ) Limited | In its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise of a power to dispose of, the securities.                                                                                          | Ordinary Share: 44,043         | 44,043                  |
| ipac Asset Management Limited      | In its capacity as investment manager for various superannuation funds, institutional investor portfolios and unit trusts or as the responsible entity for registered and unregistered managed investment schemes, has the power to exercise, or control the exercise of, a right to vote attached to the securities and has the power to dispose of, or control the exercise of a power to dispose of, the securities. | Ordinary Share: 9,012,003      | 9,012,003               |

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**Corporations Act 2001**  
**Subsection 259C(2) Exemption**

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**5. Change in controlled entities**

The persons who have become controlled entities of, or ceased to be controlled entities of the shareholder in relation to voting shares in the company are:

| <i>Name and ACN (if applicable)</i> | <i>Nature of Association</i> |
|-------------------------------------|------------------------------|
|-------------------------------------|------------------------------|

**6. Addresses**

The addresses of persons named in this form are as follows:

| <i>Name</i>                        | <i>Address</i>                                |
|------------------------------------|-----------------------------------------------|
| AMP Life Limited                   | 33 Alfred Street, Sydney NSW 2000             |
| AMP Capital Investors Limited      | 33 Alfred Street, Sydney NSW 2000             |
| AMP Capital Investors (NZ) Limited | Ground Floor, 113-119 The Terrace, Wellington |
| ipac Asset Management Limited      | 33 Alfred Street, Sydney NSW 2000             |

# Annexure 'A'

Security: AMP Ltd

Effective Date: 02-Jul-2014

| <i>Date of change</i> | <i>Person whose relevant interest changed</i> | <i>Nature of change</i> | <i>Consideration given in relation to change</i> | <i>Class and number of shares affected</i> | <i>Persons' vote affected</i> |
|-----------------------|-----------------------------------------------|-------------------------|--------------------------------------------------|--------------------------------------------|-------------------------------|
| 19-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-352,776.9                                     | -65,608                                    | -65,608                       |
| 19-Jun-2014           | ipac Asset Management Limited                 | Share disposal          | \$-3,929.4                                       | -732                                       | -732                          |
| 19-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-1,422.54                                      | -265                                       | -265                          |
| 20-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-703,073.57                                    | -131,644                                   | -131,644                      |
| 20-Jun-2014           | AMP Capital Investors Limited                 | Share acquisition       | \$6,416.42                                       | 1,198                                      | 1,198                         |
| 20-Jun-2014           | AMP Life Limited                              | Share acquisition       | \$21,064.93                                      | 3,933                                      | 3,933                         |
| 20-Jun-2014           | AMP Capital Investors Limited                 | Share acquisition       | \$36,313.31                                      | 6,780                                      | 6,780                         |
| 20-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-1,555,833.5                                   | -290,810                                   | -290,810                      |
| 20-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-519,581.3                                     | -97,118                                    | -97,118                       |
| 20-Jun-2014           | AMP Capital Investors Limited                 | Share acquisition       | \$175,121.55                                     | 32,733                                     | 32,733                        |
| 20-Jun-2014           | AMP Life Limited                              | Share acquisition       | \$574,782.6                                      | 107,436                                    | 107,436                       |
| 20-Jun-2014           | AMP Capital Investors Limited                 | Share acquisition       | \$990,985.85                                     | 185,231                                    | 185,231                       |
| 23-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-29,082.27                                     | -5,415                                     | -5,415                        |
| 23-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-6,987.27                                      | -1,301                                     | -1,301                        |
| 23-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-153,773.48                                    | -28,632                                    | -28,632                       |
| 23-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-191,599.22                                    | -35,675                                    | -35,675                       |
| 23-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-582,917.39                                    | -108,526                                   | -108,526                      |
| 23-Jun-2014           | AMP Life Limited                              | Share disposal          | \$-89,223.2                                      | -16,613                                    | -16,613                       |
| 23-Jun-2014           | AMP Life Limited                              | Share disposal          | \$-39,324.16                                     | -7,322                                     | -7,322                        |
| 23-Jun-2014           | AMP Life Limited                              | Share disposal          | \$-1,236,836.71                                  | -230,294                                   | -230,294                      |
| 23-Jun-2014           | AMP Life Limited                              | Share disposal          | \$-172,194.93                                    | -32,062                                    | -32,062                       |
| 23-Jun-2014           | AMP Life Limited                              | Share disposal          | \$-21,407.55                                     | -3,986                                     | -3,986                        |
| 23-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-91,145.9                                      | -16,971                                    | -16,971                       |
| 23-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-4,720.83                                      | -879                                       | -879                          |
| 23-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-95,785.03                                     | -17,833                                    | -17,833                       |
| 23-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-833,525.06                                    | -155,199                                   | -155,199                      |
| 23-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-107,318.94                                    | -20,000                                    | -20,000                       |
| 23-Jun-2014           | AMP Capital Investors Limited                 | Share disposal          | \$-40,168.79                                     | -7,500                                     | -7,500                        |
| 23-Jun-2014           | AMP Life Limited                              | Share disposal          | \$-1,658,516.79                                  | -308,984                                   | -308,984                      |

# Annexure 'A'

Security: AMP Ltd

Effective Date: 02-Jul-2014

|             |                               |                |                 |          |          |
|-------------|-------------------------------|----------------|-----------------|----------|----------|
| 23-Jun-2014 | AMP Life Limited              | Share disposal | \$-113,568.66   | -21,158  | -21,158  |
| 23-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-101,099.61   | -18,835  | -18,835  |
| 23-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-477,500.44   | -88,959  | -88,959  |
| 23-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-65,844.61    | -12,260  | -12,260  |
| 24-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-29,307.92    | -5,507   | -5,507   |
| 24-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-7,035.61     | -1,322   | -1,322   |
| 24-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-154,942.95   | -29,114  | -29,114  |
| 24-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-193,053.35   | -36,275  | -36,275  |
| 24-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-587,350.77   | -110,353 | -110,353 |
| 24-Jun-2014 | AMP Life Limited              | Share disposal | \$-89,898.2     | -16,892  | -16,892  |
| 24-Jun-2014 | AMP Life Limited              | Share disposal | \$-39,627.16    | -7,446   | -7,446   |
| 24-Jun-2014 | AMP Life Limited              | Share disposal | \$-1,246,227.9  | -234,168 | -234,168 |
| 24-Jun-2014 | AMP Life Limited              | Share disposal | \$-173,500.55   | -32,601  | -32,601  |
| 24-Jun-2014 | AMP Life Limited              | Share disposal | \$-21,569.82    | -4,053   | -4,053   |
| 24-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-91,840.71    | -17,257  | -17,257  |
| 24-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-4,757.81     | -894     | -894     |
| 24-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-96,512.39    | -18,133  | -18,133  |
| 24-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-839,849.94   | -157,809 | -157,809 |
| 24-Jun-2014 | AMP Life Limited              | Share disposal | \$-1,196,190.98 | -224,669 | -224,669 |
| 24-Jun-2014 | AMP Life Limited              | Share disposal | \$-81,908.06    | -15,384  | -15,384  |
| 24-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-72,500.13    | -13,617  | -13,617  |
| 24-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-344,126.73   | -64,634  | -64,634  |
| 24-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-66,343.29    | -12,466  | -12,466  |
| 25-Jun-2014 | AMP Life Limited              | Share disposal | \$-2,059,548.79 | -390,436 | -390,436 |
| 25-Jun-2014 | AMP Life Limited              | Share disposal | \$-141,027.05   | -26,735  | -26,735  |
| 25-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-124,832.8    | -23,665  | -23,665  |
| 25-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-592,508.78   | -112,324 | -112,324 |
| 25-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-9,452.94     | -1,794   | -1,794   |
| 25-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-2,271.03     | -431     | -431     |
| 25-Jun-2014 | AMP Capital Investors Limited | Share disposal | \$-49,983.61    | -9,486   | -9,486   |

# Annexure 'A'

Security: AMP Ltd

Effective Date: 02-Jul-2014

|             |                               |                   |                 |          |          |
|-------------|-------------------------------|-------------------|-----------------|----------|----------|
| 25-Jun-2014 | AMP Capital Investors Limited | Share disposal    | \$-189,478.23   | -35,956  | -35,956  |
| 25-Jun-2014 | AMP Life Limited              | Share disposal    | \$-29,001.67    | -5,504   | -5,504   |
| 25-Jun-2014 | AMP Life Limited              | Share disposal    | \$-12,783.07    | -2,426   | -2,426   |
| 25-Jun-2014 | AMP Life Limited              | Share disposal    | \$-402,034.49   | -76,299  | -76,299  |
| 25-Jun-2014 | AMP Life Limited              | Share disposal    | \$-55,969.42    | -10,622  | -10,622  |
| 25-Jun-2014 | AMP Life Limited              | Share disposal    | \$-6,960.61     | -1,321   | -1,321   |
| 25-Jun-2014 | AMP Capital Investors Limited | Share disposal    | \$-29,628.7     | -5,623   | -5,623   |
| 25-Jun-2014 | AMP Capital Investors Limited | Share disposal    | \$-1,533.34     | -291     | -291     |
| 25-Jun-2014 | AMP Capital Investors Limited | Share disposal    | \$-270,942.14   | -51,420  | -51,420  |
| 25-Jun-2014 | AMP Capital Investors Limited | Share disposal    | \$-31,138.81    | -5,909   | -5,909   |
| 25-Jun-2014 | AMP Capital Investors Limited | Share disposal    | \$-62,281.91    | -11,820  | -11,820  |
| 25-Jun-2014 | AMP Capital Investors Limited | Share disposal    | \$-56,605.52    | -10,700  | -10,700  |
| 25-Jun-2014 | ipac Asset Management Limited | Share disposal    | \$-40,475.03    | -7,641   | -7,641   |
| 25-Jun-2014 | AMP Capital Investors Limited | Share disposal    | \$-21,403.48    | -4,062   | -4,062   |
| 26-Jun-2014 | AMP Life Limited              | Share disposal    | \$-26,770.52    | -5,000   | -5,000   |
| 27-Jun-2014 | AMP Capital Investors Limited | Share acquisition | \$54,547.45     | 10,109   | 10,109   |
| 30-Jun-2014 | AMP Life Limited              | Share disposal    | \$-1,671,291.38 | -314,398 | -314,398 |
| 30-Jun-2014 | AMP Life Limited              | Share disposal    | \$-114,508.64   | -21,541  | -21,541  |
| 30-Jun-2014 | AMP Capital Investors Limited | Share disposal    | \$-101,787.82   | -19,148  | -19,148  |
| 30-Jun-2014 | AMP Capital Investors Limited | Share disposal    | \$-477,889.25   | -89,899  | -89,899  |
| 01-Jul-2014 | AMP Life Limited              | Share disposal    | \$-1,552,262.15 | -293,912 | -293,912 |
| 01-Jul-2014 | AMP Life Limited              | Share disposal    | \$-106,330.11   | -20,133  | -20,133  |
| 01-Jul-2014 | AMP Capital Investors Limited | Share disposal    | \$-97,124.66    | -18,390  | -18,390  |
| 01-Jul-2014 | AMP Capital Investors Limited | Share disposal    | \$-439,463.96   | -83,210  | -83,210  |
| 01-Jul-2014 | ipac Asset Management Limited | Share acquisition | \$792,630.31    | 150,000  | 150,000  |
| 01-Jul-2014 | AMP Capital Investors Limited | Share acquisition | \$870,358.43    | 165,000  | 165,000  |
| 02-Jul-2014 | AMP Capital Investors Limited | Share disposal    | \$-44,178.84    | -8,330   | -8,330   |
| 02-Jul-2014 | AMP Capital Investors Limited | Share disposal    | \$-359,816.18   | -67,844  | -67,844  |
| 02-Jul-2014 | AMP Life Limited              | Share acquisition | \$266,500       | 50,000   | 50,000   |

**AMP GROUP COMPANIES (as at 30 June 2013)**

| <b>Name</b>                                                              | <b>Country</b> | <b>Company No.</b>       |
|--------------------------------------------------------------------------|----------------|--------------------------|
| 140 St Georges Terrace Pty Limited                                       | Australia      | 121654108                |
| 18 College Street (Finance) Pty Limited                                  | Australia      | 128868511                |
| 18 College Street Pty Limited                                            | Australia      | 128605149                |
| 255 George Street Investment A Pty Ltd                                   | Australia      | 64751471                 |
| 255 George Street Investment B Pty Ltd                                   | Australia      | 64751588                 |
| 35 Ocean Keys Pty Limited                                                | Australia      | 122848917                |
| A.C.N. 100 509 993 Pty Ltd                                               | Australia      | 100509993                |
| A.C.N. 155 075 040 Pty Limited                                           | Australia      | 155 075 040              |
| AAPH Australia Staff Superannuation Pty Limited                          | Australia      | 65632206                 |
| AAPH Executive Plan (Australia) Pty Limited                              | Australia      | 78032363                 |
| AAPH Hong Kong Finance Limited                                           | Hong Kong      | 1007596                  |
| AAPH New Zealand Finance Pty Limited                                     | Australia      | 98666561                 |
| Abbey Capital Real Estate Pty Limited                                    | Australia      | 63958341                 |
| Accountants Resourcing (Australia) Pty Ltd                               | Australia      | 143732610                |
| Acit Finance Pty Ltd                                                     | Australia      | 153814692                |
| ACPP Industrial Pty Limited                                              | Australia      | 108662022                |
| ACPP Office Pty Limited                                                  | Australia      | 108662031                |
| ACPP Retail Pty Limited                                                  | Australia      | 108662013                |
| AdviceFirst Limited                                                      | New Zealand    | 2104026                  |
| Adviser Resourcing Pty Ltd                                               | Australia      | 143733493                |
| Aged Care Investment Services No. 1 Pty Limited                          | Australia      | 86801041                 |
| Aged Care Investment Services No. 2 Pty Limited                          | Australia      | 82747313                 |
| Alexander Beard Limited                                                  | New Zealand    | 3277888                  |
| Allmarg Corporation Limited                                              | New Zealand    | WN/980668                |
| AMP (UK) Finance Services Plc                                            | United Kingdom | 3551613                  |
| AMP AAPH Finance Limited                                                 | Australia      | 6363837                  |
| AMP AAPH Limited                                                         | Australia      | 69123011                 |
| AMP ASAL Pty Limited                                                     | Australia      | 96046123                 |
| AMP Bank Limited                                                         | Australia      | 81596009                 |
| AMP Capital AB Holdings Pty Limited                                      | Australia      | 139529883                |
| AMP Capital Advisors India Private Limited                               | Mauritius      | CINU74130HR2006PTC043413 |
| AMP Capital Asia Limited                                                 | Hong Kong      | 1373412                  |
| AMP Capital Bayfair Pty Limited                                          | Australia      | 121179486                |
| Amp Capital Community Infrastructure Holdings Pty Ltd                    | Australia      | 122620884                |
| AMP Capital Core Infrastructure Pty Ltd                                  | Australia      | 153430829                |
| AMP Capital Finance Limited                                              | Australia      | 123968089                |
| AMP Capital Funds Management Limited                                     | Australia      | 159 557 721              |
| AMP Capital Holdings Limited                                             | Australia      | 78651966                 |
| AMP Capital Investment Management (UK) Limited                           | United Kingdom | 5775408                  |
| AMP Capital Investment Management Pty Limited                            | Australia      | 119095297                |
| AMP Capital Investments No. 14 Limited                                   | New Zealand    | 1503268                  |
| AMP Capital Investments No. 2 Limited                                    | New Zealand    | WN/976346                |
| AMP Capital Investments No. 8 Limited                                    | New Zealand    | WN/1039274               |
| AMP Capital Investors (Hong Kong) Limited                                | Hong Kong      | 1423005                  |
| AMP Capital Investors (Luxembourg No. 3) S.à r.l.                        | Luxembourg     | B137831                  |
| AMP Capital Investors (Luxembourg No. 4) S.à r.l.                        | Luxembourg     | B149134                  |
| AMP Capital Investors (Luxembourg No. 5) S.à r.l.                        | Luxembourg     | B149134                  |
| AMP Capital Investors (Luxembourg No. 6) S.à r.l.                        | Luxembourg     | B149134                  |
| AMP Capital Investors (Jersey No. 2) Limited                             | Jersey         | 109334                   |
| AMP Capital Investors (Luxembourg) S.à r.l.                              | Luxembourg     | B140092                  |
| AMP Capital Investors (New Zealand) Limited                              | New Zealand    | WN/461290                |
| AMP Capital Investors (Property Funds Management Jersey) Limited         | Jersey         | 91098                    |
| AMP Capital Investors (Singapore) Pte. Ltd.                              | Singapore      | 200312149D               |
| AMP Capital Investors (Singapore) Private Property Trust Management Ltd. | Singapore      | 200716478N               |
| AMP Capital Investors (UK) Limited                                       | United Kingdom | 5524536                  |
| AMP Capital Investors Advisory (Beijing) Limited                         | China          | 110000450018958          |
| AMP Capital Investors International Holdings Limited                     | Australia      | 114 352 957              |
| AMP Capital Investors Japan KK                                           | Japan          | 0100-01-115280           |
| AMP Capital Investors KK                                                 | Japan          | 0100-01-126909           |
| AMP Capital Investors Limited                                            | Australia      | 1777591                  |
| AMP Capital Investors Real Estate Pty Limited                            | Australia      | 63858711                 |
| AMP Capital Investors Office and Industrial (Singapore) Pte. Ltd.        | Singapore      | 200722741R               |
| AMP Capital Office and Industrial Pty Limited                            | Australia      | 99105094                 |
| AMP Capital Palms Pty Limited                                            | Australia      | 124646582                |
| AMP Capital Property Nominees Limited                                    | Australia      | 2301260                  |
| AMP Capital Shopping Centres Pty Limited                                 | Australia      | 1595955                  |
| AMP CMBS No.1 Pty Limited                                                | Australia      | 105197395                |
| AMP CMBS No.2 Pty Limited                                                | Australia      | 105197377                |
| AMP Crossroads Pty Limited                                               | Australia      | 107968212                |
| AMP Custodian Services (NZ) Limited                                      | New Zealand    | WN/312763                |
| AMP Davidson Road Pty Limited                                            | Australia      | 107968203                |

| Name                                               | Country     | Company No. |
|----------------------------------------------------|-------------|-------------|
| AMP Direct Pty Ltd                                 | Australia   | 139353496   |
| AMP Finance Limited                                | Australia   | 2812704     |
| AMP Finance Services Limited                       | Australia   | 80339466    |
| AMP Financial Investment Group Holdings Limited    | Australia   | 81596036    |
| AMP Financial Planning Pty Limited                 | Australia   | 51208327    |
| AMP Financial Services Holdings Limited            | Australia   | 76716704    |
| AMP Foundation Income Beneficiary Pty Limited      | Australia   | 80375766    |
| AMP Foundation Limited                             | Australia   | 76716697    |
| AMP GBS Limited                                    | Australia   | 87651947    |
| AMP GDPF Pty Limited                               | Australia   | 120525019   |
| AMP Global Property Investments Pty Ltd            | Australia   | 3218415     |
| AMP Group Finance Services Limited                 | Australia   | 84247914    |
| AMP Group Holdings Limited                         | Australia   | 79804676    |
| AMP Group Services Limited                         | Australia   | 80339457    |
| AMP Holdings Limited                               | Australia   | 79958062    |
| AMP Insurance Investment Holdings Pty Limited      | Australia   | 82562892    |
| AMP Investment Management (NZ) Limited             | New Zealand | WN339052    |
| AMP Investment Services No. 2 Pty Limited          | Australia   | 84332187    |
| AMP Investment Services Pty Limited                | Australia   | 63986989    |
| AMP Lending Services Limited                       | Australia   | 113 408 941 |
| AMP Life (NZ) Investments Holdings Limited         | New Zealand | 2195429     |
| AMP Life (NZ) Investments Limited                  | New Zealand | 2195430     |
| AMP Life Limited                                   | Australia   | 079 300 379 |
| AMP Macquarie Holding Pty Limited                  | Australia   | 103734836   |
| AMP Macquarie Pty Limited                          | Australia   | 103734854   |
| AMP New Zealand Holdings Limited                   | New Zealand | 841648      |
| AMP NZ Carpark Limited                             | New Zealand | 1806834     |
| AMP Pacific Fair Pty Limited                       | Australia   | 103734890   |
| AMP Personal Investment Services Limited           | Australia   | 8630546     |
| AMP Planner Register Company Pty Limited           | Australia   | 129899896   |
| AMP Private Capital Funds Holdings Limited         | New Zealand | WN/1002011  |
| AMP Private Capital New Zealand Limited            | New Zealand | WN/981063   |
| AMP Private Capital No. 2 Pty Limited              | Australia   | 94036914    |
| AMP Private Capital Pty Limited                    | Australia   | 88794692    |
| AMP Private Investments Pty Limited                | Australia   | 62239089    |
| AMP Property Investments (Qld) Pty. Ltd.           | Australia   | 10806014    |
| AMP Real Estate Advisory Holdings Pty Limited      | Australia   | 155023724   |
| AMP Remuneration Reward Plans Nominees Pty Limited | Australia   | 4014635     |
| AMP Riverside Plaza Pty Limited                    | Australia   | 107968187   |
| AMP Royal Randwick Pty Limited                     | Australia   | 110549249   |
| AMP Services (NZ) Limited                          | New Zealand | 339042      |
| AMP Services Holdings Limited                      | Australia   | 81102552    |
| AMP Services Limited                               | Australia   | 81143786    |
| AMP SMSF Holding Co. Pty Ltd                       | Australia   | 147879230   |
| AMP SMSF Investments Pty Limited                   | Australia   | 154462334   |
| AMP Superannuation Limited                         | Australia   | 8414104     |
| AMP Warringah Mall Pty Limited                     | Australia   | 108254100   |
| AMP Wealth Management New Zealand Limited          | New Zealand | 821674      |
| AMP/ERGO Mortgage and Savings Limited              | New Zealand | 662366      |
| Arrive Wealth Management Limited                   | Australia   | 64490446    |
| Arrow Systems Pty Limited                          | Australia   | 77001211    |
| Associated Planners Financial Services Pty Limited | Australia   | 097 451 495 |
| Associated Planners Strategic Finance Pty Ltd      | Australia   | 003 688 060 |
| Auburn Mega Mall Pty Limited                       | Australia   | 111075828   |
| Australian Mutual Provident Society Pty Limited    | Australia   | 81589639    |
| Australian Securities Administration Limited       | Australia   | 2905197     |
| AWOF New Zealand Office Pty Limited                | Australia   | 122875790   |
| AXA Technology Services Australia Pty Ltd          | Australia   | 104816408   |
| Axiom Education Nsw No. 2 Holdings Pty Limited     | Australia   | 114474350   |
| Axiom Education Nsw No. 2 Pty Limited              | Australia   | 114474565   |
| Axiom Education Queensland Holdings Pty Ltd        | Australia   | 107174256   |
| Axiom Education Queensland Pty Ltd                 | Australia   | 107197928   |
| BCG Finance Pty Limited                            | Australia   | 133605606   |
| BMRI Financial Services Pty Ltd                    | Australia   | 80971295    |
| Carillon Avenue Pty Limited                        | Australia   | 96872687    |
| Carter Bax Pty Ltd.                                | Australia   | 096 666 410 |
| Cavendish Administration Pty Ltd                   | Australia   | 080 366 829 |
| Cavendish Pty Ltd                                  | Australia   | 084 813 856 |
| Cavendish Superannuation Holdings Pty Ltd          | Australia   | 001 331 568 |
| Cavendish Superannuation Pty. Ltd.                 | Australia   | 007 778 341 |
| CBD Financial Planning Pty Limited                 | Australia   | 2515442     |
| Charter Financial Planning Limited                 | Australia   | 2976294     |

| Name                                                      | Country     | Company No. |
|-----------------------------------------------------------|-------------|-------------|
| Clientcare Financial Planning Pty Ltd                     | Australia   | 7112174     |
| Collins Place No. 2 Pty Ltd                               | Australia   | 90537643    |
| Collins Place Pty Limited                                 | Australia   | 84238497    |
| Darwin Cove Convention Centre Pty Limited                 | Australia   | 105139606   |
| Darwin Cove Holdings No. 2 Pty Limited                    | Australia   | 113134277   |
| Darwin Cove Holdings Pty Limited                          | Australia   | 105139286   |
| Darwin Cove Ultimate Holdings Pty Limited                 | Australia   | 113020554   |
| Didus Pty. Ltd.                                           | Australia   | 006 874 595 |
| Enemelay Investments Pty Ltd (Liquidated 28/06/2012)      | Australia   | 403323      |
| Exchange Plaza Management Pty Limited                     | Australia   | 158541738   |
| Exford Pty Ltd                                            | Australia   | 8629329     |
| Financial Composure Pty Ltd                               | Australia   | 100 225 643 |
| Financially Yours Holdings Pty Ltd                        | Australia   | 125933995   |
| Financially Yours Pty. Ltd.                               | Australia   | 10440703    |
| First Quest Capital Pty Ltd                               | Australia   | 085 338 183 |
| Flack Advisory Services Group Pty Limited                 | Australia   | 151039986   |
| Foundation Wealth Advisers Pty Limited                    | Australia   | 134 620 349 |
| Garrisons (Rosny) Pty Limited                             | Australia   | 085 654 860 |
| Genesys Group Holdings Pty Limited                        | Australia   | 123 318 641 |
| Genesys Group Pty Limited                                 | Australia   | 003 357 024 |
| Genesys Holdings Limited                                  | Australia   | 144 965 006 |
| Genesys Kew Pty Ltd                                       | Australia   | 154 870 667 |
| Genesys Wealth Advisers (WA) Pty Ltd                      | Australia   | 104 441 947 |
| Genesys Wealth Advisers Limited                           | Australia   | 060 778 216 |
| GIF Reliance Rail Pty Limited                             | Australia   | 122696002   |
| Glendenning Pty Limited                                   | Australia   | 126113264   |
| Hillross Alliances Limited                                | Australia   | 96538288    |
| Hillross Financial Services Limited                       | Australia   | 3323055     |
| Hillross Innisfail Pty Limited                            | Australia   | 11004443    |
| GWM Spicers Limited                                       | New Zealand | 2132668     |
| H230 Pty Limited                                          | Australia   | 129727484   |
| Hillross Wealth Management Centre Melbourne Pty Ltd       | Australia   | 137912666   |
| Honeysuckle 231 Pty Limited                               | Australia   | 114 118 026 |
| Hospital Car Parking Limited                              | New Zealand | 1511064     |
| Hindmarsh Square Financial Services Pty Ltd               | Australia   | 080 732 896 |
| Hindmarsh Square Wealth Advisers Pty Ltd                  | Australia   | 125 357 226 |
| INSSA Pty Limited                                         | Australia   | 63061192    |
| IEF Reliance Rail Pty Limited                             | Australia   | 122695970   |
| IMB Financial Planning Limited                            | Australia   | 94730195    |
| Kent Street Pty Limited                                   | Australia   | 6794654     |
| Kiwi Kat Limited                                          | New Zealand | 1467685     |
| ipac Asset Management Limited                             | Australia   | 3257225     |
| ipac Financial Care Pty Ltd                               | Australia   | 140733491   |
| ipac Group Services Pty Ltd                               | Australia   | 74631235    |
| ipac Portfolio Management Limited                         | Australia   | 71315618    |
| ipac Securities Limited                                   | Australia   | 8587595     |
| ipac Taxation Services Pty Limited                        | Australia   | 113983529   |
| Jigsaw Support Services Limited                           | Australia   | 5799977     |
| John Coombes and Company Pty Ltd                          | Australia   | 72534868    |
| King Financial Services Pty Ltd                           | Australia   | 59718697    |
| Knox City Shopping Centre Investments (No. 2) Pty Limited | Australia   | 63958378    |
| Lidomain Pty. Limited (Liquidated 28/06/2012)             | Australia   | 9096780     |
| Lifefx Pty Ltd                                            | Australia   | 57897131    |
| Lindwall Group Pty Ltd                                    | Australia   | 110998699   |
| Marrickville Metro Shopping Centre Pty Limited            | Australia   | 111075837   |
| Monitor Money Corporation Pty. Ltd.                       | Australia   | 1459856     |
| Mortgage Backed Bonds Limited                             | New Zealand | 1533595     |
| Mowla Pty. Ltd.                                           | Australia   | 5133835     |
| Multiport Pty Limited                                     | Australia   | 97695988    |
| Multiport Resources Pty Ltd                               | Australia   | 140258911   |
| N M Computer Services Pty Ltd                             | Australia   | 1239667     |
| N M Rural Enterprises Pty Ltd                             | Australia   | 1913113     |
| N. M. Superannuation Proprietary Limited                  | Australia   | 8428322     |
| National Mutual Funds Management (Global) Limited         | Australia   | 57398393    |
| National Mutual Funds Management Ltd.                     | Australia   | 6787720     |
| National Mutual Life Nominees Limited                     | Australia   | 4387133     |
| NM New Zealand Nominees Limited                           | New Zealand | 9397        |
| NMMT Limited                                              | Australia   | 58835573    |
| Northstar Lending Pty Ltd                                 | Australia   | 057 707 687 |
| Omega (Australia) Pty Limited                             | Australia   | 82747331    |
| Pajoda Investments Pty Ltd                                | Australia   | 127407238   |
| Parangool (Concord West) Pty Limited                      | Australia   | 158029451   |

| Name                                            | Country     | Company No. |
|-------------------------------------------------|-------------|-------------|
| Parangool (Wentworth Point) Pty Ltd             | Australia   | 145570332   |
| Parangool Pty Limited                           | Australia   | 734270      |
| Parkside Investorplus Solutions Pty Limited     | Australia   | 3884651     |
| Pinnacle Education Sa Holding Company Pty Ltd   | Australia   | 138038310   |
| Pinnacle Education Sa2 Pty Ltd                  | Australia   | 138038347   |
| PPS Lifestyle Solutions Pty Ltd                 | Australia   | 51228641    |
| PremierOne Mortgage Advice Pty Limited          | Australia   | 102861316   |
| Principal Healthcare Finance (NZ) Limited       | New Zealand | AK/1040188  |
| Principal Healthcare Finance No.2 Pty Limited   | Australia   | 90007926    |
| Principal Healthcare Holding Pty Limited        | Australia   | 107 257 054 |
| Priority One Agency Services Pty Ltd            | Australia   | 74621131    |
| Priority One Financial Services Limited         | Australia   | 69778883    |
| Private Wealth Managers Pty Ltd                 | Australia   | 2705642     |
| Quadrant Securities Pty Ltd                     | Australia   | 009 556 370 |
| Quay 62 Pty Limited                             | Australia   | 097 897 151 |
| Quay Mining (No. 2) Limited                     | Bermuda     | EC25965     |
| Quay Mining Pty Limited                         | Australia   | 2325895     |
| Quebec No.1 Pty Limited                         | Australia   | 117810634   |
| REST Reliance Rail Pty Limited                  | Australia   | 122695934   |
| Silverton Securities Proprietary Limited        | Australia   | 4337624     |
| SMSF Advice Pty Limited                         | Australia   | 74225353    |
| Solar Risk Pty Limited                          | Australia   | 092 265 373 |
| Spicers Portfolio Management Limited            | New Zealand | 364398      |
| Spinnaker Sound Development Company Pty Limited | Australia   | 123709795   |
| Spinnaker Sound Joint Venture Pty Limited       | Australia   | 120436580   |
| SPP (College Street) Pty Limited                | Australia   | 128 340 698 |
| SPP No. 1 (Rosebery) Pty Limited                | Australia   | 104141906   |
| SPP No. 1 Holdings Pty Limited                  | Australia   | 104141791   |
| SPP No. 2 (Bourke Street) Pty Limited           | Australia   | 124972550   |
| SPP No. 2 (Donnybrook) Pty Limited              | Australia   | 119789267   |
| SPP No. 2 (Parramatta) Pty Limited              | Australia   | 122875450   |
| SPP No. 3A Investments Pty Limited              | Australia   | 131530115   |
| Spp No. 4 (Manly) Pty Limited                   | Australia   | 151579154   |
| Spp No. 4 (Undullah) Pty Limited                | Australia   | 151579145   |
| Spp No. 4 Group Holdings Pty Limited            | Australia   | 151577472   |
| SPP No.1 (Alexandra Canal) Pty Limited          | Australia   | 111 825 873 |
| SPP No.1 (Cowes) Pty Limited                    | Australia   | 118155141   |
| SPP No.1 (H) Pty Limited                        | Australia   | 111 825 917 |
| SPP No.1 (Hawthorn) Pty Limited                 | Australia   | 117488454   |
| SPP No.1 (Mona Vale) Pty Limited                | Australia   | 104743384   |
| SPP No.1 (Mornington) Pty Limited               | Australia   | 118 456 698 |
| SPP No.1 (Mt Waverley Financing) Pty Limited    | Australia   | 115640456   |
| SPP No.1 (Mt Waverley) Pty Limited              | Australia   | 115640438   |
| SPP No.1 (Newcastle) Pty Limited                | Australia   | 113498865   |
| SPP No.1 (North Melbourne) Pty Limited          | Australia   | 106187740   |
| SPP No.1 (Pakenham) Pty Limited                 | Australia   | 106187768   |
| SPP No.1 (Point Cook) Pty Limited               | Australia   | 106187713   |
| SPP No.1 (Port Melbourne) Pty Limited           | Australia   | 112322595   |
| SPP No.1 (Q Stores) Pty Limited                 | Australia   | 111825793   |
| SPP No.2 (Altona) Pty Limited                   | Australia   | 121519864   |
| SPP No.2 (Caroline Springs Lot 32) Pty Limited  | Australia   | 126192998   |
| SPP No.2 (Caroline Springs Lot 37) Pty Limited  | Australia   | 126224388   |
| SPP No.2 (Caroline Springs) Pty Limited         | Australia   | 120676431   |
| SPP No.2 (Clifton Hill) Pty Limited             | Australia   | 125 541 817 |
| SPP No.2 (Doreen) Pty Limited                   | Australia   | 126192943   |
| SPP No.2 (Inverloch) Pty Limited                | Australia   | 116942780   |
| Spp No.2 (Mickleham) Pty Ltd                    | Australia   | 120211529   |
| SPP No.2 (Millers Road) Pty Ltd                 | Australia   | 127 870 188 |
| SPP No.2 (Mulgrave) Pty Limited                 | Australia   | 119788957   |
| SPP No.2 (Newcastle) Pty Limited                | Australia   | 126192872   |
| SPP No.2 (Rippleside) Pty Limited               | Australia   | 123876004   |
| SPP No.2 (Salmon Street) Pty Limited            | Australia   | 126607994   |
| SPP No.2 (Spinnaker) Pty Limited                | Australia   | 120335855   |
| SPP No.2 (Toorak) Pty Limited                   | Australia   | 126518223   |
| SPP No.2 (Townsville) Pty Limited               | Australia   | 123379546   |
| SPP No.2 (Twin Creeks) Pty Limited              | Australia   | 126192818   |
| SPP No.2 (Wacol) Pty Limited                    | Australia   | 119322655   |
| SPP No.2 Holdings Pty Limited                   | Australia   | 116942744   |
| Spp No.3 (50 Park) Pty Limited                  | Australia   | 147083707   |
| SPP No.3 (A) Pty Limited                        | Australia   | 126290382   |
| Spp No.3 (College Street Financing) Pty Limited | Australia   | 139261180   |
| Spp No.3 (Elizabeth Street) Pty Limited         | Australia   | 139010923   |

| Name                                                          | Country   | Company No. |
|---------------------------------------------------------------|-----------|-------------|
| SPP No.3 (Esplanade) Pty Limited                              | Australia | 131252956   |
| Spp No.3 (Mary Street) Pty Limited                            | Australia | 156107854   |
| Spp No.3 (Park Street) Pty Limited                            | Australia | 138391447   |
| Spp No.3 (Rozelle) Pty Limited                                | Australia | 137359169   |
| Spp No.3 (Surfers Paradise) Pty Limited                       | Australia | 143781097   |
| Spp No.3 (Vision Mezz) Pty Limited                            | Australia | 147759439   |
| Spp No.3 (Wentworth Point) Pty Limited                        | Australia | 145324938   |
| Spp No.3 Group Holdings Pty Limited                           | Australia | 138966159   |
| SPP No.3 Holdings Pty Limited                                 | Australia | 126290775   |
| Stephenson & Watt Proprietary Limited (Liquidated 28/06/2012) | Australia | 4264742     |
| Sterrey Financial Planning Pty Ltd (Liquidated 28/06/2012)    | Australia | 91308539    |
| Strategic Planning Partners Pty Ltd                           | Australia | 57800405    |
| Strategic Wealth Solutions Pty Limited                        | Australia | 108131871   |
| Sugarland Shopping Centre Pty Limited                         | Australia | 116429620   |
| Sunshine West Development Pty Limited                         | Australia | 110718119   |
| Sunshine West Income Pty Limited                              | Australia | 110718708   |
| Suwarraow Pty. Limited                                        | Australia | 63498662    |
| Synergy Capital Management Limited                            | Australia | 062 264 108 |
| TFS Financial Planning Pty Ltd                                | Australia | 88309308    |
| The India Infrastructure Fund LLC                             | Mauritius | 23449/5327  |
| The National Mutual Life Association of Australasia Limited   | Australia | 004 020 437 |
| TM Fallback Options Pty Ltd (Liquidated 28/06/2012)           | Australia | 100925522   |
| TM Securities Pty Ltd                                         | Australia | 99131754    |
| TOA Pty Ltd                                                   | Australia | 1811972     |
| Trenthills Financial Services Pty. Limited                    | Australia | 59750748    |
| Tynan Mackenzie Holdings Pty Ltd                              | Australia | 76640376    |
| Tynan Mackenzie Pty Ltd                                       | Australia | 66074744    |
| Vec Network Holdings Pty Ltd                                  | Australia | 123115300   |
| Vec Network Pty Limited                                       | Australia | 106905953   |
| Walker Lawrence & Associates Pty Ltd (Liquidated 28/06/2012)  | Australia | 10861257    |
| Waterfront Place (No. 2) Pty. Ltd.                            | Australia | 10728042    |
| Waterfront Place (No. 3) Pty. Ltd.                            | Australia | 10790931    |
| Wilsanik Pty Ltd                                              | Australia | 111 806 252 |