



Proxy form

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

1. Registered name and address

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Check that your details are correct

If you wish to notify 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;

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

OR

(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 City Recital Hall, Angel Place, Sydney NSW at 10.00am (Sydney time) on Thursday, 15 May 2003 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) Lord Killearn

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(b) PJ Willcox

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(c) RP Yates

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(d) RJ Grellman

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(e) AM Mohl

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(f) SD Mayne

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(g) RP Handley

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(h) M Hellicar

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ONLY 7 OUT OF THE 8 CANDIDATES MAY BE ELECTED

Item 3

Executive Directors' remuneration

FOR AGAINST ABSTAIN

(a) AM Mohl – equity components
of remuneration

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(b) RP Yates – equity components
of remuneration

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Item 4

Amendments to Constitution

FOR AGAINST ABSTAIN

(a) Issue of Preference Shares

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(b) Non-Executive Directors' tenure

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(c) Legislative changes

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4. Signature of shareholder(s)

Individual or first shareholder

Shareholder 2

Shareholder 3

Sole director and sole company secretary

Director

Director/company secretary



AMP

PF1

AMP Limited ABN 49 079 354 519





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 Share Register. If this information is incorrect, please make the correction on the form and cross the box. Shareholders sponsored by a broker should advise their broker of any changes. Please note that 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 need not 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 proxy form, state the number of shares or the percentage of your voting rights applicable to the first proxy;
- (b) on the second proxy 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.

Although eight candidates are standing for election to the office of Director only seven candidates may be elected in accordance with AMP's Constitution. For this reason, the Chairman proposes that Item 2 will be determined by a poll at the Meeting (rather than by a show of hands). As there are more candidates than positions available, you should only vote in favour of up to seven candidates in Item 2 and you should vote against the remaining candidate(s). To be elected, candidates must receive more votes in favour of their election than against their election. If more than seven candidates satisfy this criterion, the candidates receiving the most votes in favour will be declared elected.

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 Share 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 5 of the Notice of Meeting booklet). Please sign in the boxes provided 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 the original or certified copy of any power of attorney under which it is signed) must be received by AMP Limited by no later than 10.00am (Sydney time) on Tuesday, 13 May 2003. Any proxy form received after that time will be invalid.

Documents may be lodged using the reply-paid envelope:

- by posting, delivery or facsimile to the AMP Securities Registry (see details below); or
- by delivery to the Registered Office of AMP Limited, Level 24, 33 Alfred Street, Sydney NSW 2000, Australia.

Proxies can also be lodged online via AMP's website at www.ampgroup.com/agm. To use this online facility you will need your holder identifier (SRN or HIN) and postcode. You will be taken to have signed your proxy if you lodge it in accordance with the instructions on the website.

AMP Securities Registries

Australia	New Zealand	United Kingdom	Other countries	Email
AMP Securities Registry GPO Box 4257 Sydney NSW 1046 Phone 1300 654 442 Fax 1300 301 721	AMP Securities Registry P O Box 91543 Auckland Mail Centre Phone 0800 448 062 Fax 09 488 8787	AMP Securities Registry PO Box 82, The Pavilions Bridgwater Road Bristol BS99 7NH Phone 0800 783 3315 Fax 0870 703 6119	AMP Securities Registry GPO Box 4257 Sydney NSW 1046 Phone 61 2 8234 5000 Fax 61 2 8234 5002	ampservices@computershare.com.au
				Internet
				www.ampgroup.com/agm