

# Trading Policy

## Trading Policy

This policy sets out AMP's policies and procedures in relation to Trading in AMP Securities (and Securities of other entities) by AMP Group Directors and Employees.

Consistent with AMP's Purpose - *Helping people create their tomorrow* – and Value - *Do the right thing*, this policy is designed to ensure:

- compliance with legal obligations relating to insider trading and conflicts of interest that arise from Trading in Securities, and
- public confidence in, and the reputation of, AMP Group and its Directors and Employees is maintained.

Key terms used in this policy are defined in section 5 of this policy.

# 1. Trading policy

## 1.1 Guiding principles

The law provides that a person who has Inside Information in relation to Securities must not:

- buy or sell those Securities, or enter into an agreement to buy or sell Securities, or exercise options over Securities, or otherwise apply for, acquire or dispose of Securities (ie Trade)
- procure, arrange or encourage someone else to Trade, or
- directly or indirectly provide that information to another person where they know, or ought reasonably to know, that person is likely to Trade or procure someone else to Trade.

These restrictions apply to all Securities, not just AMP Securities.

**Inside Information** is information:

- that is not generally available to the market, and
- if it were generally available to the market, a reasonable person would expect it to have a material effect on the price or value of the particular Securities.

Inside Information may include matters of supposition, matters that are not yet certain and matters relating to a person's intentions or likely intentions. Inside Information also includes information that is not required to be disclosed on ASX because it is subject to a carve-out from ASX continuous disclosure obligations.

Inside Information need not have been obtained from within the AMP Group. For example, information overheard or obtained in a social setting may still be Inside Information.

## 1.2 General trading restrictions – AMP Securities

Directors and Employees must not Trade in or procure, arrange or encourage someone else to Trade in AMP Securities while in possession of Inside Information relating to AMP, or while AMP has otherwise notified them that they must not Trade in AMP Securities.

This prohibition applies regardless of whether a Director or Employee is acting on their own behalf or on behalf of someone else and extends to:

- Trading by Directors or Employees where they use nominees, agents or other associates, such as family members, family trusts or family companies, and
- Directors or Employees procuring third parties to Trade in AMP Securities, which includes inducing, inciting or encouraging those third parties to Trade (or even hinting or suggesting that they do so).

Examples of Trading in AMP Securities include (but are not limited to):

- buying or selling AMP shares
- granting, acquiring or disposing of any beneficial interest in AMP shares (or any option or other right to acquire or dispose of AMP shares)
- applying for, acquiring or exercising options, share rights or performance rights over AMP shares
- applying for, or acquiring, AMP shares under any Share Plan (such as the AMP Equity Incentive Plan), including acquiring AMP shares after the exercise of options, the exercise or vesting of performance rights or the vesting of share rights
- applying to participate, or varying participation, in the AMP Dividend Reinvestment Plan or acquiring AMP shares under that plan
- accepting, or taking up entitlements under, a rights issue, bonus issue, share purchase plan or any other offer of AMP shares made by AMP
- accepting an offer made under a takeover bid for AMP shares
- entering into any derivative instrument over AMP shares, and
- agreeing to do any of the above things.

However, a Director or Employee who possesses Inside Information may Trade in AMP Securities where the Trading comprises the application for, and acquisition (by way of issue) under that application, of AMP Securities by, or by the trustee for, Employees under a superannuation scheme, pension fund or other scheme established solely or primarily for the benefit of Employees.

Additional restrictions apply to Trading by Designated Persons as set out in section 2 of this policy.

### **1.3 General trading restrictions – Other entities**

The prohibited conduct under the Corporations Act includes Trading Securities of any other entity (including AMP Group's customers or business partners) where a Director or an Employee possesses Inside Information in relation to that other entity. This prohibition applies regardless of how the Inside Information was obtained.

This policy may also be specifically extended in writing by the CEO by specifying that Designated Persons are restricted from Trading in the Securities of other specified entities with which an AMP Group Company may have a relationship.

## 1.4 Overriding consideration

As explained in AMP's Code of Conduct, before making any decision in relation to Trading in AMP Securities (or Securities of any other entity) and regardless of whether they possess Inside Information or not, Directors and Employees should ask themselves not only "can we?", but "should we?".

There may be perceptions that Directors or Employees who Trade AMP Securities are doing so on the basis of Inside Information, regardless of whether that is actually the case, and misusing their position in the AMP Group. For this reason, it may be helpful for Directors or Employees considering Trading to ask themselves:

*If the market was aware of all the current circumstances, could I be perceived to be taking advantage of my position in an inappropriate way? How would it look if the transaction were reported on the front page of the newspaper?*

If the Director or Employee is unsure, they should consult the Head of Corporate Governance.

## 1.5 Other applicable policies

Directors and Employees must also comply with any additional restrictions that may apply to them under separate trading policies adopted in relation to specified Business Units (such as for AMP Investments).

## 1.6 General communication restrictions

No Director or Employee may give Inside Information about AMP Securities (or any Securities of any other disclosing entity) to someone else where that person would be likely to Trade in those Securities or to procure someone else to do so.

This prohibition extends to:

- telling a fellow Director or Employee, or a Close Associate, about the Inside Information
- indirectly communicating Inside Information to someone else
- giving hints or tips about the Inside Information to someone else, and
- causing another person to communicate Inside Information to someone else.

In addition, Directors and Employees must at all times comply with their duties of confidentiality to the AMP Group in relation to any confidential information that comes into their possession by virtue of their employment or office within the AMP Group.

## 1.7 Policy on hedging of equity incentives

Directors and Employees must not use any hedging arrangements in relation to shares, options, share rights and performance rights (whether vested or unvested) (Equity Instrument) held in a Share Plan. This prohibition ceases to apply in respect of any Equity Instrument acquired through a Share Plan from the time it is withdrawn from the plan, converted to an ordinary AMP share or converted to cash (whichever is the earliest).

In addition, the Corporations Act prohibits Key Management Personnel (and their closely related parties) from hedging unvested equity remuneration or vested equity subject to holding locks.

## 1.8 Trading across borders

This policy is based on Australian legislation and regulations which may differ from similar legislation and/or regulations in other jurisdictions. Directors and Employees working outside Australia or Trading in Securities in another jurisdiction should ensure that they also comply with the laws of that jurisdiction.

## 2. Additional restrictions for Designated Persons

### 2.1 Application

Additional restrictions apply to:

- 2.1.1 AMP Limited directors (other than the CEO)
- 2.1.2 the CEO and their direct reports
- 2.1.3 the direct reports of each Executive Committee member
- 2.1.4 the directors of each main subsidiary (being AMP Bank Limited, N.M. Superannuation Proprietary Limited and any other subsidiary of AMP so designated by the AMP Board)
- 2.1.5 the company secretaries of AMP Limited and of each main subsidiary, and
- 2.1.6 any other Employee specifically nominated by a member of the Executive Committee,

#### **(Designated Persons).**

Designated Persons must also take appropriate steps to ensure that their Close Associates only Trade in Securities in circumstances where the Designated Person themselves would be permitted to Trade under this policy.

Each member of the Executive Committee must:

- advise each Employee they specifically nominate under section 2.1.6 above of their nomination and its implications under this policy (and of any revocation of that nomination), and
- advise Group Corporate Governance of any Employee so nominated (and of the revocation of any nomination).

Group Corporate Governance must maintain a register of all Directors and Employees nominated from time to time and make this available for inspection by the Group Chief Risk Officer or their nominated delegate.

### 2.2 Black-out periods

Subject to sections 2.3 and 3 of this policy, Designated Persons are prohibited from Trading in AMP shares (and other AMP Securities over or relating to AMP shares) during the following black-out periods:

- the period from the close of trading on the ASX on 15 June until the open of trading on the ASX on the trading day after the release of AMP's half year results to ASX

- the period from the close of trading on the ASX on 15 December until the open of trading on the ASX on the trading day after the release of AMP's yearly results to ASX
- any other period that the AMP Limited Board or AMP Limited's Market Disclosure Committee specifies from time to time.

AMP will provide Directors and Employees covered by section 2.1 of this policy with email notification of any additional black-out periods.

A Designated Person who possesses Inside Information must not Trade in AMP Securities even when outside of a black-out period, other than where the Trading comprises the application for, and acquisition (by way of issue) under that application of, AMP Securities by, or by the trustee for, Employees under a superannuation scheme, pension fund or other scheme established solely or primarily for the benefit of Employees.

### 2.3 Exceptions to prohibition on Trading inside black-out periods

The prohibition under section 2.2 of this policy does not apply to Trading by a Designated Person that constitutes or involves, or results directly from, any of the following:

- participation in a Share Plan. However, where AMP Securities granted under a Share Plan cease to be held under the terms of that plan, any Trades in those Securities must only occur in accordance with this policy
- the following categories of Trades:
  - the acquisition of AMP Securities through a dividend reinvestment plan
  - the acquisition of AMP Securities through a share purchase plan available to any retail shareholders
  - the acquisition of AMP Securities or disposal of rights to AMP Securities through a rights issue, and
  - the acquisition or disposal of AMP Securities through the acceptance of a takeover offer, scheme of arrangement or equal access buy-back
- Trades that result in no effective change to the beneficial interest in the AMP Securities (for example, transfers of AMP Securities already held into a superannuation fund or trust of which the Designated Person is a beneficiary)
- subject to section 2.7, a disposal of AMP Securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement
- investing in, or Trading in units of or interests in, a fund or other scheme (other than a scheme investing primarily in AMP Securities) where the assets of the fund or other scheme are invested at the discretion of a third party, and
- an off-market transaction in AMP Securities where no or only nominal consideration is given or received by the Designated Person or any Close Associate of that Designated Person in respect of the relevant transaction (including, without limitation, a transfer of AMP Securities by the legal personal representative of any person to a beneficiary of that person's estate).

All such Trading is still subject to the overriding prohibition on Trading while in the possession of Inside Information, other than where the Trading comprises the application for, and acquisition (by way of issue) under that application, of AMP Securities by, or by the trustee for, Employees under a superannuation scheme, pension fund or other scheme established solely or primarily for the benefit of Employees.

## **2.4 Notification prior to trading**

Where a Designated Person wishes to Trade in AMP Securities and is not prohibited from doing so, they must notify the Head of Corporate Governance (or their delegate) in writing (and the notification must provide for confirmation by the Designated Person that they are not in possession of any Inside Information). In the case of the Head of Corporate Governance, they must notify the Group General Counsel.

The notification must be provided at least 2 business days prior to the proposed Trade being effected. Further, any proposed Trade so notified to the Head of Corporate Governance must be effected (even if not settled) within 5 business days of the date of notification. Together, these requirements mean that a proposed Trade may only be effected on the second, third, fourth or fifth business day after notification.

A Designated Person need not comply with this section regarding any Trading in AMP Securities that is covered by section 2.3 of this policy.

On receipt of a notification from:

- a Director of AMP Limited (other than the Chairman of the Board), the Head of Corporate Governance will notify the Chairman of the Board, or
- the Chairman of the Board, the Head of Corporate Governance will notify the Chairman of the Audit Committee,

that the relevant person is intending to Trade.

The Head of Corporate Governance (or their delegate) may direct the Designated Person who is proposing to Trade not to do so, or to impose conditions on the Trade in their discretion, and is not obliged to provide reasons for any direction or condition.

Receipt and any acknowledgement of a notification of an intention to trade is intended as a compliance monitoring function only and is not an endorsement or approval of the proposed Trade. Designated Persons remain responsible for their own investment decisions and compliance with the insider trading provisions of the Corporations Act and this policy.

## **2.5 Confirmation of trading**

Directors of AMP Limited must give AMP notice of all changes in their notifiable interests (as defined in the ASX Listing Rules) in AMP Securities in accordance with the agreements separately entered into between AMP and each Director so as to ensure compliance with the notification obligations of AMP and its Directors under ASX Listing Rule 3.19A and section 205G of the Corporations Act. Under those agreements, Directors of AMP Limited must give AMP notice of all such changes as soon as reasonably possible and in any event within 3 business days of the trade being undertaken.

All other Designated Persons must provide the Head of Corporate Governance (or their delegate) with confirmation in writing of any Trade in AMP Securities by no later than 3 business days after effecting the Trade.

## **2.6 Participation in Share Plans**

A Designated Person may only suspend, withdraw from or vary their participation in a Share Plan outside of a black-out period, except where they do so for the purpose of ensuring that they do not breach this policy and the insider trading provisions of the Corporations Act.

## **2.7 Margin loans**

Directors of AMP Limited and members of the Executive Committee are prohibited from entering into or maintaining any margin lending arrangement over or in respect of AMP Securities.

AMP warns all other Designated Persons against entering into or maintaining any margin lending arrangement over or in respect of AMP Securities due to the risk of forced sale of those Securities during a black out period, in breach of this policy. Clearance would not likely be granted under section 3 of this policy to sell AMP Securities during a black-out period to allow a Designated Person to comply with the terms of a margin lending arrangement.

## **2.8 Short term trading**

Designated Persons must not engage in short term trading (ie 30 days or less) in AMP Securities. The 30 days applies from the last time an AMP Security is bought until an AMP Security of that class or type is sold (or vice versa). This means that there are no timing-based restrictions on successive buy orders or successive sell orders inside a 30-day period. The exception to this rule is where the Designated Person Trades shares acquired on the exercise of options, the exercise or vesting of performance rights, or the vesting of share rights under any Share Plan.

## **2.9 Short selling**

Short selling of AMP Securities by Designated Persons is prohibited.

Short selling involves selling financial products that the Designated Person has borrowed (rather than those that they own) with a view to repurchasing them later at a lower price and returning them to the lender.

# **3. Application of this policy in exceptional circumstances**

If a Designated Person needs to Trade Securities during a black-out period due to exceptional circumstances, the Designated Person may apply in writing to the Head of Corporate Governance (or, in the case of the Head of Corporate Governance, the Group General Counsel).

A request will only be granted if the Designated Person's application is accompanied by:

- sufficient evidence (in the opinion of the relevant Clearance Officer) that Trading the relevant Securities is the most reasonable course of action available in the circumstances; and



- a declaration that the person is not in possession of any Inside Information relating to AMP.

The Head of Corporate Governance (or, in the case of the Head of Corporate Governance, the Group General Counsel) will forward the request to the relevant Clearance Officer.

The relevant Clearance Officer (or their delegate) may ask the applicant to provide any further information they consider necessary or desirable for consideration of the request.

### **3.1 Meaning of exceptional circumstances**

Exceptional circumstances include:

- severe financial hardship where the sale of Securities is the only practical method of overcoming hardship
- a requirement to Trade in Securities pursuant to a court order or a court enforceable undertaking, or
- an overriding legal or regulatory requirement to transfer or accept a transfer of Securities.

### **3.2 Determination of application**

Requests will be considered within 5 business days of receipt.

A Clearance Officer (or their delegate) may, in their discretion, decide to grant or refuse a request, revoke their decision, or impose conditions on the proposed Trade, and is not obliged to provide reasons for any decision made or condition imposed.

The Designated Person will be notified in writing (which may include notification via email) of the outcome of the request. Any approval will be effective for 5 business days from the date on which it is given (or any other period specified), with the effect that the relevant Trade must be commenced within that period. If a request is not approved or an approval is revoked, that fact must be kept confidential.

Unless otherwise specified in the notice, any Trading permitted under this section 3 must comply with the other sections of this policy (to the extent applicable). The grant of clearance under this section is not an endorsement or approval of the proposed Trade except for the limited purpose of exempting a Designated Person from the additional restrictions applicable under section 2.2 of this policy. Designated Persons remain responsible for their own investment decisions and compliance with the insider trading provisions of the Corporations Act and this policy.

### **3.3 Record of clearance**

The relevant Clearance Officer must promptly advise the Head of Corporate Governance of any clearance granted by that Clearance Officer under this section 3 and Group Corporate Governance must maintain a record of any clearances so notified.

## 4. Responsibility and accountability for breach

### 4.1 Responsibility

It is the responsibility of each Director and Employee to comply with, and to ensure that their Close Associates (if applicable) are aware of and comply with, this policy and the insider trading provisions of the Corporations Act.

### 4.2 Consequences of breach of policy

Breaches of this policy will be investigated and treated seriously in accordance with AMP's Code of Conduct and Consequence Management Policy. A breach may lead to remedial or disciplinary action being taken against the Director or Employee, including termination of employment in serious cases and forfeiture of Equity Instruments.

### 4.3 Consequences of breach of insider trading laws

Breach of the insider trading provisions of the Corporations Act is a criminal offence punishable by substantial fines or imprisonment or both. Insider trading may also attract civil penalties.

### 4.4 Assistance and additional information

If you are unsure at any time about:

- your obligations under this policy or the insider trading provisions of the Corporations Act, or
  - whether or not any information you have in your possession is Inside Information,
- you should contact the Head of Corporate Governance.

## 5. Definitions

In this policy, terms are to be interpreted as set out below.

Term	Definition
AMP	AMP Limited
AMP Group	AMP and its controlled entities and AMP Group Company means any member of the AMP Group
AMP Securities	include (but are not limited to): <ul style="list-style-type: none"> <li>– ordinary shares issued by AMP</li> <li>– any other class of shares or Securities issued by AMP or another AMP Group Company</li> <li>– options, share rights and performance rights over any such shares or Securities</li> <li>– beneficial interests in any such shares or Securities or rights to acquire any such shares or Securities</li> <li>– interests in managed investment schemes of which an AMP Group Company is the responsible entity or trustee or in respect of which an AMP Group Company has engaged a third party to be the responsible entity or trustee, and</li> </ul>

Term	Definition
	<ul style="list-style-type: none"> <li>– derivatives entered into with a third party over or in relation to any of the above Securities.</li> </ul>
Clearance Officer	<ul style="list-style-type: none"> <li>– for a request by the Chairman of the AMP Limited Board, the Chairman of the Audit Committee of the AMP Limited Board</li> <li>– for a request by any other Director of AMP Limited (including the Chief Executive Officer), the Chairman of the AMP Limited Board, and</li> <li>– for a request by any other Designated Person, a committee comprising any two of the Chief Executive Officer, Group General Counsel and Group Chief Financial Officer (but excluding any such officer in relation to a request made by them or their Close Associate).</li> </ul>
Close Associate	<ul style="list-style-type: none"> <li>– a family member who may be expected to influence, or be influenced by, the Designated Person in their dealings with AMP or AMP Securities (this may include the Designated Person's spouse, partner and dependent children, the dependent children of the Designated Person's partner, or other dependants of the Designated Person or the Designated Person's partner), and</li> <li>– a company, trust, investment account or other vehicle that the Designated Person (or their Close Associate) controls or has significant influence over.</li> </ul> <p>The restrictions set out in section 2 of this policy do not apply where a Close Associate is Trading in the ordinary course of their professional capacity (ie in their paid employment or business) and not for the benefit of themselves, the Designated Person or any Close Associate of the Designated Person.</p>
Corporations Act	Corporations Act 2001 (Cth)
Designated Person	a person described in section 2.1, being certain Directors and Employees
Director	a director of any AMP Group Company
Employee	any full time, part time or casual employee of any AMP Group Company and any contractor of, or secondee to, an AMP Group member
Equity Instrument	has the meaning in section 1.7 of this policy
Inside Information	has the meaning in section 1.1 of this policy
Key Management Personnel	has the same meaning as in Australian Accounting Standard AASB 124 'Related Party Disclosures'
Market Disclosure Committee	the committee established pursuant to the Market Disclosure Policy
Securities	include shares, debentures, any legal or equitable right or interest in shares or debentures, options, share rights, performance rights, convertible notes, derivatives, interests

Term	Definition
	in managed investment schemes and any financial products as defined by the Corporations Act
Share Plan	an AMP employee equity incentive plan or an AMP non-executive directors' share plan, or any successor or similar plans
Trade	has the meaning in sections 1.1 and 1.2 of this policy and <b>Trading</b> has a corresponding meaning

Approved by the AMP Limited Board

Effective Date: 7 August 2024