

AMP Proxy Voting Policy

(Including Corporate Actions*)

AMP Life Limited
NMMT Limited

AMP Superannuation Limited
N.M. Superannuation Proprietary Limited

Issued: November 2017

Brief Overview	<p>This policy is issued by the Board of Directors of:</p> <ul style="list-style-type: none"> AMP Life Limited (“AMP Life”)¹; NMMT Limited (“NMMT”); AMP Superannuation Limited (“ASL”); and N.M. Superannuation Proprietary Limited (“NM Super”) <p>(each a “Relevant Entity”).</p>
Objectives	<p>This policy sets out the principles that each of the Relevant Entities applies when exercising its voting entitlements, having regard to:</p> <ul style="list-style-type: none"> the different investment structures through which voting rights are held; the capacity in which those voting rights are held by the Relevant Entities; and the Relevant Entities’ statutory and general law duties in relation to exercise of those rights. <p>This policy also outlines the general principles for Corporate Actions. Corporate Actions are included in this policy due to the similar nature of the responsibilities and processes with voting activities.</p>
Policy Owner	Chair, Group Investment Committee
Document Owner	Head of Investment & Insurance Regulatory Governance
Policy Approvers	<p>Board of AMP Life Limited</p> <p>Board of NMMT Limited</p> <p>Board of AMP Superannuation Limited</p> <p>Board of N.M. Superannuation Proprietary Limited</p>
Amendments	Amended or varied at any time by the Policy Approvers
Review Frequency	Biennially (or more frequently as required)
Policy Effective Date	November 2017
Next Review Date	November 2019

* Applies to investments via NMMT only

¹ Includes the former Australian and New Zealand statutory fund investments of The National Mutual Life Association of Australasia Limited (NMLA) which transferred its Australian and New Zealand life insurance business to AMP Life on 1 January 2017.

1. Definitions

AMP Capital	Includes as relevant: <ul style="list-style-type: none">• AMP Capital Funds Management Limited (“AMPCFM”);• AMP Capital Investors Limited (“AMPC”);• ipac Asset Management Limited (“ipac”); and• National Mutual Funds Management Limited (“NMFM”).
Corporate Actions	The exercise of rights in respect of an equity or debt security holding.
Life Investments	Investments held through a life policy issued by AMP Life. Includes superannuation and ordinary investments.
Wrap Platform Investments	Investments where NMMT is the Operator / Responsible Entity (“RE”) and includes: <ul style="list-style-type: none">• Investor Directed Portfolio Services (“IDPS”) – Unregistered managed investment schemes used for holding and dealing with one or more investments selected by investors. IDPSs provide custodial, transactional, and reporting services where the investor makes investment decisions.• IDPS-like – Operates similarly to IDPSs but are registered managed investment schemes with a constitution that has provisions allowing members to direct an investment and receive capital and income distributions. These investments may be offered through superannuation products issued by NM Super. NM Super has appointed NMMT as its agent for the purpose of exercising voting rights.
voting	The exercise of voting rights in respect of investment assets where there is a legal basis for directing a vote.

2. Introduction

- 2.1 Each of the Relevant Entities manages substantial investments in numerous companies listed on the Australian Securities Exchange (“ASX”), in various overseas companies, and in various managed investment schemes.
- 2.2 The purpose of this document is to set out the policy adopted by each of the Relevant Entities in relation to the exercise of voting and proxy rights with respect to the Relevant Entity's investments.
- 2.3 This policy was developed having regard to the:
- (a) Different investment structures through which voting rights are held, as outlined in the Schedules;
 - (b) Capacity in which those voting rights are held by the Relevant Entities; and
 - (c) Relevant Entities' statutory and general law duties in relation to exercise of those rights.
- 2.4 This policy provides the general principles adopted by each Relevant Entity in relation to the exercise of voting and proxy rights with respect to the Relevant Entities investments.
- 2.5 This policy also provides the general principles for Corporate Actions where those services are provided. Corporate Actions are included in this policy due to the similar nature of the responsibilities and processes for voting and Corporate Actions.

3. Investment Structures and Responsibilities

- 3.1 The Boards of the Relevant Entities each have ultimate responsibility for choosing whether they can exercise their voting rights in respect of the Relevant Entities investments.

- 3.2 The investments of each Relevant Entity are managed through various investment structures. The application of this policy is dependent on those investment structures. Further detail in relation to each investment structure is set out in the Schedules, as follows:
- (a) Life Investments held under a mandated arrangement. See [Schedule A](#);
 - (b) Life Investments held through a pooled vehicle (managed investment scheme or trust), including “Responsible Entity for Hire” arrangements. See [Schedule B](#); and
 - (c) Wrap Platform Investments. See [Schedule C](#) and [Schedule D](#).

3.3 In accordance with the Schedules, should a Relevant Entity be able to choose to exercise a vote, the Group Investment Committee will be accountable for ensuring that voting rights are appropriately exercised. This includes voting in favour of a resolution or against a resolution or abstaining from a vote.

4. Superannuation Entities

4.1 As at the date of this policy, ASL invests solely in life policies issued by AMP Life. In these circumstances, voting rights in relation to securities underlying that life policy vest in AMP Life and not ASL.

4.2 In respect of some products it offers, NM Super invests solely in life policies issued by AMP Life. In these circumstances, voting rights in relation to securities underlying that life policy vest in AMP Life and not NM Super.

4.3 NM Super also offers superannuation wrap products. In respect of Wrap Platform Investments, under the Agency Agreement, NM Super’s investments are held in the name of NMMT who exercises any proxy voting rights that vest in NM Super.

4.4 In the event that a vote is exercised by NMMT on behalf of the NM Super, a record of the voting decision will be published annually following the end of each Financial Year. This includes the number of votes the NM Super was eligible to participate in and the number of votes abstained, in favour, and against a resolution.

5. Industry Standards and Guidelines

5.1 The application of this policy acknowledges the following industry standards or guidelines (as amended from time to time):

- (a) *Financial Services Council (FSC) Standard No.13: Voting Policy, Voting Record and Disclosure*;
- (b) *FSC Guidance Note No. 2.00 – Corporate Governance: A Guide for Fund Managers and Corporations*;
- (c) *ASX Corporate Governance Principles and Recommendations*; and
- (d) *ASIC Class Order 13/762 and Class Order 13/763*.

6. Non-Compliance with this Policy

6.1 Failure to comply with this policy may result in reputational damage and potential industry/regulatory sanctions.

6.2 All Relevant Entities and employees of the AMP Group must comply with this policy. AMP may take disciplinary action against any representative involved in a contravention of this policy. This may include, but is not limited to:

- (a) Re-assessment of bonus qualification/award/profit share;

- (b) Termination of employment or representative's agreement in accordance with AMP's Performance Management and Termination of Employment policies; and
- (c) Termination of the investment manager.

6.3 Any instance of non-compliance with this policy should be treated in accordance with the AMP Incident Management Policy.

7. Revision History

Version	Date*	Brief Description
1.0	5 June 2015	AMP Proxy Voting Policy
1.1	9 August 2016	Annual review – no changes
1.2	TBC	Annual review – changes to review frequency and administrative updates.

** Date of the last approving Board.*

Schedule A: Life Investments via Mandated Arrangements

- A1. This Schedule applies to **AMP Life** investments held directly through mandated arrangements where AMP Life has legal ownership of the securities/portfolio and has a legal basis to direct a vote.
- A2. Policyholders of AMP Life do not have a legal basis to direct a vote.
- A3. Generally, this policy does not cover asset classes other than listed Australian equities and developed market international equities.
- A4. This policy recognises that AMP Life outsources investment management and, as such:
- (a) In line with *FSC Standard No.13: Voting Policy, Voting Record and Disclosure* (as amended from time to time):
 - (i) Investment managers must have a proxy voting/corporate governance policy and provide regular (at least annual) reporting on their performance with regard to this policy; and
 - (ii) Investment managers must endeavour to lodge a proxy vote for every resolution (this may include abstaining) where there is the voting authority to do so.
 - (b) Whilst AMP Life reserves the right to direct an investment manager how to vote on a particular resolution(s) it will generally allow the investment manager to vote in line with the agreed proxy voting policy.
- A5. In respect to **Clause A4(b)** above, where an investment manager believes a vote should be referred to AMP Life, Investment & Insurance Regulatory Governance will advise the Chair, AMP Investment Committee for instructions. The Chair, Group Investment Committee may also provide an instruction to investment managers should a matter be brought to their attention.

Voting Guidelines

- A6. It is acceptable for an investment manager to use a proxy advisory service to assist in the determination of how proxies should be voted. If such a service is used, reporting of instances in which voting varies from the provider's recommendation may be required to be included in reporting.
- A7. In general, investment managers should invest in companies that seek to follow the principles of the *FSC Guidance Note No. 2.00 – Corporate Governance: A Guide for Fund Managers and Corporations* and/or the *ASX Corporate Governance Principles and Recommendations* (as amended from time to time).

Schedule B: Life Investments via Pooled Vehicles

- B1. This Schedule applies to **AMP Life** investments held through pooled vehicles (e.g. managed investment schemes, managed funds, unit trusts), including “Responsible Entity for Hire” arrangements, where AMP Life wholly invest in a pooled vehicle with its own responsible entity and where:
- (a) There is a legal basis for AMP Life to direct a vote in respect of a vote issued by the responsible entity of the pooled vehicle (where AMP Life is a unit holder); or
 - (b) There is no legal basis for AMP Life to direct a vote for securities held within the pooled vehicle.
- B2. Policyholders of AMP Life do not have a legal basis to direct a vote.
- B3. This policy recognises that AMP Life invests in pooled vehicles that are managed by another fiduciary or responsible entity (including AMP Capital) and, as such:
- (a) In line with *FSC Standard No.13: Voting Policy, Voting Record and Disclosure*:
 - (i) Investment managers must have a proxy voting/corporate governance policy and provide regular (at least annual) reporting on their performance with regard to this policy; and
 - (ii) Investment managers must endeavour to lodge a proxy vote for every resolution (this may include abstaining) where there is the voting authority to do so.
 - (b) The Relevant Entities cannot direct an investment manager to vote on any resolution(s) in respect of the underlying securities held by the pooled vehicle.
- B4. Where AMP Life, as a unit holder of a pooled vehicle, is eligible to vote on a resolution, it will generally not vote unless it is deemed to have the potential to materially² affect the nature and outcome of the investment.

² *Materiality is assessed on a case-by-case basis, but will take into account financial and non-financial considerations where relevant.*

Schedule C: Wrap Platform Investments (Voting)

- C1. This Schedule applies to **NMMT** investor directed investments where NMMT is an IDPS Operator and IDPS-Like Responsible Entity and to voting rights held by **NM Super** in respect of Wrap Platform Investments where NMMT has been appointed as agent of NM Super to exercise such rights on NM Super's behalf.
- C2. Voting generally refers to the ability for an eligible participant to cast a vote regarding the management (financial or otherwise) of a scheme or company.
- C3. Wrap Platform Investments are held via superannuation, IDPS, and IDPS-Like (non-superannuation) arrangements:

	Superannuation	IDPS	IDPS-Like
Pooled Vehicles E.g. managed investment schemes, managed funds, unit trusts	<ul style="list-style-type: none"> NM Super, via NMMT, is <u>eligible</u> to direct a vote issued by the responsible entity of the pooled vehicle but not on resolutions applying to securities held within the pooled vehicle. The member is generally <u>not eligible</u> to direct a unit holder vote. 	<ul style="list-style-type: none"> NMMT cannot vote unless instructed by the investor. The investor is <u>eligible</u> to direct a vote issued by the responsible entity of the pooled vehicle but not on resolutions applying to securities held within the pooled vehicle. 	<ul style="list-style-type: none"> NMMT is <u>eligible</u> to direct a vote issued by the responsible entity of the pooled vehicle but not on resolutions applying to securities held within the pooled vehicle. The investor is <u>not eligible</u> to direct a unit holder vote.
Direct/Listed Securities	<ul style="list-style-type: none"> NM Super, via NMMT, is <u>eligible</u> to direct a vote in limited circumstances. The member is generally <u>not eligible</u> to direct a vote. 	<ul style="list-style-type: none"> NMMT cannot vote unless instructed by the investor. The investor is <u>eligible</u> to direct a vote. 	<ul style="list-style-type: none"> NMMT is <u>eligible</u> to direct a vote. The investor is <u>not eligible</u> to direct a unit holder vote.

- C4. For the avoidance of doubt, this Schedule does not apply to Corporate Actions such as share buy-backs, Initial Public Offerings (IPOs) etc. Refer to [Schedule D](#) for how Corporate Actions are treated.

Voting Guidelines

- C5. This policy recognises *Class Order 13/763 and Class Order 13/762*, which in the case of IDPS or IDPS-Like schemes specifically requires NMMT to:
- (a) Have a voting policy in place which disclose if the investor is or is not allowed to vote (this Policy/Schedule); and
 - (b) Disclose in the IDPS Guide that the IDPS (or PDS in the case of IDPS-Like platforms) voting policy is available.
- C6. Where voting rights are allowed, NMMT:
- (a) Shall provide key information about what actions it will take in response to company or scheme resolutions, and what rights (if any) the investor has in determining how a vote will be exercised.
 - (b) Shall give investors any information that they require about the vote; identify how such information will be given to an investor; identify the steps that will be taken once voting instructions have been communicated by an investor; and identify whether any reasonable cost will be charged to an investor for facilitating voting rights.
- C7. Where voting rights are not allowed, NMMT will state this in the IDPS Guide and this restriction shall be disclosed prominently to investors.

Voting Services

C8. The provision of voting services is as follows:

	Superannuation	IDPS	IDPS-Like
Pooled Vehicles E.g. managed investment schemes, managed funds, unit trusts	<ul style="list-style-type: none"> Generally, voting services are provided by NMMT to NM Super where a resolution is deemed to have the potential to materially³ affect the nature and outcome of the investment. The member is generally <u>not eligible</u> to direct a vote. 	<ul style="list-style-type: none"> NMMT in its capacity as Operator does not allow investors to vote. 	<ul style="list-style-type: none"> NMMT will act in the best interests of investors and will vote where the Constitution for the relevant IDPS-like scheme vests NMMT with sufficient powers over the assets of the scheme and does not exclude NMMT's voting rights on behalf of its investors.
Direct/Listed Securities	<ul style="list-style-type: none"> Generally, voting services are not provided by NMMT for NM Super.. The member is generally <u>not eligible</u> to direct a vote 	As above	As above

³ Materiality is assessed on a case-by-case basis, but will take into account financial and non-financial considerations where relevant.

Schedule D Wrap Platform Investments (Corporate Actions)

- D1. This Schedule applies to:
- (a) **NMMT** investor directed investments where NMMT is an IDPS Operator and IDPS-Like Responsible Entity; and
 - (b) **NM Super's** investments in respect of its superannuation wrap products, which are managed by NMMT as agent of NM Super.

D2. The term 'Corporate Action' generally refers to the ability for shareholders (equity securities) and bondholders (debt securities) to participate in a material change to the securities issued by a company. This may include share buy-backs, IPOs, and stock splits etc.

D3. Wrap Platform Investments are held via superannuation, IDPS, and IPDS-Like (non-superannuation) arrangements:

	Superannuation	IDPS	IDPS-like
Direct/Listed Securities	<ul style="list-style-type: none"> • NM Super, via NMMT, is <u>eligible</u> to participate in a Corporate Action. • The member may give instructions for NMMT to participate in a Corporate Action, but only if they are invited by NM Super/NMMT. 	<ul style="list-style-type: none"> • NMMT cannot participate in a Corporate Action unless instructed by the investor. • The investor is eligible to give instructions for NMMT to participate in a Corporate Action. 	<ul style="list-style-type: none"> • NMMT is eligible to participate in Corporate Actions • The investor is eligible to give instructions for NMMT to participate in a Corporate Action.

D4. For the avoidance of doubt, this Schedule does not apply to voting instructions. See [Schedule C](#).

Corporate Action Services

D5. The provision of Corporate Actions is as follows:

	Superannuation	IDPS	IDPS-Like
Direct/Listed Securities	<ul style="list-style-type: none"> • NM Super, via NMMT, is generally provided with a notification to participate in a Corporate Action from the issuing registry. • The member may participate in a Corporate Action if NM Super/NMMT invites and obtains instructions from the member. Where the member is invited to participate in a Corporate Action, NM Super/NMMT will act in accordance with the members' instructions. 	<ul style="list-style-type: none"> • In the event NMMT invites investors and receives instructions from investors it will act in accordance with those instructions. 	<ul style="list-style-type: none"> • In the event NMMT invites and receives instructions from investors it will act in accordance with those instructions.