

AMA GROUP

ASX Announcement

15 October 2021

2021 Notice of Annual General Meeting

Attached are the following documents relating to the 2021 Annual General Meeting of AMA Group Limited (ASX: AMA) (AMA Group) to be held virtually (online) at 2.30pm (AEDT) on Thursday, 18 November 2021:

- Notice of Annual General Meeting
- Voting Form
- Notice and Access Letter

The Notice of Annual General Meeting and other information in relation to AMA Group's 2021 Annual General Meeting is available at www.edocumentview.com.au/AMA2021AGM.

This announcement has been authorised by the Board of AMA Group Limited.

ENDS.

Investors and Media:

Alexandra Holston, Director Investor Relations and Corporate Affairs

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AMA GROUP

AMA Group Limited

ABN 50 113 883 560

Registered Office: 130 Bundall Road, Bundall QLD 4217

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting:

Thursday, 18 November 2021

Time of Meeting:

2:30pm (AEDT)

Place of Meeting:

To be held virtually (online)

This Notice of Annual General Meeting, Explanatory Memorandum and Voting Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser(s).

Due to the ongoing Coronavirus (COVID-19) pandemic, the Annual General Meeting will be held virtually (online). Shareholders are strongly encouraged to lodge their completed Voting Forms in advance of the Meeting in accordance with the instructions in this Notice of Annual General Meeting.

A Voting Form is enclosed

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of Shareholders of AMA Group Limited (**AMA** or **Company**) will be held as a virtual (online) meeting on:

Date: Thursday, 18 November 2021

Time: 2.30pm (AEDT)

The Meeting will be held using the online platform provided by AMA's share registry, Computershare web.lumiagm.com/378576426.

Detailed information on how to access and use the online platform can be viewed and downloaded at www.computershare.com.au/onlinemeetingguide.

The FY21 Annual Report can be viewed on the AMA website at www.amagroupltd.com/investor-centre.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that persons eligible to vote at the AGM are those who are registered Shareholders of the Company on 16 November 2021 at 7.00pm (AEDT).

The Notice of Meeting contains both ordinary and special resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on the resolution. A special resolution requires votes cast by 75% of Shareholders entitled to vote on the resolution.

For personal use only

BUSINESS

RECEIPT OF THE ANNUAL FINANCIAL REPORT

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors' and Auditor's for the financial year ended 30 June 2021.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of Section 250R(2) of the Corporations Act, 2001 (Cth) (**Corporations Act**) and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the year ended 30 June 2021.”*

RESOLUTION 2 – ELECTION OF PAUL RUIZ AS A DIRECTOR

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, Paul Ruiz, having been appointed by the Board since the last AGM of the Company, retires in accordance with clause 15.1(c) of the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”

RESOLUTION 3 – ELECTION OF KYLE LOADES AS A DIRECTOR

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, Kyle Loades, having been appointed by the Board since the last AGM of the Company, retires in accordance with clause 15.1(c) of the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.”

RESOLUTION 4 – RE-ELECTION OF SIMON MOORE AS A DIRECTOR

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, Simon Moore, a Director of the Company who retires in accordance with clause 15.3(ii) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

RESOLUTION 5 – ELECTION OF NON-BOARD ENDORSED DIRECTOR

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, Peter Taylor, having self-nominated for election in accordance with clause 15.3(e) of the Company's Constitution, be elected as a Director of the Company.”

RESOLUTION 6 – RATIFICATION OF THE ISSUE OF CONVERTIBLE NOTES

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, pursuant to and in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of up to 499 convertible notes having an aggregate face value of \$50 million, on the terms set out in the explanatory memorandum.”

RESOLUTION 7 – ADOPTION OF AMA PERFORMANCE RIGHTS PLAN

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purposes of ASX Listing Rules 7.1 and 7.1A (Exception 13(b) of ASX Listing Rule 7.2), and for all other purposes, Shareholders approve the adoption of the AMA Performance Rights Plan

(Plan) and approve the granting of equity securities under the Plan on the terms which are described in the explanatory memorandum, during the three years following the date of the 2021 AGM.”

RESOLUTION 8 – GRANT OF FY22 PERFORMANCE RIGHTS TO GROUP CHIEF EXECUTIVE OFFICER (GROUP CEO)

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purpose of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 2,004,900 Performance Rights to the Group CEO, Carl Bizon in respect of the FY22 Long-Term Incentive (LTI), in accordance with the terms of the Plan and on the terms set out in the explanatory memorandum.”

RESOLUTION 9 – GRANT OF FY21 PERFORMANCE RIGHTS TO GROUP CEO

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purpose of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 903,034 Performance Rights to the Group CEO, Carl Bizon in respect of the FY21 LTI, in accordance with the terms of the Plan and on the terms set out in the explanatory memorandum.”

RESOLUTION 10 – SELECTIVE SHARE BUY-BACK

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That in accordance with sections 257B and 257D of the Corporations Act the Company complete the buy-back of 206,975 fully paid ordinary shares from Marissa Harding-Smith as trustee for the Harding-Smith Family Trust for nil cash consideration and otherwise on the terms and conditions as set out in the explanatory memorandum.”

RESOLUTION 11 – SELECTIVE SHARE BUY-BACK

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That in accordance with sections 257B and 257D of the Corporations Act the Company complete the buy-back of 206,975 fully paid ordinary shares from James Alexander Timuss as trustee of the James Timuss Trust for nil cash consideration and otherwise on the terms and conditions as set out in the explanatory memorandum.”

RESOLUTION 12 – SELECTIVE SHARE BUY-BACK

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That in accordance with sections 257B and 257D of the Corporations Act the Company complete the buy-back of 1,039,501 fully paid ordinary shares from Stipe (Steve) Popovic and Biserka (Betty) Popovic as joint trustees for the S&B Popovic Family Trust for nil cash consideration and otherwise on the terms and conditions as set out in the explanatory memorandum.”

RESOLUTION 13 – RENEWAL OF TAKEOVER APPROVAL PROVISION IN THE CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That the Takeover Approval Provision in clause 13 of the Company’s Constitution requiring prior shareholder approval for a proportional takeover of the Company be renewed for a further period of three years commencing from the date of the 2021 AGM in accordance with Section 648G of the Corporations Act as described in the explanatory memorandum”.

VOTING INFORMATION

Voting Methods

Ordinary Shareholders can vote in one of the following ways:

- by attending the Meeting online and voting using the online voting facility, either in person, by attorney or in the case of corporate Shareholders, by a corporate representative;
- by lodging a direct vote in advance of the AGM electronically by visiting www.investorvote.com.au or
- by appointing a proxy to attend and vote at the Meeting on your behalf electronically by visiting www.investorvote.com.au.
- shareholders can also complete a directed vote or proxy appointment and submit:
By mail: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001
By facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
For Intermediary Online subscribers only (custodians and nominees) please visit www.intermediaryonline.com.

Voting on the items set out in this Notice of Meeting will be conducted on a poll.

Voting Deadline

Shareholders who wish to lodge a direct vote in advance of the AGM or appoint a proxy to attend and vote at the Meeting on their behalf, must cast their vote online via www.investorvote.com.au by 2.30pm (AEDT) on Tuesday, 16 November 2021 or, if the Meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the Meeting. Direct votes or proxy appointments received after this time will be invalid.

Participating at the Virtual Meeting

You can attend, vote and ask questions, online, at the AGM by visiting web.lumiagm.com/378576426 on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

If you choose to participate in the Meeting online you can log into the Meeting by entering:

- web.lumiagm.com/378576426 and following the prompts. You will need to have your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode to participate in the Meeting.

If you have been nominated as a third party proxy, please contact Computershare on +61 3 9415 4024 to obtain your proxy number during the online registration period which will open 1 hour before the start of the Meeting.

Attending the Meeting online enables Shareholders to view the Meeting live and to ask questions and cast direct votes, online, at appropriate times whilst the Meeting is in progress.

More information regarding participating in the Meeting online, including browser requirements, can be found by visiting www.computershare.com.au/onlineetingguide.

Direct Voting Prior to the Meeting

To lodge direct votes in advance of the AGM, go to www.investorvote.com.au and follow the prompts and instructions. Shareholders will need their unique 6 digit Control Number which is located on your Voting Form or by contacting AMA's share registry, Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside of Australia) who will assist.

For direct votes to be effective, they must be lodged by the time specified in the Voting Deadline section of this Notice of Meeting.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may specify the proportion or number of direct votes that they wish to cast "For", "Against" or specify that they "Abstain" from voting on an item. Fractions of votes will be disregarded.

If a Shareholder specifies that they will "Abstain" from voting on an item, the shares that are the subject of the direct vote will not be counted in calculating the required majority.

Proxy Voting

To appoint a proxy, Shareholders must visit www.investorvote.com.au and follow the instructions. Shareholders will need their 6 digit Control Number which is located on your Voting Form or by contacting AMA's share registry, Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside of Australia).

For proxy appointments to be effective, they must be completed by the time specified in the Voting Deadline section of this Notice of Meeting.

If a proxy is instructed to "Abstain" from voting on an item of business, they are directed not to vote on the Shareholder's behalf, and on a poll, the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

A proxy need not be a Shareholder of AMA.

The Corporations Act provides the following for the processing of proxy votes.

Directed Proxy Votes

If you appoint someone other than the Chairman of the Meeting as your proxy and give them voting instructions, the Corporations Act provides that the Chairman of the Meeting must cast those proxy votes on your behalf if your nominated proxy does not do so.

Undirected Proxy Votes

Shareholders are encouraged to consider how they wish to direct their proxies to vote. Other than members of AMA's Key Management Personnel or their closely related parties voting as a proxy on Resolutions 1, 7, 8 and 9 (as relevant), if a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting, as they think fit.

Should any Resolution, other than those specified in this Notice of Meeting, be proposed at the Meeting, a proxy may vote on that Resolution as they think fit.

If you wish to appoint a Director (other than the Chairman of the Meeting) or other member of AMA's Key Management Personnel or their closely related parties as your proxy, you must specify how they should vote on Resolutions 1, 7, 8 and 9 by completing the "For", "Against" or "Abstain" boxes by visiting www.investorvote.com.au. If you do not, your proxy may not be able to exercise your vote on your behalf for those Resolutions.

The Chairman of the Meeting will be able to exercise your vote on your behalf on all Resolutions as he sees fit, if you appoint the Chairman as your proxy, but do not direct him how to vote (in which case the Chairman intends to vote in **FAVOUR** of each item of business with the exception of Resolution 5 where the Chairman intends to vote **AGAINST**).

Revocations of proxies

Any revocations of proxies must be made at in writing to AMA's share registry, Computershare at GPO Box 242, Melbourne VIC 3001 or via fax on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) before the time for the commencement of the Meeting.

Voting by Corporations

In order to vote at the AGM (other than by proxy), a corporation that is a Shareholder must appoint a person to act as its representative.

The appointment must comply with the Corporations Act. A letter of representation, including any authority under which it is signed, must be lodged with AMA's share registry, Computershare prior to the commencement of the AGM.

Proxy Voting by Chairman

The Chairman of the Meeting intends to vote all undirected proxies in **FAVOUR** of each of item of business with the exception of Resolution 5 where the Chairman intends to vote **AGAINST**.

Voting Exclusions and Restrictions

Resolution 1 – Adoption of Remuneration Report

The Company will disregard any votes cast on Resolution 1 by or on behalf of any of the Company's Key Management Personnel (as that term is defined in the Corporations Act (**Key Management Personnel**), details of whose remuneration are included in the Remuneration Report or a Closely Related Party (as that term is defined in the Corporations Act) (**Closely Related Party**) of such a member. However, a person (the **voter**) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1; or
- b) the voter is the Chairman of the Meeting and the appointment of the Chairman of the Meeting as proxy does not specify the way the proxy is to vote on Resolution 1; and expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 6 – Ratification of the Issue of Convertible Notes

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any person who participated in the issue of Convertible Notes or an associate of that person or those persons.

However, the Company will not disregard a vote in favour of Resolution 6 if:

- a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way;
- b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote on Resolution 6, in accordance with a direction on the Voting Form to vote as the Chairman of the Meeting decides; or
- c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 6; and
 - (ii) the holder votes on Resolution 6 in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 7 – Adoption of AMA Performance Rights Plan

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of a person who is eligible to participate in any employee incentive scheme of the Company or any associate of such person(s). However, the Company need not disregard a vote in favour of Resolution 7 if:

- a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with the directions given to the proxy or attorney to vote on Resolution 7 in that way;
- b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote on Resolution 7, in accordance with a direction on the Voting Form to vote as the Chairman of the Meeting decides; or
- c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 7; and
 - (ii) the holder votes on Resolution 7 in accordance with the directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

A person appointed as a proxy must not vote on the basis of that appointment, on Resolution 7 if:

- a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on Resolution 7.

Resolution 8 – Grant of FY22 Performance Rights to Group CEO

The Company will disregard any votes cast in favour of Resolution 8 by Carl Bizon and any associate of Carl Bizon. However, the Company need not disregard a vote in favour of Resolution 8 if:

- a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with the directions given to the proxy or attorney to vote on Resolution 8 in that way;
- b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote on Resolution 8, in accordance with a direction on the Voting Form to vote as the Chairman of the Meeting decides; or
- c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 8; and
- (ii) the holder votes on Resolution 8 in accordance with the directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

A person appointed as a proxy must not vote on the basis of that appointment, on Resolution 8 if:

- a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on Resolution 8.

Resolution 9 – Grant of FY21 Performance Rights to Group CEO

The Company will disregard any votes cast in favour of Resolution 9 by Carl Bizon and any associate of Carl Bizon. However, the Company need not disregard a vote in favour of Resolution 9 if:

- a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with the directions given to the proxy or attorney to vote on Resolution 9 in that way;
- b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote on Resolution 9, in accordance with a direction on the Voting Form to vote as the Chairman of the Meeting decides; or
- c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 9; and
 - (ii) the holder votes on Resolution 9 in accordance with the directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

A person appointed as a proxy must not vote on the basis of that appointment, on Resolution 9 if:

- a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- b) the appointment does not specify the way the proxy is to vote on Resolution 9.

Resolutions 10, 11 and 12 – Selective Share Buy-Backs

In accordance with section 257D of the Corporations Act, a selective buy-back requires a special resolution of the Shareholders with no votes being cast in favour of Resolutions 10, 11 and 12 by any person whose shares are proposed to be bought back or by their associates in accordance with Resolutions 10, 11 and 12.

Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The Chairman of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, Shareholders are encouraged to appoint a proxy and submit a directed proxy vote, even if they plan to attend the Meeting. All directed votes or proxy votes, whether submitted online or in hard copy must be lodged by **2:30pm (AEDT) on Tuesday, 16 November 2021** (as described above).

Further Information

Shareholders should direct any questions to the Company Secretary at:
companysecretary@amagroupltd.com.

By order of the Board



Mark Licciardo
Company Secretary
11 October 2021

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice of Meeting and is intended to assist Shareholders in consideration of the business proposed at the AGM.

Questions

AMA invites you to submit questions (relevant to the business of the AGM or in relation to the content of the Annual Financial Report for the year ended 30 June 2021) in writing to the Company or to the Company's auditor, at either of the addresses below.

Written questions must be received no later than 5:00pm (AEDT) on Thursday, 11 November 2021:

Email address: companysecretary@amagroupltd.com

By mail to:

The Company Secretary
AMA Group Limited
Level 4, 130 Bundall Road, Bundall QLD 4217

During the AGM, the Chairman will aim to address as many of the more frequently raised Shareholder questions as reasonable. Please note that individual responses will not be sent to Shareholders.

ORDINARY BUSINESS

RECEIPT OF ANNUAL FINANCIAL REPORT

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of the Directors' and Auditor's for the year ended 30 June 2021 (**Annual Financial Report**). You may access the Annual Financial Report by visiting the Company's website www.amagroupltd.com.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the Annual Financial Report.

The Company's auditor will be present to respond to any qualifying questions.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Background

Pursuant to Section 250R(2) of the Corporations Act, Directors must put to the AGM a Resolution to adopt the Company's Remuneration Report.

The FY21 Remuneration Report is included in the Company's Annual Report. You may access the Annual Report by visiting the Company's website www.amagroupltd.com.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel including for the Directors of the Company.

Shareholders will be given a reasonable opportunity at the AGM to comment or raise questions in relation to the FY21 Remuneration Report.

The vote on this Resolution is advisory only and does not bind the Company. However, the Directors recognise the outcome of this Resolution as an indication of Shareholder sentiment in relation to the FY21 Remuneration Report.

Under the Corporations Act 2001, if 25% or more of votes that are cast at the meeting are voted against the adoption of the Remuneration Report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGMs on an additional resolution (a "**Spill Resolution**") that a future meeting be held within 90 days of the Spill Resolution. At that further meeting, all of the Company's Directors (other than any Managing Director) must go up for re-election.

Shareholders will recall that not more than 25% of the votes cast were cast against the 'remuneration resolution' at the 2020 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

Board Recommendation and Voting Intention

Noting that each Director has a personal interest in their own remuneration as set out in the Remuneration Report, the Board recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

RESOLUTION 2 - ELECTION OF PAUL RUIZ AS A DIRECTOR

Background

Paul Ruiz was appointed as an Independent Non-Executive Director on 17 May 2021. Paul is also a member of the Audit and Risk Committee. In accordance with Clause 15.1(c) of the Constitution, Paul has offered himself for election as a Director.

Paul is a highly regarded and well-respected professional with a 30 year career at KPMG including as a Senior Partner specialising in the insurance and financial services sectors. During his career at KPMG, Paul held senior roles at KPMG Australia and Asia Pacific and was Risk Management Partner for NSW.

Paul's breadth of experience in the financial services sector extends to Government, NGO's and the health and insurance sectors and his industry experience includes manufacturing and motor industries.

Having regard to the ASX Corporate Governance Council published guidelines (4th edition), the Board considers that Paul is an independent Director.

Paul also serves as a Non-Executive Director of Dai-ichi Life Australia/TAL Life and is Chair of the Audit Committee, Fred Hollows Foundation and its controlled entity Alina Vision. He also serves on the Audit and Risk Committee of two NSW Government Organisations.

Board Recommendation and Voting Intention

The Board, other than Paul Ruiz, unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

RESOLUTION 3 - ELECTION OF KYLE LOADES AS A DIRECTOR

Background

Kyle Loades was appointed as an Independent Non-Executive Director on 24 May 2021. Kyle is also a member of the People, Culture, Remuneration and Nomination Committee. In accordance with Clause 15.1(c) of the Constitution, Kyle has offered himself for election as a Director.

Kyle is a seasoned Non-Executive Director and Advisory Board Member with over 2 decades of Board experience in a broad range of industry sectors including, financial services, the automotive, mobility and transport sectors, infrastructure, emergency services and technology.

Kyle has a depth of experience in developing and implementing transformational growth strategies. Most notably he was recently Chairman of the NRMA where he led a significant and successful operational and cultural transformation of the business.

Having regard to the ASX Corporate Governance Council published guidelines (4th edition), the Board considers that Kyle is an independent Director.

Kyle also serves as Independent Chair of Active Super, Non-Executive Director of Great Southern Bank and Non-Executive Chair of Hunter Medical Research Institute.

Board Recommendation and Voting Intention

The Board, other than Kyle Loades, unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

RESOLUTION 4 - RE-ELECTION OF SIMON MOORE AS A DIRECTOR

Background

Clause 15.3(a) of the Company's Constitution states that one-third of the previously elected Directors must retire from office and may be eligible for re-election as a Director of the Company.

Simon Moore was appointed as an Independent Non-Executive Director on 28 November 2018. Simon is also Chair of the Audit and Risk Committee. Simon has offered himself for re-election as a Director.

Simon founded Colinton Capital Partners in 2017. He is an experienced private equity investor with significant public company Board experience. Simon brings to the Board strong corporate finance skills and experience having held senior roles in investment, financial, private equity, investment banking and academic sectors.

Simon has extensive experience in successfully developing and implementing plans to assist the growth potential of businesses.

Prior to founding Colinton Capital Partners, he was a Managing Director and Global Partner of The Carlyle Group for 12 years.

Having regard to the ASX Corporate Governance Council published guidelines (4th edition), the Board considers that Simon is an independent Director.

Board Recommendation and Voting Intention

The Board, other than Simon Moore, unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

RESOLUTION 5 - ELECTION OF NON-BOARD ENDORSED DIRECTOR

Background

In accordance with clause 15.3(e) of the Company's Constitution an external non-Board endorsed candidate, Peter Taylor offers himself for election as a Director of the Company.

Peter has provided the statement below (unedited by the Company) to be included in this Explanatory Memorandum. The statement has not been independently verified or substantiated by the Company, and the Company does not make any representation as to its accuracy.

"I am currently the CEO of the Autoco Group which is an umbrella brand that encompasses a variety of automotive businesses such as Autoco Mechanical, Pedders and Bridgestone Select as well as Barlens Event Hire. Since the Autoco Groups commencement, I have built one of the largest privately owned smash repair business in the country, prior to selling the business to AMA. Under this arrangement I established a business with turnover of approximately \$40,000,000 which held a large percentage of AMA's profit over 3.5 years.

I have been involved in the Pedders franchise for over 30 years, quickly becoming the largest franchisee in the Pedders system, boasting 7-8 Pedders stores across the East Coast of Australia at our peak. Additionally, I have established and built the largest privately owned mechanical automotive brand (Autoco) in Canberra, became one of the largest Bridgestone franchises in the country and have built an industry leading logistics and event business- Barlens Events. At its peak the Autoco Group of companies has had over 250 employees and a turnover of approximately \$40,000,000.

I am also Chairman of Azora Developments which is a residential property development company. Additionally, I am a past board member of the GWS Giants, receiving a Life Membership in 2021 upon my departure.

With a rich history in the automotive industry, I myself started out as an auto electrician back in 1980. Since then I have built the Autoco brand and branched out to grow what is now known as the Autoco Group. I have a passion for the automotive industry and am required to continually have my finger on the pulse in order to stay ahead of competitors and keep our businesses thriving.

To read more about my experience and history, check out my LinkedIn profile at <https://www.linkedin.com/in/peter-taylor-aa672682/?originalSubdomain=au>."

Why the Board does not support the election of Peter Taylor as a Director

Board succession planning and director appointments is an ongoing responsibility of the Board, and the Board periodically reflects on its future needs and how those align with the skills and experience currently represented among the Directors.

In considering new director appointments and having regard to the selection criteria adopted by the People, Culture, Remuneration and Nomination Committee, the Board's usual practice is to conduct a search, using professional search firms where appropriate, for the best available candidates with the skills, experience, expertise, personal qualities and attributes to best complement the skill set and characteristics of the existing Directors and enhance Board's overall effectiveness. A threshold requirement is for the skills and experience of any prospective Board member to add to the overall skills and experience of the Board and meet its future needs.

The Board, assisted by the People, Culture, Remuneration and Nomination Committee, has carefully considered Peter's nomination in this context as well as Peter's skills and experience. The Board considers that Peter's stated skills and experience would not add to the effectiveness of the Board.

Having regard to the ASX Corporate Governance Council (CGC) published guidelines (4th edition), the Board considers that Peter would not be an independent Director. The Board notes that Peter has a conflict of interest with the Company as he is currently a plaintiff in two separate legal proceedings against the Company as follows:

1. Proceedings in the Supreme Court of Victoria concerning the earn-out amount payable to Peter (or his related entity); and
2. Proceedings in the Magistrates' Court of the Australia Capital Territory concerning a dispute over payments claimed to be owing under Peter's previous consultancy agreement with the Company.

The Board considers the Company has strong defences to the claims and consider it not to be in the interests of the Company for him to be a Director of the Company.

The Board also notes that Peter's statement contains factual inaccuracies. Contrary to Peter's assertion, the Autoco smash repair group that AMA acquired from Peter was not one of the largest privately owned smash repair businesses in Australia and it did not hold a large percentage of AMA's profit. The Autoco business, when acquired, comprised 2 sites and contributes a minor amount (less than 5%) of AMA's profit.

Furthermore, as at the date of this Notice and having regard to the CGC published guidelines (4th edition), the Board has not received all of the information needed to make a determination under Recommendation 1.2, namely checks as to Peter's criminal record and bankruptcy history. If the required information is not received in sufficient time and/or the Board does not assess Peter to be of appropriate fitness and propriety, Peter will not be eligible for election at the Meeting.

In addition, the Board has engaged the assistance of external consultants and is currently undertaking a structured process to identify a suitably qualified independent Non-Executive Director to join the Board in accordance with the above criteria, with an appointment expected in the coming months.

Board Recommendation and Voting Intention

For the reasons stated above, the Board unanimously recommends that Shareholders vote **AGAINST** this Resolution.

The Chairman of the Meeting intends to vote all available proxies **AGAINST** this Resolution.

RESOLUTION 6 – RATIFICATION OF THE ISSUE OF CONVERTIBLE NOTES

Background

On 10 September 2021, the Company announced that it had launched an offering of \$50 million fully underwritten senior unsecured convertible notes due 2027 (**Convertible Notes**). On 13 September 2021, the Company announced that it had successfully priced the Convertible Notes which were subsequently issued on 21 September 2021. The Convertible Notes have a coupon of 4.000% per annum and are convertible into Shares in the Company at an initial conversion price of \$0.4688 per Share.

Why is Shareholder approval being sought?

The Convertible Notes were issued by the Company under the Company's 15% annual securities issuing limit set out in ASX Listing Rule 7.1. Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of Equity Securities (which includes shares, options over unissued shares, rights to shares and convertible notes) that a listed company may issue, or agree to issue, without shareholder approval in any rolling 12 month period to 15% of the company's issued ordinary shares. However, ASX Listing Rule 7.4 provides that where a listed company in general meeting subsequently approves a prior issue of securities and that prior issue did not breach ASX Listing Rule 7.1, those securities will be treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1. The Company is seeking Shareholder approval for the Convertible Note issue for the purposes of ASX Listing Rule 7.4 to enable the Company to retain the flexibility to issue new Equity Securities following the meeting and up to the 15% limit in ASX Listing Rule 7.1, without the need to seek Shareholder approval.

If Resolution 6 is passed by Shareholders, the issue of the Convertible Notes will be excluded from the calculations of the Company's 15% limit under Listing Rule 7.1. If Resolution 6 is not passed by Shareholders, the Convertible Notes will be included in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date of the Convertible Notes.

Specific Information required by ASX Listing Rule 7.5

In addition to the above information and in accordance with ASX Listing Rule 7.5, the following information is provided for Shareholders:

1. **Names of the persons to whom the Company issued the Convertible Notes or the basis upon which those persons were identified or selected:** The Convertible Notes were issued to eligible investors identified by UBS AG, Australia Branch (ABN 47 088 129 13), acting as Sole Lead Manager and Underwriter for the Convertible Notes offer.
2. **The number and class of securities issued:** up to 499 Convertible Notes in denominations of \$200,000 and integral multiples of \$100,000 in excess thereof with an aggregate face value of \$50 million and with a maturity date of 22 March 2027. Each Convertible Note is convertible into Shares at an initial conversion price of \$0.4688 per Share, subject to adjustment in the manner set out in the terms and conditions of the Convertible Notes.
3. **Date of issue:** The Convertible Notes were issued on 21 September 2021.
4. **Issue price or other consideration the Company has received for the issue each Convertible Note:** The Convertible Notes were issued in denominations of \$200,000 and integral multiples of \$100,000 in excess thereof, with an aggregate face value of \$50 million.
5. **The purpose of issue:** The net proceeds from the issue of the Convertible Notes were used and will continue to be used to reduce existing debt facilities and will be used for the purposes of working capital, liquidity (including for COVID-19 related disruption) and in supporting growth initiatives.
6. **The material terms of the Convertible Notes:**
The material terms of the Notes are:
 - a) **Coupon:** 4.000% per annum, payable semi-annually in arrear;
 - b) **Maturity Date:** 22 March 2027 (5.5 years);
 - c) **Investor Put Date:** 21 March 2025 (3.5 years);
 - d) **Conversion Period:** From (and including) 21 September 2022 (being one year after the date of issue) to (but excluding) the date falling 5 business days prior to the Maturity Date;
 - e) **Conversion Price:** The initial conversion price of the Convertible Notes is \$0.4688 per Share. If all Convertible Notes are converted the Company will be obliged to issue a maximum of 128,501,671 Shares prior to adjustment for customary dilutionary events. This will be the case if the conversion date following a change of control were to occur on the 366th day after issue of the Convertible Notes;
 - f) **Conversion Price Adjustments:** Standard anti-dilutive adjustments including an adjustment for dividends paid by the Company. In addition, upon a change of control of the Company, the conversion price will be reduced in accordance with the terms and conditions of the Convertible Notes. The extent to which the conversion price is reduced following a change of control is variable, dependent on the time period between the change of control and the final maturity date of the Convertible Notes.
 - g) **Status:** The Convertible Notes are direct, unsubordinated, unconditional and unsecured. The payment obligations of the Company under the Convertible Notes rank equally with all other existing and future unsecured and unsubordinated obligations (save for such obligations that may be preferred by provisions of law that are mandatory and of general application);
 - h) **Redemption:** Unless otherwise redeemed, repurchased or converted in accordance with their terms and conditions the Convertible Notes will be redeemed at their principal amount, together with any accrued but unpaid interest on the final Maturity Date (22 March 2027); and
 - i) **Listing:** The Convertible Notes are listed on the Singapore Exchange Securities Trading Limited.

The full terms of the terms and conditions of the Convertible Notes are contained in the 'Cleansing Notice and Offering Circular' released by the Company to ASX on 17 September 2021 and can be viewed on ASX's website at <https://www2.asx.com.au/markets/company/ama>.

Board Recommendation and Voting Intention

The Board unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

RESOLUTION 7 – ADOPTION OF AMA PERFORMANCE RIGHTS PLAN

Background

This Resolution seeks Shareholder approval for the adoption of the Plan and for the issue of Performance Rights under the Plan in accordance with ASX Listing Rule 7.2 (Exception 13(b)).

The objective of the Plan is to attract, motivate and retain key employees. The Company considers that the adoption of the Plan and the future issue of Performance Rights under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company, provided certain performance and/or service-related conditions have been met.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that an ASX-listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Under ASX Listing Rule 7.2 (Exception 13(b)), Shareholders may approve the issue of securities under an employee incentive scheme as an exception to ASX Listing Rules 7.1 and 7.1A. If such approval is obtained, any Performance Rights granted under the Plan would not be counted towards the Company's capacity to issue securities under the applicable 15% issue limit.

Subject to Shareholder approval, this approval would continue for three years, at which time it must be renewed, or it will expire. For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Performance Rights under the Plan to a Director (if Performance Rights will be settled using newly issued shares of the Company).

The Board intends to make regular grants of Performance Rights under the Plan. In the Board's opinion, Resolution 7 will assist the Company in managing its capital requirements efficiently by ensuring that the Company's issue limit is not diminished by issues under the Plan and capacity is available for capital management initiatives and acquisitions, if necessary and appropriate.

Specific Information required by ASX Listing Rule 7.2 (Exception 13(b))

As required by ASX Listing Rule 7.2 (Exception 13(b)), the following information is provided:

- (a) a summary of the key terms of the Plan is set out in Annexure A;
- (b) the Company has not issued any Performance Rights under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan. However, the Company has agreed to issue 2,004,900 and 903,034 Performance Rights under the Plan to the Group CEO, Carl Bizon, subject to Shareholder approval (refer to Resolutions 8 and 9 of this Notice of Meeting); and
- (c) the maximum number of equity securities proposed to be issued under the Plan (in addition to any other employee share schemes operated by the Company) will not exceed 5% of the issued share capital of the Company.

Board Recommendation and Voting Intention

The Board, other than Carl Bizon, unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

BACKGROUND TO RESOLUTIONS 8 AND 9 – GRANT OF PERFORMANCE RIGHTS TO GROUP CEO

The Company's LTI forms the long-term incentive component of remuneration for Senior Executives and Executive Directors. The LTI is designed to attract, motivate and retain key Senior Executives and Executive Directors and to align the interests of those key Senior Executives and Executive Directors with the interests of Shareholders by matching long-term rewards with the long-term performance of the Company.

Under the LTI, eligible participants are invited to receive Performance Rights in the Company which are subject to long-term performance-based vesting conditions. The number of Performance Rights allocated to each Plan participant is set by the Board based on individual circumstances and performance. Performance Rights are used because they create share price alignment between Company executives and Shareholders, but do not provide Plan participants with the full benefits of share ownership (such as dividend and voting rights) until the Performance Rights vest and Shares are acquired.

The Board is responsible for administering the LTI in accordance with the rules of the Plan and the terms and conditions of the specific grants to participants in the LTI.

RESOLUTION 8 – GRANT OF FY22 PERFORMANCE RIGHTS TO GROUP CEO

Background

In September 2021, the Board approved the grant of Performance Rights, subject to Shareholder approval, to the Group CEO, Carl Bizon as part of his remuneration package for the 2022 financial year (**FY22**).

Shareholder approval is being sought to grant a maximum of 2,004,900 Performance Rights to the Group CEO, Carl Bizon. The Performance Rights will be granted under, and subject to, the Plan which governs the LTI.

Each Performance Right entitles the Group CEO to receive, upon vesting, one fully paid ordinary share in the Company (**Share**) (or a cash payment of equivalent value at the discretion of the Board), subject to the satisfaction of certain performance and service based vesting conditions (**Vesting Conditions**) described below. Shares allocated to the Group CEO on vesting of the Performance Rights will rank equally with other Shares.

AMA has reviewed its remuneration framework and made changes to the FY22 LTI to enhance alignment between executive remuneration outcomes and the Shareholder experience. The key features of the FY22 LTI that have changed include:

- Re-weighting of executive remuneration mix to reduce the maximum FY22 LTI opportunity for the Group CEO from 150% of fixed remuneration to 100% of fixed remuneration.
- The Earnings per Share (**EPS**) Compound Annual Growth (**CAGR**) condition will be replaced with an absolute CAGR Total Shareholder Return (**TSR**) condition. As Shareholder value creation is one of the Group's critical objectives, the absolute TSR condition is intended to focus executives on driving Company share price growth. The absolute TSR condition will apply to 50% of the Performance Rights.
- The weighting for the relative TSR condition will be increased from 20% to 50% of Performance Rights and the Comparator Group has changed to measure performance against a broader group of companies against which the Company competes for shareholder capital. The Board believes this is an appropriate peer group, given the difficulty in identifying an appropriate number of direct comparators.

It is intended that the FY22 LTI supports the delivery of Shareholder value during a period of uncertainty for the Company. The Company has also made changes to the short-term incentive (**STI**) arrangements for executives to drive a sense of business urgency and introduce deferral into equity (50% of the STI award), to provide executives, (particularly those who have recently joined AMA) with more connection to Shareholders.

The Board will disclose full details of the remuneration review in the FY22 Remuneration Report and continue to consider and revise the terms of the framework to ensure they remain appropriate.

Approvals sought

ASX Listing Rule 10.14 requires the Company to obtain Shareholder approval for the issue of securities to a Director under an employee incentive scheme. The Company wishes to have flexibility to satisfy Performance Rights by way of issuing new Shares or acquiring Shares on-market.

Accordingly, Shareholders are asked to approve the grant of 2,004,900 Performance Rights to the Group CEO under the Plan, on the terms and conditions set out below. Approval of this Resolution will also result in the Performance Rights granted to the Group CEO being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the Performance Rights granted to the Group CEO, and any other Shares issued pursuant to this approval, will not use up part of the 15% issue limit under ASX Listing Rule 7.1.

If approval is not obtained from Shareholders, the Board will consider whether to proceed with the grant, make the grant on different terms, or acquire Shares on-market (or make a cash payment in lieu of Shares) to satisfy vested Performance Rights.

Key terms of the Performance Rights

An overview of the key terms of the proposed grant of Performance Rights to the Group CEO under the FY22 LTI are summarised below. Please see Annexure A for a general summary of the Plan.

Term	Details
Number of Performance Rights	<p>Subject to Shareholder approval, 2,004,900 Performance Rights will be granted to the Group CEO, Carl Bizon.</p> <p>The number of Performance Rights to be granted has been calculated by dividing \$900,000 (being 100% of the Group CEO's current annual fixed remuneration) by \$0.4489 (the 20-day volume weighted average price (VWAP) of Shares traded on the ASX calculated up to and including 28 September 2021).</p>
Grant Date	<p>Subject to Shareholder approval, it is anticipated that the Company will grant the Performance Rights to the Group CEO as soon as practical after this AGM, and in any event within 12 months after the date of this AGM.</p>
Performance Rights	<p>Each Performance Right is a right to receive one Share (or a cash payment of equivalent value), subject to satisfaction of the Vesting Conditions.</p> <p>Performance Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>Performance Rights are not transferable (except in limited circumstances or with the consent of the Board).</p>
Vesting Conditions	<p>The Performance Rights will only vest subject to achievement of:</p> <ul style="list-style-type: none"> • An absolute CAGR TSR performance condition (Absolute TSR Condition); • A relative TSR performance condition (Relative TSR Condition); and • the Group CEO's continued employment with the Company or a Group Company from the date the Performance Rights are granted until the date the Performance Rights vest. <p>50% of the Performance Rights are subject to the Absolute TSR Condition and 50% of the Performance Rights are subject to the Relative TSR Condition.</p> <p>(1) Absolute TSR Condition (50% weighting)</p> <p>50% of the Performance Rights will be subject to the Absolute TSR Condition.</p> <p>TSR measures the growth in the price of shares (modified to account for capital adjustments where appropriate) together with the value of the dividends over</p>

	<p>the Performance Period (as defined below), assuming that all those dividends are re-invested into new shares.</p> <p>Vesting (if any) of the Performance Rights subject to the Absolute TSR Condition will be determined with reference to the Company's CAGR TSR performance over the Performance Period, as follows:</p> <table border="1" data-bbox="523 344 1401 562"> <thead> <tr> <th>Absolute CAGR TSR over the Performance Period</th> <th>% of Performance Rights that vest*</th> </tr> </thead> <tbody> <tr> <td>Below 8%</td> <td>Nil</td> </tr> <tr> <td>8%</td> <td>50%</td> </tr> <tr> <td>12%</td> <td>75%</td> </tr> <tr> <td>15%</td> <td>100%</td> </tr> </tbody> </table> <p>*Straight line pro-rata vesting between each of these points.</p> <p>The Board retains discretion to adjust the Absolute TSR Condition in exceptional circumstances, including matters outside of management's influence, to ensure that a participant is neither advantaged nor disadvantaged by matters that may materially affect achievement of the Absolute TSR Condition.</p> <p>(2) Relative TSR Condition (50% weighting)</p> <p>50% of the Performance Rights will vest subject to the TSR performance of the Company compared with the TSR performance of each of the entities in the 'Comparator Group' (referred to below).</p> <p>For any Performance Rights to vest, the Company's TSR must be equal to or greater than the median TSR performance of the Comparator Group, being ASX201-300 companies excluding non-comparable companies from the Materials, Energy, Information Technology, Financial and Real Estate sectors.</p> <p>Vesting (if any) of the Performance Rights subject to the Relative TSR Condition will be determined with reference to the Company's TSR performance over the Performance Period, as follows:</p> <table border="1" data-bbox="523 1218 1401 1464"> <thead> <tr> <th>TSR Ranking</th> <th>% of Performance Rights that vest</th> </tr> </thead> <tbody> <tr> <td>Less than 50th percentile</td> <td>Nil</td> </tr> <tr> <td>Equal to 50th percentile (i.e., median)</td> <td>50%</td> </tr> <tr> <td>Greater than 50th and up to 75th percentile</td> <td>Straight line pro-rata vesting from 50% to 100%</td> </tr> <tr> <td>At or above 75th percentile</td> <td>100%</td> </tr> </tbody> </table> <p>The Board retains discretion to adjust the Relative TSR Condition in exceptional circumstances, including matters outside of management's influence, to ensure that a participant is neither advantaged nor disadvantaged by matters that may materially affect achievement of the Relative TSR Condition.</p>	Absolute CAGR TSR over the Performance Period	% of Performance Rights that vest*	Below 8%	Nil	8%	50%	12%	75%	15%	100%	TSR Ranking	% of Performance Rights that vest	Less than 50 th percentile	Nil	Equal to 50 th percentile (i.e., median)	50%	Greater than 50 th and up to 75 th percentile	Straight line pro-rata vesting from 50% to 100%	At or above 75 th percentile	100%
Absolute CAGR TSR over the Performance Period	% of Performance Rights that vest*																				
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Greater than 50 th and up to 75 th percentile	Straight line pro-rata vesting from 50% to 100%																				
At or above 75 th percentile	100%																				
<p>Performance Period</p>	<p>The Vesting Conditions outlined above will be tested over a three-year performance period from 1 July 2021 to 30 June 2024.</p> <p>Any Performance Rights that do not vest following testing will lapse.</p>																				
<p>Settlement of Performance Rights upon vesting</p>	<p>Following determination of the extent to which the Vesting Conditions have been satisfied (at the end of the Performance Period), one Share will be allocated for each vested Performance Right that vests (or alternatively payment of the cash equivalent value, at the discretion of the Board).</p> <p>The Company's obligation to allocate Shares on vesting of Performance Rights may be satisfied by issuing new Shares, acquiring Shares on-market or by transfer from an employee share trust.</p>																				

<p>Price payable for grant of Performance Rights</p>	<p>As the Group CEO’s Performance Rights grant forms part of his total remuneration package, the Performance Rights will be granted at no cost to the Group CEO. No amount is payable on vesting of the Performance Rights or in respect of any Shares allocated on exercise of vested Performance Rights.</p>								
<p>Cessation of employment</p>	<p>In general, where a participant ceases employment with AMA prior to Performance Rights vesting, the treatment will depend on the circumstances of cessation.</p> <p>Where the participant ceases employment due to resignation or termination for cause (including gross misconduct), all unvested Performance Rights will be forfeited upon cessation.</p> <p>Where a participant ceases employment for any other reason prior to Performance Rights vesting, all unvested Performance Rights will generally continue “on-foot” and may vest at the end of the vesting period to the extent that the relevant vesting conditions have been satisfied.</p> <p>The Board retains discretion to apply any other treatment it deems appropriate in the circumstances (including that a specified number of Performance Rights may vest either at cessation or at the end of the original vesting period, or that some or all of the Performance Rights will be forfeited).</p>								
<p>Malus and clawback</p>	<p>The Plan provides the Board may make any determination in respect of a participant’s Performance Rights or Shares allocated under the Plan, including forfeiture of Shares, to ensure that no unfair benefit is obtained by a participant. The circumstances in which the Board may make a determination include:</p> <ul style="list-style-type: none"> • fraud, dishonesty or material misstatement of financial statements; • behaviour that brings AMA into disrepute; or • any other circumstance the Board deems necessary to exercise discretion. 								
<p>Other information</p>	<p>No loan will be provided by the Company in connection with the grant of Performance Rights to the Group CEO.</p> <p>The Group CEO’s current total remuneration package for FY22 consists of:</p> <table border="1" data-bbox="531 1308 1442 1637"> <thead> <tr> <th style="text-align: center;">Remuneration Element</th> <th style="text-align: center;">Opportunity</th> </tr> </thead> <tbody> <tr> <td>Fixed remuneration (inclusive of superannuation and other contractual benefits)</td> <td style="text-align: center;">\$900,000</td> </tr> <tr> <td>Variable performance-based pay:</td> <td></td> </tr> <tr> <td> <ul style="list-style-type: none"> • STI (50% cash, 50% deferred into equity) • LTI (FY22 Performance Rights) </td> <td> <p style="text-align: center;">100% of fixed remuneration at target (\$900,000)*</p> <p style="text-align: center;">100% of fixed remuneration at target (\$900,000)*</p> </td> </tr> </tbody> </table> <p>* Based on the estimated on-target FY22 short-term incentive award and value of the proposed grant of FY22 Performance Rights to the Group CEO.</p> <p>Details of any securities issued under the Plan will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI, after this Resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that ASX Listing Rule.</p>	Remuneration Element	Opportunity	Fixed remuneration (inclusive of superannuation and other contractual benefits)	\$900,000	Variable performance-based pay:		<ul style="list-style-type: none"> • STI (50% cash, 50% deferred into equity) • LTI (FY22 Performance Rights) 	<p style="text-align: center;">100% of fixed remuneration at target (\$900,000)*</p> <p style="text-align: center;">100% of fixed remuneration at target (\$900,000)*</p>
Remuneration Element	Opportunity								
Fixed remuneration (inclusive of superannuation and other contractual benefits)	\$900,000								
Variable performance-based pay:									
<ul style="list-style-type: none"> • STI (50% cash, 50% deferred into equity) • LTI (FY22 Performance Rights) 	<p style="text-align: center;">100% of fixed remuneration at target (\$900,000)*</p> <p style="text-align: center;">100% of fixed remuneration at target (\$900,000)*</p>								

Voting exclusion

A voting exclusion statement applicable to Resolution 8 is set out in this Notice of Meeting and Voting Form.

Board Recommendation and Voting Intention

The Board, other than Carl Bizon, unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

RESOLUTION 9 – GRANT OF FY21 PERFORMANCE RIGHTS TO GROUP CEO

Background

Shareholder approval is being sought to grant a maximum of 903,034 Performance Rights to the Group CEO, Carl Bizon. The Performance Rights will be granted under the AMA Group Limited Performance Rights Plan Rules.

If Shareholder approval is obtained, Performance Rights will be granted to the Group CEO as part of his remuneration package for the previous 2021 financial year (**FY21**) as announced to the ASX on 1 February 2021. Approval is being sought now, as following completion of the Group CEO's 6-month probationary period, the Board approved, subject to Shareholder approval, a pro-rata Performance Rights opportunity that represents the period he held this position during FY21 (being 1 February 2021 to 30 June 2021). It is proposed that the FY21 Performance Rights be granted to the Group CEO on similar terms and conditions as Performance Rights granted to other participants during FY21, as a means to align this LTI grant with grants made to other members of the Executive team.

Each Performance Right entitles the Group CEO to receive, upon vesting, one Share (or a cash payment of equivalent value at the discretion of the Board), subject to the satisfaction of performance and service-based vesting conditions described below (**Vesting Conditions**). Shares allocated to the Group CEO on vesting of Performance Rights will rank equally with other Shares.

The Board believes that part of the Group CEO's remuneration package should be performance-based and at risk and should involve equity interests in the Company. Performance Rights are proposed to be granted to the Group CEO to align his interests with the interests of Shareholders and focuses on the achievement of sustainable longer-term value creation over a three-year performance period.

It should be recognised that the achievement of these Vesting Conditions will be to the benefit of all Shareholders, and the conversion of the Performance Rights can only occur if these benefits are realised. This approach is consistent with best practice in executive remuneration and corporate governance.

Approvals sought

ASX Listing Rule 10.14 requires the Company to obtain Shareholder approval for the issue of securities to a Director under an employee incentive scheme. The Company wishes to have flexibility to satisfy Performance Rights by way of issuing new Shares or acquiring Shares on-market.

Accordingly, Shareholders are asked to approve the grant of 903,034 Performance Rights to the Group CEO under the Plan, on the terms and conditions set out below. Approval of this Resolution will also result in the Performance Rights granted to the Group CEO being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the Performance Rights granted to the Group CEO, and any other Shares issued pursuant to this approval, will not use up part of the 15% issue limit under ASX Listing Rule 7.1.

If approval is not obtained from Shareholders, then the Board will consider whether to proceed with the grant, make the grant on different terms, or acquire Shares on-market (or make a cash payment in lieu of Shares) to satisfy vested Performance Rights.

Key terms of the Performance Rights

An overview of the key terms of the proposed grant of Performance Rights to the Group CEO under the FY21 LTI are summarised below. Please see Annexure A for a general summary of the Plan.

Term	Details
Number of Performance Rights	<p>Subject to Shareholder approval, 903,034 Performance Rights will be granted to the Group CEO, Carl Bizon.</p> <p>The number of Performance Rights to be granted has been calculated by dividing \$562,500 (being 150% of the Group CEO's annual fixed remuneration pro-rated for the period 1 February 2021 to 30 June 2021) by \$0.6229 (the 20-day VWAP of Shares traded on the ASX calculated up to and including 15 September 2020).</p>
Grant Date	<p>Subject to Shareholder approval, it is anticipated that the Company will grant the Performance Rights to the Group CEO as soon as practical after this AGM, and in any event within 12 months after the date of this AGM.</p>
Performance Rights	<p>Each Performance Right is a right to receive one Share (or a cash payment of equivalent value), subject to satisfaction of the Vesting Conditions.</p> <p>Performance Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>Performance Rights are not transferable (except in limited circumstances or with the consent of the Board).</p>
Vesting Conditions	<p>The Performance Rights will only vest subject to achievement of:</p> <ul style="list-style-type: none"> • A relative TSR performance condition (TSR Condition); • An EPS CAGR condition (EPS CAGR Condition); and • the Group CEO's continued employment with the Company or a Group Company from the date the Performance Rights are granted until the date the Performance Rights vest. <p>20% of the Performance Rights are subject to the TSR Condition and 80% of the Performance Rights are subject to the EPS CAGR Condition.</p> <p>(1) TSR Condition (20% weighting)</p> <p>20% of the Performance Rights will vest subject to the TSR performance of the Company compared with the TSR performance of each of the entities in the 'Comparator Group' (referred to below).</p> <p>TSR measures the growth in the price of Shares (modified to account for capital adjustments where appropriate) together with the value of the dividends over the Performance Period (as defined below), assuming that all those dividends are re-invested into new shares. For any Performance Rights to vest, the Company's TSR must be equal to or greater than the median TSR performance of the Comparator Group.</p> <p>The Comparator Group consists of:</p> <ul style="list-style-type: none"> • AP Eagers Limited (ASX: APE) • ARB Corporation Limited (ASX: ARB) • Bapcor Limited (ASX: BAP) • GUD Holdings Limited (ASX: AUD) • Super Retail Group Limited (ASX: SUL); and • Any other entity that the Board deems appropriate from time to time. <p>Vesting (if any) of the Performance Rights subject to the TSR Condition will be determined with reference to the Company's TSR performance over the Performance Period, as follows:</p>

	<table border="1"> <thead> <tr> <th>TSR Ranking</th> <th>% of Performance Rights that vest</th> </tr> </thead> <tbody> <tr> <td>Less than 50th percentile</td> <td>Nil</td> </tr> <tr> <td>Equal to 50th percentile (i.e., median)</td> <td>50%</td> </tr> <tr> <td>Greater than 50th and up to 75th percentile</td> <td>Straight Line pro-rata vesting from 50% to 100%</td> </tr> <tr> <td>At or above 75th percentile</td> <td>100%</td> </tr> </tbody> </table> <p>The Board retains discretion to adjust the TSR Condition in exceptional circumstances, including matters outside of management's influence, to ensure that a participant is neither advantaged nor disadvantaged by matters that may materially affect achievement of the TSR Condition.</p> <p>(2) EPS CAGR Condition (80% weighting)</p> <p>Up to 80% of the Performance Rights will vest subject to the EPS CAGR over the Performance Period.</p> <p>The 3-year CAGR will be calculated by compounding the Group's results over the Performance Period. EPS will be calculated based on consolidated Net Profit After Tax before Amortisation (NPATA) and will be adjusted for the impact of the newly adopted accounting standard, AASB 16 Leases.</p> <p>As the FY20 EPS was negative, for the purpose of measuring EPS CAGR for the Performance Period, the EPS at the Performance Period start date (1 July 2020) is deemed to be 3.55 cents. This has been calculated using:</p> <ul style="list-style-type: none"> • The restated FY19 Basic EPS (3.38 cents), as set out in the comparative period of the FY20 Annual Report; and • Adjusting for a notional 5% EPS growth for FY20. <p>Vesting (if any) of the Performance Rights subject to the EPS CAGR Condition, will be determined with reference to the Company's EPS performance over the Performance Period, as follows:</p> <table border="1"> <thead> <tr> <th>EPS CAGR</th> <th>% of Performance Rights that vest</th> </tr> </thead> <tbody> <tr> <td>Less than 10%</td> <td>Nil</td> </tr> <tr> <td>10%</td> <td>50%</td> </tr> <tr> <td>Greater than 10% and up to 20%</td> <td>Straight Line pro-rata vesting from 50% to 100%</td> </tr> <tr> <td>At or above 20%</td> <td>100%</td> </tr> </tbody> </table> <p>The Board retains discretion to adjust the EPS CAGR Condition in exceptional circumstances, including matters outside of management's influence, to ensure that a participant is neither advantaged nor disadvantaged by matters that may materially affect achievement of the EPS CAGR Condition.</p>	TSR Ranking	% of Performance Rights that vest	Less than 50 th percentile	Nil	Equal to 50 th percentile (i.e., median)	50%	Greater than 50 th and up to 75 th percentile	Straight Line pro-rata vesting from 50% to 100%	At or above 75 th percentile	100%	EPS CAGR	% of Performance Rights that vest	Less than 10%	Nil	10%	50%	Greater than 10% and up to 20%	Straight Line pro-rata vesting from 50% to 100%	At or above 20%	100%
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At or above 20%	100%																				
Performance Period	<p>The Vesting Conditions outlined above will be tested over the three-year performance period from 1 July 2020 to 30 June 2023.</p> <p>Any Performance Rights that do not vest following testing will lapse.</p>																				
Settlement of Performance Rights upon vesting	<p>Following determination of the extent to which the Vesting Conditions have been satisfied (at the end of the Performance Period), one Share will be allocated for each vested Performance Right that vests (or alternatively payment of the cash equivalent value, at the discretion of the Board).</p> <p>The Company's obligation to allocate Shares on vesting of Performance Rights may be satisfied by issuing new Shares, acquiring Shares on-market or by transfer from an employee share trust.</p>																				

<p>Price payable for grant of Performance Rights</p>	<p>As the Group CEO's Performance Rights grant forms part of his total remuneration package, the Performance Rights will be granted at no cost to the Group CEO. No amount is payable on vesting of the Performance Rights or in respect of any Shares allocated on vesting of Performance Rights.</p>
<p>Cessation of employment</p>	<p>In general, where a participant ceases employment with AMA Group prior to Performance Rights vesting, the treatment will depend on the circumstances of cessation.</p> <p>Where the participant ceases employment due to resignation or termination for cause (including gross misconduct), all unvested Performance Rights will be forfeited upon cessation.</p> <p>Where a participant ceases employment for any other reason prior to Performance Rights vesting, all unvested Performance Rights will generally continue "on-foot" and may vest at the end of the vesting period to the extent that the relevant vesting conditions have been satisfied.</p> <p>The Board retains discretion to apply any other treatment it deems appropriate in the circumstances (including that a specified number of Performance Rights may vest either at cessation or at the end of the original vesting period, or that some or all of the Performance Rights will be forfeited).</p>
<p>Malus and clawback</p>	<p>The Plan provides the Board may make any determination in respect of a participant's Performance Rights or Shares allocated under the Plan, including forfeiture of Shares, to ensure that no unfair benefit is obtained by a participant. The circumstances in which the Board may make a determination include:</p> <ul style="list-style-type: none"> • fraud, dishonesty or material misstatement of financial statements; • behaviour that brings AMA Group into disrepute; or • any other circumstance the Board deems necessary to exercise discretion.
<p>Other information</p>	<p>No loan will be provided by the Company in connection with the grant of the Performance Rights to the Group CEO.</p> <p>See the explanatory notes for Resolution 8 above for a summary of the Group CEO's current total remuneration package for FY22.</p> <p>No Performance Rights (or other securities) have been granted to the Group CEO under the Plan.</p> <p>Details of any securities issued under the Plan will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI, after this Resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that ASX Listing Rule.</p>

Voting exclusion

A voting exclusion statement applicable to Resolution 9 is set out in this Notice of Meeting and Voting Form.

Board Recommendation and Voting Intention

The Board, other than Carl Bizon, unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

RESOLUTION 10 – SELECTIVE SHARE BUY-BACK

Background

In August 2017 Stephen James Harding-Smith (**Harding-Smith**) accepted an offer to participate in the Company's Employee Equity Plan (**Plan**). Under the terms of the offer Mr Harding-Smith had a right to receive 206,975 ordinary shares (**Awards**) which were issued for nil consideration pursuant to the terms of the Plan. The Awards were placed in escrow and the earliest date on which they would vest and be released from escrow was four years from the grant date (being 20 July 2021).

Mr Harding-Smith ceased employment with the Company on 10 February 2021 such date being prior to the vesting date for the Awards. As a result, the Awards were forfeited. Accordingly, the Company now wishes to buy-back 206,975 ordinary shares for nil consideration (**Harding-Smith Buy-Back Shares**).

In order to give effect to the forfeiture of the Awards, the Company is required to complete a selective buy-back of the Harding-Smith Buy-Back Shares. Upon completion the Company will cancel the Harding-Smith Buy-Back Shares.

A selective buy-back agreement must be approved either by:

- a) a special resolution passed at a general meeting of the Company, with no votes being cast in favour of the resolution by any person whose shares are proposed to be bought back or by their associates; or
- b) a resolution agreed to, at a general meeting, by all ordinary Shareholders,

or the agreement must be conditional on such an approval.

The selective buy-back agreement entered into between the Company and Harding-Smith is conditional upon a special resolution at a General Meeting of the Company.

The Board has resolved to seek Shareholder approval by way of special resolution at the AGM.

Information to be given to Shareholders

Pursuant to Regulatory Guide 110 issued by the Australian Securities and Investments Commission, the following information is provided to Shareholders:

Total number of shares on issue	1,013,138,894 fully paid ordinary shares.
Number and percentage of shares to be bought back	206,975 fully paid ordinary shares, representing 0.0204% of the current issued capital.
Particulars of the terms of the buy-back	The buy-back is required to complete all the matters the subject of the Deed of Settlement between the Company and Harding-Smith. The buy-back does not require the Company to pay any money to Harding-Smith.
Share buy-back price	No payment is required to be made by the Company.
Reason for the buy-back	To finalise all matters relating to the Deed of Settlement between the Company and Harding-Smith.
Interests of any Director who may participate in a share buy-back agreement	Not applicable.
Financial effect of the buy-back scheme on the Company	As no money is being paid for the shares to be bought back, there is no financial impact of the buy-back on the Company or its ability to pay creditors.
Source of the funds for the buy-back scheme	Not applicable, as no money is to be paid for the shares.
The effect of the buy-back on the control of the Company	There will be no effect on the control of the Company.
If the Company is listed, information about the current share price and any additional information that ASX Listing Rules require to be disclosed	As at 8 October 2021, the closing price was \$0.46 per Share.

Advantages and disadvantages of the buy-back

Advantages: the buy-back does not require the payment of any money by the Company. The buy-back is a formal requirement that will allow the Company to cancel the Harding-Smith Buy-Back Shares.

Disadvantages: as the buy-back is required to complete all matters under the Deed of Settlement between the Company and Harding-Smith, the Board is of the view that there are no disadvantages.

Board Recommendation and Voting Intention

The Board unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

RESOLUTION 11 – SELECTIVE SHARE BUY-BACK**Background**

In August 2017 James Alexander Timuss (**Timuss**) accepted an offer to participate in the Company's Employee Equity Plan (**Plan**). Under the terms of the offer Mr Timuss had a right to receive 206,975 ordinary shares (**Awards**) which were issued for nil consideration pursuant to the terms of the Plan. The Awards were placed in escrow and the earliest date on which they would vest and be released from escrow was four years from the grant date (being 20 July 2021).

Mr Timuss ceased employment with the Company on 17 May 2021 such date being prior to the vesting date for the Awards. As a result, the Awards were forfeited. Accordingly, the Company now wishes to buy-back 206,975 ordinary shares for nil consideration (**Timuss Buy-Back Shares**).

In order to give effect to the forfeiture of the Awards, the Company is required to complete a selective buy-back of the Timuss Buy-Back Shares. Upon completion the Company will cancel the Timuss Buy-Back Shares.

In completing the Buy-Back, the Board is satisfied that the buy-back does not materially prejudice the Company's ability to pay its creditors, as no money is being paid to Timuss.

A selective buy-back agreement must be approved either by:

- a) a special resolution passed at a general meeting of the Company, with no votes being cast in favour of the resolution by any person whose shares are proposed to be bought back or by their associates; or
- b) a resolution agreed to, at a general meeting, by all ordinary Shareholders,

or the agreement must be conditional on such an approval.

The selective buy-back agreement entered into between the Company and Timuss is conditional upon a special resolution at a General Meeting of the Company.

The Board has resolved to seek Shareholder approval by way of special resolution at the AGM.

Information to be given to Shareholders

Pursuant to Regulatory Guide 110 issued by the Australian Securities and Investments Commission, the following information is provided to Shareholders:

Total number of shares on issue	1,013,138,894 fully paid ordinary shares.
Number and percentage of shares to be bought back	206,975 fully paid ordinary shares, representing 0.0204% of the current issued capital.
Particulars of the terms of the buy-back	The buy-back is required to complete all the matters the subject of the Deed of Settlement between the Company and Timuss. The buy-back does not require the Company to pay any money to Timuss.
Share buy-back price	No payment is required to be made by the Company. Accordingly, a valuation of the non-cash consideration is not appropriate.

Reason for the buy-back	To finalise all matters relating to the Deed of Settlement between the Company and Timuss.
Interests of any Director who may participate in a share buy-back agreement	Not applicable.
Financial effect of the buy-back scheme on the Company	As no money is being paid for the shares to be bought back, there is no financial impact on the Company or its ability to pay creditors.
Source of the funds for the buy-back scheme	Not applicable, as no money is being paid for the shares.
The effect of the buy-back on the control of the Company	There will be no effect on the control of the Company.
If the Company is listed, information about the current share price and any additional information that ASX Listing Rules require to be disclosed	As at 8 October 2021, the closing price was \$0.46 per Share.
Advantages and disadvantages of the buy-back	<p>Advantages: the buy-back does not require the payment of any money by the Company to Timuss. The buy-back is a formal requirement that will allow the Company to cancel the Timuss Buy-Back Shares.</p> <p>Disadvantages: as the buy-back is required to complete all matters under the Deed of Settlement between the Company and Timuss, the Board is of the view that there are no disadvantages.</p>

Board Recommendation and Voting Intention

The Board unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

RESOLUTION 12 – SELECTIVE SHARE BUY-BACK

Background

In 2018 the Company acquired all of the shares in several companies from the Vendors. The companies acquired were Mt Druit Auto Body Repairs Pty Limited, Accident Repair Management Pty Limited, Accident Repair Management No.2 Pty Limited and Accident Repair Management No.3 Pty Limited. The vendors to the transaction were Stipe (Steve) Popovic and Biserka (Betty) Popovic as joint trustees for the S&B Popovic Family Trust (**Vendors**).

The Company has been engaged in negotiations with the Vendors throughout 2020 in respect of the operation of the earn-out amount under the share purchase agreement, a consultancy arrangement and other matters relating to the companies purchased.

Negotiations have been finalised with the Vendors and it has been agreed that the Company will buy back for nil consideration, 1,039,501 fully paid ordinary shares in the Company (**Buy-Back Shares**).

In order to give effect to the Buy-Back, the Company is required to complete a selective buy-back of the Buy-Back Shares. Upon completion, the Company will be able to cancel the Buy-Back Shares.

In completing the Buy-Back, the Board is satisfied that the buy-back does not materially prejudice the Company's ability to pay its creditors, as no money is being paid to the Vendors.

A selective buy-back agreement must be approved either by:

- a) a special resolution passed at a general meeting of the Company, with no votes being cast in favour of the resolution by any person whose shares are proposed to be bought back or by their associates; or
- b) a resolution agreed to, at a general meeting, by all ordinary Shareholders,

or the agreement must be conditional on such an approval.

The selective buy-back agreement entered into between the Company and the Vendors is conditional upon a special resolution at a General Meeting of the Company.

The Board has resolved to seek Shareholder approval by way of special resolution at the AGM.

Information to be given to Shareholders

Pursuant to Regulatory Guide 110 issued by the Australian Securities and Investments Commission, the following information is provided to Shareholders:

Total number of shares on issue	1,013,138,894 fully paid ordinary shares.
Number and percentage of shares to be bought back	1,039,501 fully paid ordinary shares, representing 0.1026% of the current issued capital.
Particulars of the terms of the buy-back	The buy-back is required to complete the settlement arrangements with the Vendors. The buy-back does not require the Company to pay any money to the Vendors.
Share buy-back price	No payment is required to be made by the Company. The consideration for the buy-back is part of a settlement reached between the parties in relation to the operation of the earn-out amount under the share purchase agreement, a consultancy arrangement and other matters relating to the companies purchased. Accordingly, a valuation of the non-cash consideration is not appropriate.
Reason for the buy-back	To finalise all matters relating to the settlement arrangements with the Vendors.
Interests of any Director who may participate in a share buy-back agreement	Not applicable.
Financial effect of the buy-back scheme on the Company	As no money is being paid for the shares to be bought back, there is no financial impact on the Company.
Source of the funds for the buy-back scheme	Not applicable, as no money is being paid for the shares.
The effect of the buy-back on the control of the Company	There will be no effect on the control of the Company.
If the Company is listed, information about the current share price and any additional information that ASX Listing Rules require to be disclosed	As at 8 October 2021, the closing price was \$0.46 per Share.
Advantages and disadvantages of the buy-back	Advantages: the buy-back does not require the payment of any money by the Company to the Vendors. The buy-back is a formal requirement that will allow the Company to cancel the Buy-Back Shares. Disadvantages: as the buy-back will complete all matters under the settlement arrangements and allow the Company to cancel the Buy-Back Shares, the Board is of the view that there are no disadvantages.

Board Recommendation and Voting Intention

The Board unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

RESOLUTION 13 – RENEWAL OF TAKEOVER APPROVAL PROVISION IN THE CONSTITUTION

Background

Clause 13 of the Company's Constitution contains provisions dealing with Shareholder approval requirements if there was to be any proportional bids (**Proportional Bid**) for the Company's securities (**Takeover Approval Provisions**).

A proportional bid means an off-market bid for a specified proportion of the company's securities held by each shareholder in a class for which a takeover bid has been made. It is not a bid for all securities held by all shareholders of that class, only part of the securities each holds.

Part 6.5 Subdivision 5C of the Corporations Act provides that these proportional takeover provisions cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by special resolution of the shareholders. The Board believes it is appropriate that the Takeover Approval Provisions of the Company's Constitution (clause 13.6) be renewed.

In seeking Shareholder approval for the renewal of the Takeover Approval Provisions, the Corporations Act requires the below information to be provided to Shareholders.

Effect of provisions proposed to be renewed

Clause 13 of the Constitution provides that the Company is prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a proportional takeover bid (that is, an offer for some but not all of the shareholders' shares in the Company) unless and until after the proposed transfer has been approved by shareholders at a General Meeting of the Company (**Approving Resolution**). The person making the offer for the securities (**Offeror**) (and their associates) cannot vote on the Approving Resolution and the Approving Resolution requires the approval of more than 50% of Shareholders who are entitled to vote at that meeting.

If the resolution is rejected by the holders, then the bid will be deemed to be withdrawn and registration of any transfer of securities resulting from the proportional takeover bid will be prohibited. Acceptances will be returned and any contracts formed by acceptances will be rescinded.

If the resolution is approved, transfers of securities to the bidder will be registered provided they comply with the other provisions of the Constitution.

If no resolution is voted on at least 15 days before the close of the bid, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

Reason for the resolution

Clause 13 of the Constitution is required to be renewed as more than 3 years have passed since the last renewal of the Constitution. Section 648(G)(1) of the Corporations Act provides that proportional takeover provisions such as provided in clause 13 cease to apply at the end of 3 years from their adoption (or their last renewal). Section 648(G)(4) enables shareholders to approve a renewal of proportional takeover provisions.

The Directors believe that Shareholders should continue to have the choice of considering whether to accept a bid for what might become control of the Company without Shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a Proportional Bid). To preserve this choice, clause 13.6 needs to be renewed. If clause 13 is renewed and any Proportional Bid (if any) is subsequently approved by Shareholders, each Shareholder will still have the right to make a separate decision whether that Shareholder wishes to accept the Proportional Bid for their own securities.

Awareness of current acquisition proposals

As at the date of this explanatory memorandum, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

Advantages and disadvantages of the Takeover Approval Provisions since last renewed

As there have been no takeover bids made for any of the Shares in the Company since the last renewal of the Takeover Approval Provision, there has been no application of clause 13.

Potential advantages and disadvantages of the proposed resolution for both Directors and Shareholders

An advantage to the Directors of renewing the Takeover Approval Provisions is that the Board will be able to assess Shareholders acceptance or otherwise of a Proportional Bid should one be made. Apart from this, there is no specific advantage for Directors, as Directors, in renewing the proportional takeover approval provisions.

As stated above, renewing clause 13 provides Shareholders with the choice of considering whether to accept a bid for what might become control of the Company without Shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a Proportional Bid). This should ensure that the terms of any future proportional bids are structured to be attractive to a majority of independent holders. If clause 13.6 is not renewed, Shareholders will not have this opportunity.

On the other hand, it may be argued that the renewal of clause 13 may make Proportional Bids more difficult to succeed and therefore effectively discourage Proportional Bids being made and reduce the freedom for Shareholders to sell some of their securities.

Board Recommendation and Voting Intention

The Board unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

Glossary

In this Explanatory Memorandum, and the Notice of Meeting (where not stated otherwise):

\$ means Australian dollars unless otherwise stated.

Accounting Standards has the meaning given to that term in the Corporations Act.

AEDT means Australian Eastern Daylight Time.

Annual Report means the the Company's annual financial report, including the directors' report and auditor's report for the year ended 30 June 2021.

Associate has the same meaning as defined in section 11 and sections 13 to 17 of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the board of Directors of the Company.

Chairman means the individual elected to chair the Meeting of the Company.

Company or AMA means AMA Group Limited (ACN 113 883 560).

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum which forms part of the notice of Meeting.

Key Management Personnel or KMP has the meaning given to that term in the Accounting Standards which includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Director of the Company.

Listing Rules means the listing rules of the ASX Limited.

Meeting or AGM means the Annual General Meeting of the Company the subject of this notice of Meeting scheduled to occur on 18 November 2021.

Notice means this Notice of Annual General Meeting.

Plan means the AMA Performance Rights Plan, of which a summary of key terms are set out in Annexure A.

Performance Right means a right to acquire a Share (or cash payment of equivalent value at the discretion of the Board), subject to conditions specified by the Board.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2021.

Resolution means a resolution contained in the Notice.

Shareholder means a holder of a Share.

Share means an ordinary share in the capital of the Company.

Voting Form means the voting form accompanying the Notice.

Annexure A – Summary of Key Terms of the AMA Performance Rights Plan

Key terms	Detail
Purpose	The Plan allows the Board to offer Performance Rights to eligible participants which provide the opportunity to acquire fully paid ordinary shares in the Company (Shares) for the purposes of attracting, motivating and retaining key employees.
Eligible participants	<p>The Board may offer Performance Rights to any current, former or prospective full-time or part-time employee, executive, director or contractor of the Group, or any other person the Board considers eligible, as determined appropriate by the Board.</p> <p>The Company will seek Shareholder approval for participation of any Directors in the Plan if required by the ASX Listing Rules.</p>
Performance Rights	<p>Each Performance Right is a right to acquire a Share (or a cash payment of equivalent value at the discretion of the Board), subject to satisfaction of any applicable performance and/or service-related conditions.</p> <p>The Board will determine the terms of the Performance Rights for each offer.</p> <p>Each offer under the Plan will specify the maximum number or value of Shares that the participant may be granted.</p> <p>Performance Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>Performance Rights are not transferable (except in limited circumstances or with the consent of the Board).</p>
Vesting period and conditions	<p>The Board may determine vesting conditions, which may include performance and/or service-related conditions, that must be satisfied before the Performance Rights vest. The vesting conditions will be measured and tested over a vesting period determined by the Board.</p> <p>The Plan provides the Board with the ability to review and adjust the vesting conditions, targets and vesting schedules (as applicable) on a grant-by-grant basis, ensuring they remain appropriate for the particular grant.</p>
Allocation of Shares	<p>The Company may issue new Shares or procure the acquisition of Shares on-market to allocate Shares to participants following vesting and exercise (whether automatic or otherwise) of Performance Rights.</p> <p>The Company may also operate an employee share trust to acquire, hold or provide Shares for the purposes of the Plan.</p>
Other terms	The Board may determine any additional terms applicable to the Performance Rights or allocated Shares, including any disposal restrictions that apply, as well as any other vesting or lapsing conditions.
Cessation of employment	<p>In general, where a participant ceases employment with AMA prior to Performance Rights vesting, the treatment will depend on the circumstances of cessation.</p> <p>Where the participant ceases employment due to resignation or termination for cause (including gross misconduct), all unvested Performance Rights will be forfeited upon cessation.</p> <p>Where a participant ceases employment for any other reason prior to Performance Rights vesting, all unvested Performance Rights will generally continue “on-foot” and may vest at the end of the vesting period to the extent that the relevant vesting conditions have been satisfied.</p> <p>The Board retains discretion to apply any other treatment it deems appropriate in the circumstances (including that a specified number of Performance Rights may vest either at cessation or at the end of the original vesting period, or that some or all of the Performance Rights will be forfeited).</p>

	Where a participant ceases employment subsequent to vesting, but before vested Performance Rights that require exercise are exercised, the participant must exercise vested Performance Rights by the earlier of 90 days of cessation or the date the Performance Rights lapse.
Change of control	In general, where a change of control occurs (e.g., a takeover, scheme of arrangement or winding-up of the Company), a pro rata portion of a participant's unvested Performance Rights (based on the amount of the relevant vesting period which has elapsed before the event) will vest at the time of the event. The Board retains discretion to determine that all or a specified number of unvested Performance Rights vest.
Malus and clawback	The Plan provides the Board may make any determination in respect of a participant's Performance Rights or Shares allocated under the Plan, including forfeiture of Performance Rights or Shares, to ensure that no unfair benefit is obtained by a participant. The circumstances in which the Board may make a determination include (but are not limited to): <ul style="list-style-type: none"> • fraud, dishonesty or material misstatement of financial statements; • behaviour that brings AMA into disrepute; or • any other circumstance the Board deems necessary to exercise discretion.
Plan administration	The Plan may be administered by either the Board or an external party, including using an employee share trust to acquire, hold or transfer Shares under the Plan. The Board retains discretion to delegate its powers or discretions under the Plan to any person or committee for a period and on the terms it decides.
Termination	The Plan may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding Shares or Performance Rights issued under the Plan at that time.

A copy of the AMA Performance Rights Plan Rules is available from the Company Secretary upon request.

AMA GROUP

AMA Group Limited
ABN 50 113 883 560

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

AMA

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **2:30pm (AEDT) on Tuesday, 16 November 2021.**

Voting Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

VOTE DIRECTLY

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au under the help tab, "Printable Forms".

Lodge your Form:

XX

Online:

Lodge your vote online at www.edocumentview.com.au/AMA2021AGM using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Voting Form

Please mark to indicate your directions

Step 1 Indicate How Your Vote Will Be Cast *Select one option only*

XX

At the Annual General Meeting of AMA Group Limited to be held as a virtual meeting on Thursday, 18 November 2021 at 2:30pm (AEDT) and at any adjournment or postponement of that meeting, I/We being member/s of AMA Group Limited direct the following:

A **Vote Directly** Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B **Appoint a proxy to vote on your behalf** I/We hereby appoint:
 The Chairman of the Meeting OR
 or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit). **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 7, 8 and 9 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 7, 8 and 9 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 7, 8 and 9 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

	For	Against	Abstain		For	Against	Abstain
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chairman of the Meeting intends to vote undirected proxies in FAVOUR of each item of business with the exception of Resolution 5 where the Chairman intends to vote AGAINST. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details (Optional)

Mobile Number <input type="text"/>	Email Address <input type="text"/>
---------------------------------------	---------------------------------------

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



AMA GROUP

AMA Group Limited
ABN 50 113 883 560

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



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AMA Group Limited Annual General Meeting

As part of the Australian Government's ongoing response to the Coronavirus crisis, temporary modifications have been made to the *Corporations Act 2001* under the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*.

These modifications allow notices of meeting, and other information regarding a meeting to be provided online where it can be viewed and downloaded. We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the Notice of Meeting, lodge a direct vote or appoint a proxy and participate in the meeting are contained in this letter.

The AMA Group Limited Annual General Meeting will be held on Thursday, 18 November 2021 at 2:30pm (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a direct vote or appoint a proxy, access the Notice of Meeting and other meeting documentation visit www.edocumentview.com.au/AMA2021AGM and use the below information:



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For your direct vote or proxy appointment to be effective it must be received by 2:30pm (AEDT) Tuesday, 16 November 2021.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: web.lumiagm.com/378576426

For instructions refer to the online user guide www.computershare.com.au/onlinemeetingguide