

AMA Group Limited

ABN 50 113 883 560

REPLACEMENT PROXY FORM

Annual General Meeting 27 November 2013

All correspondence to: AMA Group Limited
PO Box 8694
Armadale VIC 3143
Enquiries: 61 3 9824 5254
Facsimile: 61 3 9822 7735

This form replaces previously distributed proxy that contained a clerical error

Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions on the reverse of the page. I/We being a shareholder/shareholders of the Company pursuant to my/our right to appoint not more than two proxies, appoint

☐

The Chairman of the Meeting
(mark with an "X")

OR

Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to act generally at the meeting and to vote for me/us and on my/our behalf at the Annual General Meeting in accordance with the following directions or if no directions have been given, as the proxy see fit, to be held at **Kooyong Lawn Tennis Club, 489 Glenferrie Road, Kooyong VIC 3144** on **27 November 2013, at 11:00 am** and at any adjournment of that meeting.

THE CHAIR INTENDS TO VOTE 100% OF UNDIRECTED PROXIES IN FAVOUR OF RESOLUTIONS 1 TO 6 BELOW. IF YOU DO NOT WISH THE CHAIRMAN TO VOTE IN THIS MANNER, PLEASE INDICATE YOUR PREFERENCE BY MARKING THE AGAINST OR ABSTAIN BOXES BELOW.

This proxy is to be used in respect of _____ % of the ordinary shares I/we hold.

Voting directions to your proxy – please mark ☒ to indicate your directions

| RESOLUTION | For | Against | Abstain* |
|--|--------------------------|--------------------------|--------------------------|
| 1. Adoption of the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Re-election of Director, Mr. Simon Doyle | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3a. Ratification of Issue of Shares to employees - 3a | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3b. Ratification of Issue of Shares to employees - 3b | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3c. Ratification of Issue of Shares to employees – 3c | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Ratification of Issue of Shares – Private Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5a. Approval of Company Option Plans – 5a | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5b. Approval of Company Option Plans – 5b | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Approval for 10% placement issue | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

*If you mark Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

Dated this _____ day of _____ 2013

Contact Name

Contact Business Telephone / Mobile

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of the Company. If you are Issuer Sponsored and this information is incorrect, make the correction on the form, sign it and return it to us. Securityholders sponsored by a broker on the CHESSE subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company prior to the meeting or produced for admission to the meeting on the day of the meeting.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. Signing Instructions

You must sign this form as follows in the spaces provided:

| | |
|---------------------------|---|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the shareholders should sign. |
| Power of Attorney: | If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form. |
| Companies: | <p>Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.</p> <p>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.</p> <p>Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.</p> |

9. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 11.00 am on 25 November 2013 (48 hours before the commencement of the meeting).
Any Proxy Form received after that time will not be valid for the scheduled meeting.

Hand deliveries

**AMA Group Ltd
Suite 1
1233 High Street
Armadale VIC 3143**

Postal address:

**AMA Group Ltd
PO Box 8694
Armadale VIC 3143**

Fax number:

(03) 9822 7735