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ABN 50 113 883 560

**NOTICE OF ANNUAL GENERAL MEETING**

**TIME:** 11.00am (AEDT)  
**DATE:** 6 November 2014  
**PLACE:** Kooyong Lawn Tennis Club  
489 Glenferrie Road  
Kooyong Victoria 3144

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.



6<sup>th</sup> October 2014

Dear Shareholder

AMA Group Limited (the **Company**) has convened the Annual General Meeting (**AGM**) of Shareholders to be held on 6 November 2014 and we invite you to attend. The meeting will be held at Kooyong Lawn Tennis Club, 489 Glenferrie Road, Kooyong Victoria 3144 to commence at 11:00am and will consider:

- The 2014 Annual Report
- Adoption of the Remuneration Report
- Re-election of Mr Raymond Smith-Roberts, who was appointed an additional director during the year
- Re-election of Mr Duncan Fischer, who comes up for rotation this AGM
- Approval for 10% placement issue

Attached to this letter is a Notice of the AGM and an Explanatory Memorandum setting out details on each of the resolutions to be proposed at the meeting.

If you are unable to attend the Meeting, I encourage you to vote using the Proxy Form, which is also enclosed. If you are able to attend, please bring this letter and package with you to facilitate your entitlement to vote. The Board recommends that you vote in favour of all resolutions.

My fellow directors and I look forward to meeting those Shareholders who can attend the Annual General Meeting in person.

Thank you for your continued support.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Duncan', is written over a horizontal line.

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**Duncan Fischer**  
**Chairman**

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## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Annual General Meeting of Shareholders of AMA Group Limited will be held at Kooyong Lawn Tennis Club, 489 Glenferrie Road, Kooyong Victoria 3144 at 11.00am (AEDT) on 6 November 2014.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company on 4 November 2014 at 7.00pm (AEDT).

## **AVAILABILITY OF 2014 ANNUAL REPORT**

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Shareholders are reminded that the 2014 Annual Report is only mailed to those Shareholders who have elected to receive it in hard copy. The 2014 Annual Report can be viewed on the Company's web site at [www.amagroupltd.com](http://www.amagroupltd.com)

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## **BUSINESS**

### **ADOPTION OF THE ANNUAL FINANCIAL REPORT**

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and auditors for the financial year ended 30 June 2014.

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### **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

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To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2014."*

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### **RESOLUTION 2– RE-ELECTION OF DIRECTOR, MR RAYMOND SMITH-ROBERTS**

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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for all purposes, Mr. Raymond Smith-Roberts, a director of the Company appointed as an additional director during the year, retires in accordance with clause 15.1(c) of the Constitution and, being eligible, is re-elected as a Director of the Company."*

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### **RESOLUTION 3 – RE-ELECTION OF DIRECTOR, MR DUNCAN FISCHER**

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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for all purposes, Mr. Duncan Fischer, a director of the Company retires in accordance with clause 15.3(a) of the Constitution and, being eligible, is re-elected as a Director of the Company."*

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## RESOLUTION 4 – APPROVAL OF 10% PLACEMENT ISSUE

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To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*“That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the Company be permitted to issue up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum to this Notice of Meeting.”*

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### VOTING EXCLUSIONS

In relation to **Resolution 4**, the Company will, in accordance with ASX Listing Rule 14.11 disregard any votes cast by a person who may participate in the 10% placement issue and a person who might obtain a benefit, (except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed), and any associates of those persons.

However, in respect to each of the above resolutions, the Company need not disregard a vote cast on the resolutions if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### Special voting restrictions in relation to Resolution 1.

Special voting restrictions apply in relation to Resolution 1. Shareholders should read the Explanatory Memorandum for details relating to these restrictions.

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**DATED: 6 October 2014**

**By Order of the Board**



**Ms. Terri Bakos  
Company Secretary  
AMA Group Limited**

## Important information for Shareholders

1. The business of the Annual General Meeting affects your shareholding and your vote is important.
2. To vote in person, attend the Annual General Meeting on the date and at the place set out above.
3. To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and:
  - (a) deliver the proxy form to AMA Group Limited, c/- Suite 1, 1233 High Street, Armadale, Victoria 3143 Australia;
  - (b) send the proxy form to AMA Group Limited, c/- PO Box 8694, Armadale Victoria 3143; or
  - (c) send the proxy form by facsimile to the Company on facsimile number (613) 9822 7735

so that it is received not later than 11.00am (AEDT), 4 November 2014.

**Proxy forms received later than this time will be invalid.**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at 11.00am (AEDT), 6 November 2014 at:

Kooyong Lawn Tennis Club  
489 Glenferrie Road  
Kooyong Victoria 3144

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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### 1 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 Directors and Auditors for the year ended 30 June 2014.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report.

During the discussion of this item, the Company's auditor will be present and will answer qualifying questions.

Written questions for the auditor

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to (613) 9822 7735. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be addressed at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting; that is by no later than 11.00am on 30 October 2014.

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### 2 RESOLUTION 1 –REMUNERATION REPORT

#### **Background**

Pursuant to the Corporations Act 2001 at the Annual General Meeting of a listed company, the Company must propose a resolution that the Remuneration Report be adopted.

The purpose of this resolution is to present to the Shareholders, the Company's Remuneration Report so that Shareholders may ask questions about or make comments on the management of the Company in accordance with the requirements of the Corporations Act 2001 and vote to adopt the Remuneration Report for the year ended 30 June 2014.

This resolution is advisory only and does not bind the Company. However, the Board will consider the outcome of the vote made by Shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies.

The Remuneration Report is contained within the 2014 Annual Report.

You may access the Annual Report by visiting the Company's website [www.amagroupltd.com](http://www.amagroupltd.com).

### **Voting Restrictions**

In accordance with the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment on this resolution if:

- (a) the proxy is either:
  - a director or member of the key management personnel for the Company; or
  - a closely related party of a member of the director or key management personnel for the Company; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- the proxy is the chair of the meeting; and
- the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

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### **3 RESOLUTION 2 - RE-ELECTION OF DIRECTOR, MR RAYMOND SMITH-ROBERTS**

Clause 15.1(c) of the Constitution requires that any director appointed to fill a casual vacancy or as an addition to the Board, holds office until the next Annual General Meeting and is then eligible for re-election.

Mr Smith-Roberts will retire at the Annual General Meeting and seeks re-election.

#### **Mr. Smith Roberts – Executive Director – Appointed 28th February 2014**

Ray has worked in the automotive industry over his entire career. Progressing through operating family service stations and repair centres, to senior roles in large dealership operations focussing at fixed operational areas, moving in to the aftermarket space in 1994. Ray joined the AMA board on 28 February 2014 maintaining his chief operating officer role he has held since July 2009.

He brings valuable operational knowledge and experience to the board to assist in setting strategy for the next phase of the company's growth and development.

Ray was also a founding director of the Australian Technical College of North Brisbane from 2005 to 2009.

The Directors, other than Mr Smith-Roberts who abstains, recommend that Shareholders vote in favour of this resolution.

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#### 4 RESOLUTION 3 - RE-ELECTION OF DIRECTOR, MR DUNCAN FISCHER

Clause 15.3(a) of the Constitution states that no director except the Managing Director may hold office for a period in excess of 3 years without offering himself/herself for re-election, and that at every Annual General Meeting, one-third of the previously elected Directors must retire from office and be eligible for re-election.

Mr Fischer will retire at the Annual General Meeting and seeks re-election.

##### **Mr Duncan Fischer – Non-executive Chairman – Appointed 14th October 2009 FCA, FAICD.**

Mr Fischer has many years' professional, business and board experience in Australia and overseas.

He practiced as a Chartered Accountant in Australia from 1977 to 1992, retiring from the profession and joining Tattersall's where he went on to become the Managing Director and Chief Executive Officer, a position he retired from in 2006.

His experience covers all aspects of management, strategy, mergers, new business startups and leading a major listing and IPO process and has held a number of board positions. He is a past member of the Australia Day Committee (Victoria) and has held a number of Committee and not for profit board roles, including Committee for Melbourne and the Arts Angels Council.

The Directors, other than Mr Fischer who abstains, recommend that Shareholders vote in favour of this resolution.

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#### 5 RESOLUTION 4 – APPROVAL OF 10% PLACEMENT ISSUE

##### **5.1 GENERAL**

ASX Listing Rule 7.1A enables 'eligible entities' to issue up to 10% of their issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A as it is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company's current market capitalisation is approximately \$107 million.

This resolution must take the form of a **special resolution** which requires at least 75% of the votes that may be cast by members who are entitled to vote, to be cast in favour of the resolution. This includes voting via proxies.

The Company is now seeking Shareholder approval to have the ability to issue Shares under the 10% Placement Facility. If passed, this resolution would effectively allow the Company to issue up to 25% of its issued capital in the next 12 months without seeking any additional Shareholder approvals. The Shares issued under the 10% Placement Facility must be an existing class of security currently quoted on the ASX, that is fully paid ordinary Shares.



## 5.2 Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, the number of 'Equity Securities' (as that term is defined in the Listing Rules) is calculated in accordance with the following formula:

### **(A x D) – E**

- A** is the number of shares on issue 12 months before the date of the issue or agreement:
- (a) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
  - (b) plus the number of partly paid shares that became fully paid in the 12 months;
  - (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
  - (d) less the number of fully paid shares cancelled in the 12 months.

*Note that A is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rules 7.1 or 7.4.

## 5.3 Issue price restrictions

Shareholders are advised that it is a condition of approval under ASX Listing Rule 7.1A that the issue price for any securities issue under the 10% Placement Facility must not be less than 75% of the VWAP calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the 10% Placement Facility is agreed or issued; or
- (ii) if the securities are not issued within 5 trading days of the date referred to in paragraph (i) the date on which the securities are issued.

### **(Maximum Discount)**

## 5.4 Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

### **(a) The minimum price at which the Equity Securities will be issued:**

The Company has not determined the price at which securities issued under the 10% Placement Facility will be issued but in any event, the issue price cannot be less than the Maximum Discount referred to above.

### **(b) The risk of economic and voting dilution of existing Shareholders that may arise from an issue:**

If Resolution 4 is approved by the Shareholders and the Company issues securities under the 10% Placement Facility, the existing Shareholders' voting power in the

Company will be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

- (i) the market price for the Company's securities may be significantly lower on the date of the issue of the securities than on the date of the Annual General Meeting; and
- (ii) the securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the securities.
- (iii) The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

| Variable "A" in ASX Listing Rule 7.1A.2                       |                     | Dilution                               |                        |  |
|---|---------------------|--|------------------------|--|
|   |                     | \$0.16<br>50% decrease in Deemed Price | \$0.32<br>Deemed Price | \$0.48<br>50% Increase in Deemed Price |
| Current Variable A<br><br>334,250,963 Shares                  | 10% Voting Dilution | 33,425,096 Shares                      | 33,425,096 Shares      | 33,425,096 Shares                      |
|   | Funds raised        | \$5,348,015                            | \$10,696,031           | \$16,044,046                           |
| 50% increase in current Variable A<br><br>501,376,444 Shares  | 10% Voting Dilution | 50,137,644 Shares                      | 50,137,644 Shares      | 50,137,644 Shares                      |
|   | Funds raised        | \$8,022,023                            | \$16,044,046           | \$24,066,069                           |
| 100% increase in current Variable A<br><br>668,501,926 Shares | 10% Voting Dilution | 66,850,192 Shares                      | 66,850,192 Shares      | 66,850,192 Shares                      |
|   | Funds raised        | \$10,696,031                           | \$21,392,061           | \$32,088,092                           |

**The table has been prepared on the following assumptions:**

- (i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;
- (ii) The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting;
- (iii) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";
- (iv) The price of ordinary securities is deemed for the purposes of the table above to be \$0.32, being the closing price of the Company's listed securities on ASX on 22 September 2014 (**Deemed Price**). The Deemed Price is indicative only;
- (v) The table does not demonstrate the effect of listed or unlisted options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.

(c) **The date by which securities under this listing rule will be issued.**

The Company has not made a determination as to when any shares under the 10% Placement Facility will be issued. In any event, the final date of issuing shares under the 10% Placement Facility is 12 months from the date of this resolution or earlier if Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking)).

(d) **The purpose for which the securities may be issued including for non-cash consideration:**

The Company intends to make the 10% Placement Facility available for earnings accretive acquisition opportunities.

In particular, the shares may be made available to vendors or joint venture partners in lieu of cash payments, thereby, limiting strain on the Company's cash flow. If the Company makes an issue for non-cash consideration, it will release to the market, a valuation of the non-cash consideration that demonstrates that the issue price complies with ASX Listing Rule 7.1A.

Any issue of shares under the 10% Placement Facility would be subject to the Board being satisfied that the issue is in the best interests of the Company. As at the date of this Explanatory Memorandum, the Company has not formed any intention in respect of any particular acquisitions or collaborations.

(e) **The Company's allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. No allottees have been determined as at the date of this Explanatory Memorandum. Should the Company determine to issue securities under the 10% Placement Facility, the allottees will be determined on a case-by-case basis and may be a mix of existing and new Shareholders, having regard to the needs and requirements of the Company at the relevant time.

**(f) Previous Approval under ASX Listing Rule 7.1A**

The Company has previously obtained shareholder approval under Listing Rule 7.1A at the 2012 and 2013 Annual General Meetings. As at the date of this Notice, the Company has not issued any Equity Securities in the 12 months prior to the date of the Annual General Meeting and accordingly no funds have been raised from the issue of equity securities in the 12-month period.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

**The Directors unanimously recommend Shareholders vote in favour of Special Resolution 4.**

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# AMA Group Limited

ABN 50 113 883 560

Annual General Meeting 6 November 2014

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

[Shareholder Name]  
[Shareholder Address]  
[Shareholder Address]  
[Shareholder Address]

## 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 **6 November 2014**, 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. Raymond Smith-Roberts | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Re-election of Director, Mr. Duncan Fischer        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. 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 \_\_\_\_\_ 2014

Contact Name

Contact Business Telephone / Mobile

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## **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:

- |                           |  |
|---------------------------|--|
| <b>Individual:</b>        | Where the holding is in one name, the holder must sign.  |
| <b>Joint Holding:</b>     | Where the holding is in more than one name, all of the shareholders should sign.   |
| <b>Power of Attorney:</b> | 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.   |
| <b>Companies:</b>         | Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.<br><br>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.<br><br>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. |

### **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 4 November 2014 (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**

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