



ABN 50 113 883 560

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00am (AEDT)

REGISTRATION: 10.45 am (AEDT)

DATE: 27 November 2015

PLACE: Wilson HTM Investment Group Board Room
Level 16
357 Collins Street
Melbourne Victoria 3000



23rd October 2015

Dear Shareholder,

AMA Group Limited (the **Company**) has convened the Annual General Meeting (**AGM**) of Shareholders to be held on 27 November 2015 and we invite you to attend. The meeting will be held at Wilson HTM Investment Group Board Room, Level 16, 357 Collins Street, Melbourne Victoria 300 to commence at 11:00am and will consider:

- The 2015 Annual Report
- Adoption of the Remuneration Report
- Re-election of Mr Hugh Robertson, who was appointed an additional director during the year
- Re-election of Mr Simon Doyle, who comes up for rotation at this AGM
- Ratification of private placement conducted in June 2015
- Issue of shares to the vendors of Gemini Accident Repairs Centres Pty Ltd
- ratification of the issue of shares to certain employees
- Approval of new AMA Group Limited Employee Equity Plan
- Approval for the issue of options to certain Directors

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 black ink, appearing to read 'Ray Malone'.

Ray Malone
Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of AMA Group Limited will be held at Wilson HTM Investment Group Board Room, Level 16, 357 Collins Street, Melbourne Victoria 3000 at 11.00am (AEDT) on 27 November 2015

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 25 November 2015 at 7.00pm (AEDT).

AVAILABILITY OF 2015 ANNUAL REPORT

Shareholders are reminded that the 2015 Annual Report is only mailed to those Shareholders who have elected to receive a hard copy. The 2015 Annual Report can be viewed on the Company's web site at www.amagroupltd.com

BUSINESS

RECEIPT 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 2015.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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 for the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2015."

RESOLUTION 2 – RE-ELECTION OF DIRECTOR, MR HUGH ROBERTSON

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

"That, for all purposes, Mr. Hugh Robertson, 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."

RESOLUTION 3 – RE-ELECTION OF DIRECTOR, MR SIMON DOYLE

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

"That, for all purposes, Mr. Simon Doyle, 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."

RESOLUTIONS 4A & 4B – RATIFICATION OF ISSUE OF SHARES – PRIVATE PLACEMENT

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

- 4A *"That for the purposes of ASX Listing Rule 7.4 and all other purposes, the Shareholders grant subsequent approval for the issue of 41,574,904 fully paid ordinary Shares to sophisticated and/or professional investors on 3 July 2015 under the ASX Listing Rule 7.1."*
- 4B *"That for the purposes of ASX Listing Rule 7.4 and all other purposes, the Shareholders grant subsequent approval for the issue of 33,425,096 fully paid ordinary Shares to sophisticated and/or professional investors on 3 July 2015 under the ASX Listing Rule 7.1A pursuant to the additional placement faculty approved by the Shareholders at the Company's Annual General Meeting."*

RESOLUTIONS 5A AND 5B – ISSUE OF SHARES TO THE VENDORS OF GEMINI ACCIDENT REPAIR CENTRES PTY LTD

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

- 5A *"That for the purposes of ASX Listing Rule 7.1 and all other purposes, the Shareholders grant approval for the issue of 58,333,333 fully paid ordinary Shares (**Tranche A Shares**) to the vendors of the shares in Gemini Accident Repair Centres Pty Ltd and otherwise on the terms set out in the explanatory memorandum."*
- 5B *"That for the purposes of ASX Listing Rule 7.1 and all other purposes, the Shareholders grant approval for the issue of 25,000,000 unquoted fully paid Shares (**Tranche B Shares**) to the vendors of the shares in Gemini Accident Repair Centres Pty Ltd and otherwise on the terms set out in the explanatory memorandum."*

RESOLUTION 6 – RATIFICATION OF ISSUE OF SHARES TO EMPLOYEES

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

"That for the purposes of ASX Listing Rule 7.4, the Shareholders grant subsequent approval for the issue of 721,796 fully paid ordinary Shares to certain employees of the Company on 15 October 2015 in consideration for those employees entering into long term contracts with the Company and agreeing to significant post-employment restraints which are of significant value to the Company."

RESOLUTION 7 – ADOPTION OF NEW AMA EMPLOYEE EQUITY PLAN

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

"That for the purposes of Exception 9 of ASX Listing Rule 7.2, section 260C(4) of the Corporations Act 2001 (Cth), and for all other purposes, approval is hereby given for the granting of securities under the new AMA Employee Equity Plan."

RESOLUTIONS 8A AND 8B – ISSUE OF OPTIONS TO DIRECTORS

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

- 8A *"That, subject to Resolution 7 being passed, for the purposes of ASX Listing Rule 10.14, shareholders approve the issue of 10,000,000 unlisted options to Ray Malone (or his nominee) for nil consideration and having the terms as set out in the explanatory notes which accompanied and formed part of the Notice of Meeting";*
- 8B *"That, subject to Resolution 7 being passed, for the purposes of ASX Listing Rule 10.14, shareholders approve the issue of 2,000,000 unlisted options to Ray Smith-Roberts (or his nominee) for nil consideration and having the terms as set out in the explanatory notes which accompanied and formed part of the Notice of Meeting";*

VOTING EXCLUSIONS

In accordance with ASX Listing Rule 14.11, in relation to:

- (a) **Resolutions 4A and 4B**, the Company will, disregard any votes cast by a person who participated in the issue and any of their associates;
- (b) **Resolutions 5A and 5B**, the Company will, disregard any votes cast by a person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities and any of their associates;
- (c) **Resolution 6**, the Company will, disregard any votes cast by a person who participated in the issue and any of their associates;
- (d) **Resolution 7**, the Company will disregard any votes cast by a director (except one who is ineligible to participate in any employee incentive schemes in relation to the Company); and
- (e) **Resolutions 8A and 8B**, the Company will disregard any votes cast by a director who is eligible to participate in the employee incentive scheme (in respect of which approval is being sought).

However, the Company need not disregard a vote if:

- it is cast by a director 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 the directions 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.

DATED: 23 October 2015

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), 25 November 2015.

Proxy forms received later than this time will be invalid.

EXPLANATORY STATEMENT

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), 27 November 2015 at:

Wilson HTM Investment Group Board Room
Level 16
357 Collins Street
Melbourne Victoria 3000

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.

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 2015.

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 20 November 2015.

1 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Background

Pursuant to Section 250R(2) of 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 2015.

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.

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 a further resolution (a "**Spill Resolution**") that another meeting be held within 90 days at which 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 2014 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

The Remuneration Report is contained within the 2015 Annual Report.

You may access the Annual Report by visiting the Company's website www.amagroupltd.com.

Voting Restrictions

Key Management Personnel (**KMP**) and their closely related parties are not permitted to vote on this Resolution. KMPs of AMA are the Directors of AMA and those other persons having authority and responsibility for planning, directing and controlling the activities of AMA, directly or indirectly. The Remuneration Report identifies AMA's KMPs for the financial year ending 30 June 2015. 'Closely related parties' are defined in the Corporations Act 2001, and include certain of their family members, dependents and companies they control.

However, a KMP may cast a proxy where the proxy specifies in writing how the KMP is to vote (except proxies cast on behalf of another KMP). The Chair is permitted to vote undirected proxies where the shareholder expressly authorises the chair to exercise the proxy.

Accordingly, if you have appointed the Chair as your proxy you must either direct the Chair how to vote or you must tick the box on the proxy form expressly authorising the Chair to vote undirected proxies notwithstanding that the Chair or KMP may benefit.

If you do not direct the Chair how to vote or you do not mark the box authorising the Chair to vote undirected proxies, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on this resolution.

2

RESOLUTION 2 - RE-ELECTION OF DIRECTOR, MR HUGH ROBERTSON

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

Mr. Robertson – Non-Executive Director – Appointed 2nd June 2015

Mr Robertson has worked in the stockbroking industry for over 30 years with a variety of firms including Bell Potter, Investment First and more latterly Wilson HTM. Among his

areas of interest is a concentration on small cap industrial stocks and he currently sits on the boards of Hub 24 Limited and Oncard International Limited.

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

3 RESOLUTION 3 - RE-ELECTION OF DIRECTOR, MR SIMON DOYLE

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

**Mr Simon Doyle – Non-executive Director – Appointed 14th October 2009
BA, LLB**

Mr. Doyle has over 30 years experience, in Australia and overseas in commercial law, company executive roles and non-executive director roles with an emphasis on strategic direction, governance and compliance.

Previous executive roles include responsibility for legal functions, compliance, corporate affairs, human resources and company secretarial as well as specific leadership roles in mergers, acquisitions, corporate restructures, due diligence and initial public offering.

Previous non-executive roles include board positions in startups, mature businesses, businesses in transition and Board member and Chairman in the not for profit sector.

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

4 RESOLUTIONS 4A & 4B – RATIFICATION OF ISSUE OF SHARES – PRIVATE PLACEMENT

4.1 Background

On 25 June 2015, the Company announced that it had conducted a placement of 75,000,000 fully paid ordinary shares to professional and/or sophisticated investors to raise \$45,000,000, before costs (**Private Placement**). The Private Placement was completed on 3 July 2015 with funds raised being applied to finance growth initiatives and meet working capital requirements.

Of the 75,000,000 Private Place Shares issued:

- (a) 41,574,904 were issued without Shareholder approval pursuant to **ASX Listing 7.1** (Resolution 4A); and
- (b) 33,425,096 were issued under the additional placement facility which was approved by the shareholders at the 2014 Annual General Meeting pursuant to **ASX Listing Rule 7.1A** (Resolution 4B).

4.2 Subsequent Shareholder approval under ASX Listing Rule 7.4

ASX Listing Rule 7.1 prohibits a listed entity from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without Shareholder approval (**15% Limit**), unless an exception applies. However, Shareholders will recall that at the 2014 Annual General Meeting, Shareholders approved, by way of special resolution, the issue of up to an additional 10% of the Company's issued capital under Listing Rule 7.1A. (**Additional Placement Facility**). This essentially provided the Company with the capacity to issue up to 25% of its issued capital over the previous 12 months.

Pursuant to ASX Listing Rule 7.4, an issue of securities made without Shareholders approval is deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1 provided that:

- (a) the issue did not breach the 15% Limit; and
- (b) the company in a general meeting subsequently approves the issue.

Furthermore, ASX Listing Rule 7.4 allows for shares issued under the Additional Placement Facility to be ratified by Shareholders. Once ratified, those shares are included in **variable 'A'** in the formula in ASX Listing Rule 7.1. This has the effect of increasing the base share capital on which the 15% Limit is calculated for future issues.

Accordingly, Shareholder ratification for the issue of 75,000,000 Private Placement Shares is now sought pursuant to ASX Listing Rule 7.4 to:

- (a) **in respect of Resolution 4A**, reinstate the Company's capacity to issue up to 15% of its issued capital, under ASX Listing Rule 7.1 if required, in the next 12 months without Shareholder approval; and
- (b) **in respect of Resolution 4B**, add the shares issued under the Additional Placement Facility (33,425,096) to variable 'A' in ASX Listing Rule 7.1.

Shareholders should note that the Company will not be seeking an Additional Placement Facility at this AGM as it now has a market capitalisation of more than \$300 million and therefore the Company is no longer an 'eligible entity' for the purpose of ASX Listing Rules 7.1A.

4.3 Notice requirements under listing rule 7.5

It is a requirement of ASX Listing Rule 7.5, that a listed entity seeking subsequent Shareholder approval under listing rule 7.4 provides the following information:

- (a) **the total number of shares issued:**
75,000,000 fully paid ordinary Shares, of which:
 - 41,574,904 fully paid ordinary Shares were issued under Listing Rule 7.1 and
 - 33,425,096 fully paid ordinary Shares were issued under Listing Rule 7.1A (via the Additional Placement Facility).
- (b) **the price at which the securities were issued:**
The Shares were issued at \$0.60 per Share.
- (c) **the terms of the Shares:**
The shares allotted and issued are identical to the Company's existing fully paid ordinary Shares.
- (d) **the names of the allottees:**
The shares were issued to professional and / or sophisticated investors.

(e) **the use of funds raised**

Funds raised were used to finance growth initiatives and meet working capital requirements.

The Directors unanimously recommend that Shareholders vote in favour of this resolution

5 RESOLUTIONS 5A AND 5B – ISSUE OF SHARES TO THE VENDORS OF GEMINI ACCIDENT REPAIR CENTRES PTY LTD

Transaction overview

On 14 September, the Company announced that it had entered into a binding agreement to acquire all of the issued capital in Gemini Accident Repair Centres Pty Ltd (**Gemini Transaction**). The Purchase Price of up to \$100 million comprises of an initial upfront cash payment of up to \$35 million and an Earn-Out payable primarily in shares in AMA (**Consideration Shares**).

The Consideration Shares will be issued on Completion in two tranches:

- (a) 58,333,333 quoted fully paid ordinary shares (with voting and dividend rights) (**Tranche A**); and
- (b) 25,000,000 unquoted fully paid shares (with no voting or dividend rights) (**Tranche B**)

Completion is due to be effected within 3 months of the date of this Resolution or where Completion has occurred prior to the date of this Resolution (other than the issue of the Consideration Shares), within 7 days of the passing of this Resolution.

All Consideration Shares will be held in escrow until released in accordance with the agreed escrow terms (generally 3.5 years).

Shareholder approval

This resolution seeks to obtain Shareholder approval for the issue of the Consideration Shares for the purposes of ASX Listing Rule 7.1. Should Shareholder approval is obtained, the Consideration Shares will not be included in the calculation of the 15% Limit (see paragraph 4.2 above).

There are a number of conditions precedent which must be satisfied prior to the completion of the Gemini Transaction and accordingly the Shareholder approval being sought under this Resolution is subject to the Gemini Transaction completing within 3 months of the date of this Resolution, failing which the approval under this Resolution will lapse.

Requirements of ASX Listing Rule 7.3

It is a requirement of ASX Listing Rule 7.3 that when seeking approval for the purpose of ASX Listing Rule 7.1, Shareholders are given the following information:

- (a) The maximum number of securities the entity is to issue (if known) or the formula for calculating the number of securities the entity is to issue:
- (i) Tranche A Shares- 58,333,333
 - (ii) Tranche B Shares-25,000,000
- (b) The date by which the entity will issue the securities
- The Tranche A and Tranche B Shares will be issued on Completion.
- In any event, if the Consideration Shares are not issued with 3 months of the date of this Resolution, Shareholder approval will lapse.
- (c) The issue price
- The Consideration Shares are issued in part consideration of the Purchase Price under the Gemini Transaction. The number of Consideration Shares to be issued is based on an issue price of \$0.60 cents per share.
- (d) The Names of the Allottees
- Joseph Walsh
 - Birdlake Holdings Pty Ltd
 - Cedarfield Holdings Pty Ltd
 - Magnacon Pty Ltd
 - Missy Nominees Pty Ltd
 - Carliaolv Investments Pty Ltd
 - James Timuss
 - Mark Reid
 - Stephen Harding-Smith
 - Merton Corporation Pty Ltd
- (e) The terms of the securities
- The Tranche A Shares will be quoted fully paid ordinary shares subject to a maximum 3.5 year escrow period with full voting and dividend rights.
- The Tranche B Shares will be unquoted fully paid shares subject to a maximum 3.5 year escrow period with no voting or dividend rights. Subject to certain performance hurdles being met, there is an ability for some of the Tranche B Shares to be converted into Tranche A Shares after two years.
- (f) Intended use of the funds
- As the issue of the Consideration Shares is to partly satisfy the Purchase Price under the Gemini Transaction, no moneys will be raised.
- (g) The issue date

The issue date is on or about Completion. Where Completion (other than the issue of the Consideration Shares) has taken place prior to the date of this Resolution, the Consideration Shares will be issued within 7 days of the date of this Resolution. If Completion has not been effected by the date of the annual general meeting, Completion will take place within 3 months of this Resolution.

If the Consideration Shares are not issued within 3 months, Shareholder approval will lapse.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution

6 RESOLUTION 6 – RATIFICATION OF ISSUE OF SHARES TO EMPLOYEES

6.1 Background

On 15 October 2015, the Company issued 721,796 fully paid ordinary shares to employees in consideration of these employees agreeing to enter into long term contracts with the Company and accepting significant post-employment restraint provisions. Such arrangements represent significant value to the Company as it ensures the long term commitment of the key employees.

These issues were made without the need for Shareholder approval under Listing Rule 7.1 and were not issued under the Company's existing Share Option Plan.

6.2 Purpose of resolution and listing rule 7.1

ASX Listing Rule 7.1 prohibits a listed entity from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without Shareholder approval (**15% Limit**), unless an exception applies.

Pursuant to ASX Listing Rule 7.4, an issue of securities made without approval is deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1 provided that:

- (a) the issue did not breach the 15% Limit; and
- (b) the company in general meeting subsequently approves the issue.

Shareholder ratification for the issue of the employee shares is now sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without Shareholder approval.

6.3 Notice requirements under listing rule 7.5

It is a requirement of ASX Listing Rule 7.5, that a listed entity seeking subsequent Shareholder approval under listing rule 7.4 provides the following information:

- (a) the total number of shares issued:

721,796 fully paid ordinary Shares

- (b) the price at which the securities were issued:

The Shares were issued for non-cash consideration. The Shares were issued at deemed price of \$0.374 per share.

(c) the terms of the Shares:

The shares allotted and issued are identical to the Company's existing fully paid ordinary Shares.

(d) the names of the allottees:

Employee/Nominee	Quantity of Shares
Robyn Sibley & Andrew Sibley as trustees for The Hampshire Vault 6976 Trust	267,332
Sarah Lauren Parkes	268,332
Graham Patterson	93,566
Louie Gatamos	93,566
Total	721,796

The use of funds raised:

As the shares were issued for non-cash consideration, no funds were raised under the placements.

The Directors unanimously recommend that Shareholders vote in favour of this resolution

7 RESOLUTION 7- ADOPTION OF NEW EMPLOYEE EQUITY PLAN

7.1 Background

On 14 September 2015, the agreed to the new AMA Group Limited Employee Equity Plan (Plan). The Plan replaces the old Employee Share Option Plan which was last approved by Shareholders at the 2013 AGM (**Superseded ESOP**).

The Plan was adopted by the Board to ensure it meets the July 2015 changes to Australian Taxation laws regarding deferred taxation on employee options and performance rights and to adopt the requirements of ASIC Class Order 14/1000.

7.2 Overview of the Plan

The key terms of the Plan for the purpose of ASX Listing Rules 7.2 Exception 9 are:

- an Invitation to participate in the Plan is at the discretion of the Board;
- an invitation may invite an Eligible Participant to accept an offer of a 'Right' or 'Option';
- a Right under the Plan refers to a right to acquire a Share, whilst an Option refers to the right to acquire a Share on payment of the 'exercise price';
- an invitation must set out the number of Rights or Options being granted, the exercise dates and exercise price, together with exercise rights including the number of underlying securities that may be 'Awarded' to the Eligible Participant
- the exercise price:
 - of a Right is nil; and
 - of an Option, is the amount determined by the Board.

To the extent that an issue of a security is tied to a performance hurdle, the performance hurdle is to be determined by the Board.

Furthermore, the Plan has adopted ASIC Class Order 14/1000 which provides for, amongst other things:

- (a) an expansion of the definition of Eligible Participants by including 'casual employees' and 'prospective participants'. For the purposes of the Class Order:
 - 'casual employee' is an individual who is or might reasonably be expected to be engaged to work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position; and
 - 'prospective participant' means a person to whom the offer (of securities) is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming an Eligible Person; and
- (b) to Set the maximum total number of Shares that can be issued under the Plan at 5% of the Company's share capital issued during the previous 3 year period. Previously the 5% limit referred to issues made in the previous 5 year period.

A copy of the Plan is available from the Company Secretary.

7.3 Reasons for seeking approval

ASX Listing Rule 7.1 limits the number of equity securities the Company may issue within any 12 month period without shareholder approval to 15% of its issued capital (**15% Limit**), unless an exception applies. A specific exemption applies for securities issued under an employee incentive scheme that has been approved by shareholders (Exception 9 to Listing Rule 7.2).

Accordingly, approval is being sought for the purposes of ASX Listing Rule 7.2 (Exception 9).

The effect of the approval sought will be, that for 3 years from the approval date, the issue of securities under the Plan will not be included in the calculation of the 15% Limit, thus increasing the number of equity securities that may be issued by the Company without further shareholder approvals.

Importantly, the issue of any securities (including options or performance rights) to any **related party** of the Company will still require shareholder approval under ASX Listing Rule 10.14.

The issue of securities under the Plan continues to remain subject to the issue limits under the Plan.

As this is a new Plan, there have been no issues under the Plan. For completeness, no securities were issued under the Superseded ESOP since it was approved by members in 2013.

The Company's Remuneration Report sets out the Company's policies in respect to remuneration and the way in which it uses the Plan to achieve those policy objectives.

8 RESOLUTIONS 8A AND 8B – ISSUE OF OPTIONS TO DIRECTORS

8.1 Background

On 14 September 2015, the Board agreed to the issue of 12,000,000 unlisted options to Directors as part of their remuneration package. The terms of the Options include a nil consideration price with an exercise price of \$1.20. Each Option is convertible into 1 fully paid ordinary Share in the Company.

As the Options will be issued under the new AMA Group Limited Employee Equity Plan (**Plan**), these Resolutions are conditional upon Resolution 7 being passed.

8.2 Purpose of resolution and listing rule 10.14

Under ASX Listing Rule 10.11, an entity may only agree to issue securities to a related party (including a director) under an employee incentive scheme with Shareholder approval. Resolutions 8A and 8B are proposed for the purpose of obtaining that approval.

8.3 Notice requirements under listing rule 10.14

It is a requirement of ASX Listing Rule 10.15, that a listed entity seeking Shareholder approval under listing rule 10.14 provides the following information:

(a) Relationship between the proposed Option holders and the Company

Each of the proposed Option holders are directors of the Company and are therefore related parties.

(b) the maximum number of Option to be issued:

A maximum of 12,000,000 unquoted Options will be issued. 10,000,000 to be issued to Mr Raymond Malone and 2,000,000 to be issued to Mr Ray Smith-Roberts.

(c) the price at which the securities were issued:

The Options are issued for no consideration but with an exercise price of \$1.20 per Option with each Option convertible into 1 fully paid ordinary share in the Company.

(d) Names of previous allottees

The Options are issued under the Plan which is a new employee incentive scheme. No other issues of securities have been made under the Plan.

(e) Names of all related parties

The related parties are all current directors.

(f) the terms of the Options:

Consideration price	Nil
Status of Options	unquoted
Option Terms	Options are issued in accordance with the Plan
Option Exercise Price	\$1.20, each Option convertible into one fully paid ordinary share in the Company
Vesting	12 months from the date of this Resolution if approved by Shareholders
Expiry date	3 years from issue date
Status of Share upon exercise	Shares issued will be quoted and shall rank equally with all other fully paid ordinary Shares

Where approval is obtained for the purpose of ASX Listing Rule 10.14, approval is not also required under ASX Listing Rule 7.1.

Based on a Black-Scholes Option Pricing Model calculation, the indicative value of the options at 14 September 2015 subject to these resolutions is set out in the table below. The assumptions for this calculation are as follows:

Option Exercise Price	\$1.20
Share Price	\$0.84
Expected Life (Months)	36
Volatility	80%
Risk Free Rate	1.81
Dividend Yield	\$0.017
Resultant Option Value	\$0.35

The Directors subject to these resolutions, because of their interest, make no recommendation in relation to these resolutions.

AMA Group Limited

ABN 50 113 883 560

Annual General Meeting 27 November 2015

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

<<SHAREHOLDER>>
<<SAMPLE ADDRESS>>
<<SAMPLE ADDRESS>>
<<SAMPLE ADDRESS>>

<<No. of shares>>

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 **Wilson HTM Investment Group Board Room, Level 16, 357 Collins Street, Melbourne VIC 3000** on **27 November 2015**, 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 8 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. Hugh Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director, Mr. Simon Doyle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4A. Ratification of Issue of Shares – Private Placement (ASX LR 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4B. Ratification of Issue of Shares – Private Placement (ASX LR 7.1A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5A. Issue of Shares to Vendors of Gemini Accident Repair Centres Pty Ltd – Quoted Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5B. Issue of Shares to Vendors of Gemini Accident Repair Centres Pty Ltd – Unquoted Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification of Issue of Shares to Employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Adoption of a New AMA Employee Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8A. Issue of Options to Directors – Ray Malone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8B. Issue of Options to Directors – Ray Smith-Roberts	<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 _____ 2015

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 CHES 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 2015 (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