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Operating Specialised Automotive Aftercare and Accessory Companies

ABN 50 113 883 560

**NOTICE OF ANNUAL GENERAL MEETING**

**TIME:** 11.00am (AEDT)

**REGISTRATION:** 10.45 am (AEDT)

**DATE:** 25 November 2016

**PLACE:** Bell Potter Securities Limited  
Level 29  
101 Collins Street  
Melbourne Victoria 3000

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.



24th October 2016

Dear Shareholder,

AMA Group Limited (the **Company**) has convened the Annual General Meeting (**AGM**) of Shareholders to be held on 25 November 2016 and we invite you to attend. The meeting will be held at Bell Potter Securities Limited, Level 29, 101 Collins Street, Melbourne Victoria 3000 to commence at 11:00am and will consider:

- The 2016 Annual Report
- Adoption of the Remuneration Report
- Re-election of Mr Ray Smith-Roberts, who comes up for rotation at this AGM
- Re-election of Mr Leath Nicholson, who was appointed an additional director during the year
- Re-election of Mr Brian Austin, who was appointed an additional director during the year
- Re-election of Mr Andrew Hopkins, who was appointed an additional director during the year
- Issue of shares to the vendor of Repair Management Australia group of businesses
- Amendments to the Company's Constitution

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', is written over a horizontal line.

**Ray Malone**  
**Executive 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 Bell Potter Securities Limited, Level 29, 101 Collins Street, Melbourne Victoria 3000 at 11.00am (AEDT) on 25 November 2016

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 23 November 2016 at 7.00pm (AEDT).

All of the Resolutions to be voted on are ordinary resolutions with the exception of Resolutions 9A and 9B which are special resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on the resolution. A special resolution requires at least 75% of the votes cast by members entitled to vote must be in favour of the resolution for it to be passed. This includes voting via proxies.

## **AVAILABILITY OF 2016 ANNUAL REPORT**

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Shareholders are reminded that the 2016 Annual Report is only mailed to those Shareholders who have elected to receive a hard copy. The 2016 Annual Report can be viewed on the Company's web site at [www.amagroupltd.com](http://www.amagroupltd.com)

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## **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 2016.

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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 for the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2016."*

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**RESOLUTION 2 – RE-ELECTION OF DIRECTOR, MR RAY 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. Ray Smith-Roberts, a director of the Company retires in accordance with clause 15.1(a) 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 LEATH NICHOLSON**

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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. Leath Nicholson, 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 4 – RE-ELECTION OF DIRECTOR, MR BRIAN AUSTIN**

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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. Brian Austin, 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 5 – RE-ELECTION OF DIRECTOR, MR ANDREW HOPKINS**

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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. Andrew Hopkins, 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 6 – ISSUE OF SHARES TO THE VENDORS OF REPAIR MANAGEMENT AUSTRALIA**

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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 ASX Listing Rule 7.1, Shareholders grant the issue of 12,750,000 fully paid ordinary Shares to the vendors of the Repair Management Australia group of businesses in part consideration for the acquisition of the business.”*

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**RESOLUTION 7A & 7B – CHANGES TO THE COMPANY'S CONSTITUTION**

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

7A        *"That, for the purposes of Section 136 of the Corporations Act and for all other purposes, the Constitution of the Company be amended with immediate effect by deleting clause 17.10 (a) in the Constitution in its entirety and inserting in lieu thereof:*

*17.10 (a) If a document:*

- (i) states that the signatories to it are in favour of a resolution;*
- (ii) sufficiently identifies the terms of the resolution; and*
- (iii) is signed by the majority of all the Directors entitled to vote on that resolution,*

*a resolution in those terms is taken to be passed at a meeting of the Directors held at the time when the document was signed by the last Director to do so.*

7B        *"That, for the purposes of Section 136 of the Corporations Act and for all other purposes, the Constitution of the Company be amended with immediate effect by deleting clause 14.22 in the Constitution in its entirety and inserting in lieu thereof:*

*14.22 Use of Technology*

- (a) The Company may hold a general meeting at 2 or more venues using any technology that gives Members a reasonable opportunity to participate.*
- (b) The directors may determine that any general meeting or class meeting, a member who is entitled to attend that meeting is entitled to a direct vote. A 'direct vote' includes a vote delivered to the Company by post, fax or other electronic means approved by the directors. The directors may specify the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.*

## VOTING EXCLUSIONS

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

- (a) **Resolution 6**, the Company will, disregard any votes cast by the vendors of the Repair Management Australia group of businesses and any of their associates.

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.

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DATED: 24 October 2016

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), 23 November 2016.

**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), 25 November 2016 at:

Bell Potter Investments Limited  
Level 29  
101 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.

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### 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 2016.

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 2016.

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### 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 2016.



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 2015 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

The Remuneration Report is contained within the 2016 Annual Report.

You may access the Annual Report by visiting the Company's website [www.amagroupltd.com](http://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 2016. '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 (either directly or by default) as your proxy and you have not directed him how to vote, you are authorising the Chair to exercise the proxy in respect of Resolution1 , notwithstanding that the Chair or KMP may benefit.

The Chair intends to vote in favour of all resolutions.

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

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

### **Mr Ray Smith-Roberts –Executive Director – Appointed 28<sup>th</sup> 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 focusing at fixed operational areas, moving in to the aftermarket space with

ECB in 1994. Ray joined the AMA board on 28 February 2014 maintaining his executive role that 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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**3 RESOLUTION 3 - RE-ELECTION OF DIRECTOR, MR LEATH NICHOLSON**

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

**Mr. Nicholson – Non-Executive Director – Appointed 23 December 2015**

Mr Nicholson was a Corporate Partner at a leading Melbourne law firm, gaining experience with a breadth of ASX listed entities, before co-founding Foster Nicholson Jones in 2008. Leath's principal clients continue to be ASX listed companies and high net worth individuals. Leath has particular expertise in mergers and acquisitions; IT based transactions, and corporate governance.

He also has significant experience in corporate and commercial based dispute resolution.

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

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**4 RESOLUTION 4 - RE-ELECTION OF DIRECTOR, MR BRIAN AUSTIN**

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

**Mr. Austin – Non-Executive Director – Appointed 23 December 2015**

With over 30 years industry experience, Mr Austin has held senior executive positions in the insurance industry. Over that time Brian has been instrumental in setting the strategy of capital raising and acquisition activities. Brian currently holds the position of Chairman at PSC Insurance Group Ltd enabling him to develop a global network of key relationships.

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

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5 **RESOLUTION 5 - RE-ELECTION OF DIRECTOR, MR ANDREW HOPKINS**

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

**Mr. Hopkins –Executive Director – Appointed 17 December 2015**

Mr Hopkins founded the Gemini Group in Perth in 2009 and built the Gemini brand into one of the largest privately owned consolidators offering integrated claims management and repair services to the insurer, corporate and consumer markets. Andrew brings extensive management expertise to the AMA group. With over 35 years of experience in finance, acquisitions, strategy and building insurance relationships, Andrew's ability to continually innovate will broaden AMA's relationships with insurance companies both domestically and internationally.

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

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6 **RESOLUTION 6 – ISSUE OF SHARES TO VENDORS OF REPAIR MANAGEMENT AUSTRALIA**

**Transaction overview**

On the 18 June 2014, the Company announced that it had entered into an agreement to acquire the Repair Management Australia group of businesses (**RMA**) (**Share Sale Agreement**). The acquisition consideration for RMA consisted of a mix of cash and equity.

In accordance with the terms of the Share Sale Agreement, the Vendors are entitled to the an earn-out incentive, payable by way of fully paid ordinary shares the Company (**Earn-Out Shares**) where the average earnings before income tax (**EBIT**) of RMA over the earn out period multiplied by 4 exceeds \$6 million (**Earn-Out Threshold**), subject to a maximum earn-out of \$6 million of shares. The earn-out period commenced on the Completion Date and ends on 30 June 2017 (**Earn-Out Period**).

The performance of the RMA business has exceeded the Earn-Out Threshold and therefore the Directors propose to issue 50% of the maximum Earn-Out Shares that the Vendors can be entitled to (which equates to 12,750,000 shares) prior to the expiration of the Earn-Out Period in recognition of the performance of RMA to date.

These shares will be subject to escrow until the conclusion of the Earn-Out Period at which time the final Earn-Out consideration will be calculated and finalised.

**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 be obtained, the Consideration Shares will not be included in the calculation of the 15%.

### 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:**

12,750,000 shares

- (b) **The price at which the securities will be issued:**

\$0.25 per share

- (c) **The terms of the shares:**

The shares to be allotted will be identical to the Company's existing fully paid ordinary Shares.

- (d) **The names of the Allottees:**

Washington Motors Pty Ltd

ACN 007 176 721

Phil Munday Investments Pty Ltd

ACN 087 507 668

- (e) **The use of funds raised:**

As the issue of the Earn-Out Shares is to partly satisfy the Purchase Price under the Share Sale Agreement (specifically the earn-out incentive), no moneys will be raised.

- (f) **The issue date:**

It is envisaged that the issue of shares will occur within 7 days of the date of this resolution.

If the Earn-Out Shares are not issued within three months, shareholder approval will lapse.

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

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**7 RESOLUTIONS 7A & 7B - CHANGES TO THE COMPANY'S CONSTITUTION**

**7.1 Background and Purpose of the Resolutions**

Under the Corporations Act, the Company must seek Shareholder approval by special resolution to modify the Company's Constitution.

Resolution 7A: The proposed change seeks to allow a circular resolution of the board of directors to be passed by the majority of directors entitled to vote on a resolution rather than all directors being required to sign.

Resolution 7B: The proposed change seeks to allow direct voting, including electronic submission of votes, should directors choose to use this facility. It is envisaged that this facility would give shareholders full control over their votes, allowing them to vote directly and securely rather than appointing a proxy holder. The Company also hopes that this facility will encourage a greater number of shareholders to vote at General Meetings.

**The Directors unanimously recommend that Shareholders vote in favour of these resolutions**

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# AMA Group Limited

ABN 50 113 883 560

Annual General Meeting 25 November 2016

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

Shareholder Name

Qty: XX

## 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 **Bell Potter Investments, Level 29, 101 Collins Street, Melbourne VIC 3000** on **25 November 2016**, 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. Ray Smith-Roberts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director, Mr. Leath Nicholson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Director, Mr. Brian Austin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Director, Mr. Andrew Hopkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of shares to vendors of RMA group of businesses	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7A Changes to the Company's Constitution – 17.10 (a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7B Changes to the Company's Constitution – 14.22	<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 \_\_\_\_\_ 2016

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. Security holders 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 23 November 2016 (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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