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Bidder's Statement On-Market Cash Offer

by

AMA Group Limited ACN 113 883 560

to purchase **ALL OF THE SHARES** in

Automotive Solutions Group Limited

ACN 613 474 089

ACCEPT THIS OFFER

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION

It contains an offer by AMA Group Limited to purchase all of the shares in Automotive Solutions Group Limited. You should consult your financial, legal, taxation or other professional adviser as soon as possible.

Important Information

Bidder's Statement

This Bidder's Statement is dated 23 May 2017 and is given by AMA Group Limited under Part 6.5 of the Corporations Act and relates to the Offer. This Bidder's Statement includes an Offer dated 23 May 2017 to acquire all of the shares in Automotive Solutions Group Limited (**ASGL**) on-market (including existing shares and all ASGL Shares that will exist during the Offer Period). You should read this Bidder's Statement in its entirety.

ASIC and ASX disclaimer

A copy of this Bidder's Statement was lodged with ASIC and provided to ASX on 23 May 2017. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the contents of this Bidder's Statement or the merits of the Offer.

Investment decisions

This Bidder's Statement does not take into account your individual investment objectives, financial situation or particular needs. You should consider seeking independent financial, legal or taxation advice before deciding whether or not to accept the Offer.

Forward-looking statements

Forward-looking statements are not based on historical facts; they are based on current expectations of future results or events. Forward-looking statements are by their nature subject to inherent risks, uncertainties and assumptions which could cause actual results or events to differ materially from the expectations set out in such forward-looking statements. Forward looking statements are generally identified by the use of words such as, 'likely', 'believe', 'intend', 'expect' or 'anticipate' and other similar wording. While the Bidder believes that the expectations reflected in the forward-looking statements in this document are reasonable, no assurance can be given that such expectations will prove to be correct. Matters as yet not known to the Bidder or not currently considered material by the Bidder may cause actual results or events to be materially different from those expressed in any forward-looking statements. Any forward-looking statement contained in this Bidder's Statement is qualified by this cautionary statement.

The Bidder nor its respective officers, persons named in this Bidder's Statement with their consent or any other person involved in the preparation of this Bidder's Statement makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward-looking statement, or any events or outcomes expressed or implied in any forward-looking statement and any statement in the nature of a forward-looking statement having regard to the fact that the outcome may not be achieved, except to the extent required by law.

Information regarding the Bidder

The Corporations Act prescribes that certain information be included in a Bidder's Statement. This Bidder's Statement complies with section 636 and 637 of the Corporations Act. All information in this Bidder's Statement relating to ASGL has been prepared by or on behalf of the Bidder using publicly available information including information set out on ASGL's ASX announcements platform and the Bidder does not make any representation or warranty, express or implied, as to the accuracy or completeness of such information.

The Target's Statement

The Corporations Act prescribes requirements for a Target Statement which the Directors of ASGL are required to provide to the Shareholders in response to this Bidder's Statement.

Notice of foreign shareholders

The distribution of this Bidder's Statement may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this Bidder's Statement should inform themselves of, and observe, those restrictions. This Bidder's Statement does not constitute an offer in any jurisdiction in which, or to any person to which, it would not be lawful to make such an offer.

Offer information contact

For information regarding your ASGL Shares, the Offer or how to accept the Offer, please read this Bidder's Statement. If you still need assistance please contact Mr Andy Sibley of AMA Group Limited on 07 3897 5780 (from within Australia) or +61 7 3897 5780 (from outside Australia), or consult your financial, legal, taxation or other professional adviser.

Chairman's Letter

23 May 2017

Dear Fellow ASGL Shareholder

I am pleased to introduce the Offer by AMA Group Limited ("AMA") to acquire all of the shares in Automotive Solutions Group Limited ("ASGL") for 35 cents cash per ASGL Share (Offer Price), for cash consideration on-market.

As the Offer is unconditional¹, AMA has instructed its broker, Bell Potter Securities Limited, to purchase ASGL Shares on-market at the Offer Price. This provides ASGL Shareholders with the ability to sell some or all of their ASGL Shares on-market and receive a cash payment on a T+2 basis.

Reasons to accept the Offer

The Offer Price represents a nil premium to the closing price of ASGL Shares on 22nd May 2017 of \$0.35 (being the last day on which ASGL Shares traded on the ASX before the announcement date).

The Offer Price represents a premium of 15.1% to the Volume Weighted Average Price of ASGL Shares on the ASX of \$0.3042, for the period from 26th April 2017 (being the date of the Announcement to the ASX of the Trading Update and Profit Guidance) to 22nd May 2017 (being the last Trading Day prior to the date of the Bidder's Statement).

The Offer capitalises ASGL at \$17.621 million. This is 2.2 times ASGL's net tangible assets (\$7.968 million) at 31 December 2016.

There is uncertainty about the future direction of the ASGL following the announcement on 26th April 2017 of a trading update, downward revised profit guidance and the consequential need to undertake a review of its operations (as announced on ASX). This uncertainty was compounded by the subsequent announcement that Ms Tanya Mason had stood down from the role of Chief Executive Officer (and resigned as Director) and has been replaced by ASGL's Chairman, who is now acting in an executive capacity rather than as an independent non-executive, until a suitable replacement has been appointed.

There is very low trading liquidity in ASGL Shares and the Offer allows you to immediately sell all your ASGL Shares. There is currently no competing offer to acquire your ASGL Shares and the ASGL Share price may fall after the Offer.

You should consider the value and certainty of AMA's all-cash Offer compared with the risks and uncertainties of remaining a shareholder in ASGL.

Detailed information in respect of the Offer is set out in this Bidder's Statement. I encourage you to read the entirety of this Bidder's Statement carefully and then accept the Offer as soon as possible.

How to accept the Offer

You may accept the Offer at any time during the Offer Period. The Offer can only be accepted by selling your ASGL Shares on-market. Shares sold on-market will receive a cash payment on a T+2 basis. To accept the Offer, you must sell your ASGL Shares by no later than Offer closing date of 7 July 2017.

¹ Other than with respect to a "prescribed occurrences" condition.

The Bidder recommends that you give instructions at the earlier opportunity to avoid missing the Offer closing date.

The Offer is scheduled to close on 7 July 2017 (but it may be extended).

If you have any questions, please contact Mr Andy Sibley on 07 3897 5780 (from within Australia) or +61 7 3897 5780 (from outside Australia), or consult your financial, legal, taxation or other professional adviser.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Ray Malone', written over a faint, large, vertical watermark that says 'For personal use only'.

Ray Malone

Chairman

AMA Group Limited

1. Key dates and acceptance of Offer

Key dates

Offer announcement date (please see Annexure A for copy of ASX announcement)	23 May 2017
Bidder's Statement lodged with ASIC, ASX and served on ASGL	23 May 2017
Date of Bidder's Statement	23 May 2017
Date from which ASGL shareholders can sell ASGL Shares to AMA	23 May 2017
Offer Period officially commences	6 June 2017
Offer Period ends (unless extended or withdrawn)	7 July 2017

*This closing date for the Offer may be extended as permitted by the Corporations Act.

How to accept

To accept, you must sell your ASGL Shares by no later than the Offer closing date of 7 July 2017. The Offer can only be accepted by selling your ASGL Shares on-market.

Issuer Sponsored Holdings (i.e. you have a Securityholder Reference Number starting with the letter I)

If your holding is an Issued Sponsored Holding, you may sell your ASGL Shares through your sponsoring market participant and ASX Settlement participant (formerly 'broker') of your choice before the end of the Offer Period.

CHESS Holdings (i.e. you have a Securityholder Reference Number starting with the letter X)

If your ASGL Shares are held in a CHESS Holding, you can accept the Offer by instructing your controlling market participant to accept the Offer on your behalf before the end of the Offer Period.

Controlling Participants

If you are a Controlling Participant, acceptance of the Offer must be initiated in accordance with rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.

The Bidder recommends that you give instructions at the earlier opportunity to avoid missing the closing date.

2. Why you should accept this Offer

2.1 Attractiveness of Offer Price

This Offer Price of \$0.35 (**Offer Price**) is for each ASGL Share which represents a premium to the volume weighted average price of \$0.3042 over the period from 26 April 2017 to close of trading on 22 May 2017. The price for ASGL Shares as at closing on 22 May 2017 is \$0.35.

During the three months ended 22 May 2017 (being the last trading day (on the ASX) prior to the date of this Bidder's Statement):

- (a) the highest recorded sale price for Shares on ASX was \$0.99 on 23 February 2017; and
- (b) the lowest record sale price for Shares on ASX was \$0.25 on 27 April 2017.

A graph showing the recent share price performance is set out in Section 5.10

2.2 Immediate liquidity

You can accept the Offer immediately on-market.

Cash will be paid to you within the usual settlement of transaction rules (normal T+2 basis).

In the last 3 months, the ASGL Shares have been thinly traded (see table at Section 5.9)

2.3 Certainty of Offer Price

The Offer Price is fixed during the Offer Period and provides certainty as opposed to future uncertain trading prices. The graph in Section 5.10 demonstrates the decrease in ASGL Share price since 21 December 2016.

2.4 Unconditional Offer

This Offer is unconditional, other than on the occurrence of a Prescribed Event or the matters referred to in Section 9.4. Accordingly, you can accept the Offer immediately.

2.5 Risks of holding

- (a) Risks of being a minor shareholder

As the Offer is unconditional all offers accepted by Shareholders will be settled immediately on a normal T+2 basis. If you do not accept the Offer:

- (i) you may be left with a small shareholding;
- (ii) the Shareholder spread after the Offer is completed may be less than required under the ASX Listing Rules; and

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- (iii) the ASX may choose to suspend or de-list ASGL in which case, the liquidity in ASGL Shares may be severely impacted.
 - (b) Compulsory acquisition

Where the Corporations Act permits, the Bidder intends to exercise its rights to compulsorily acquire the remaining shares at the Offer Price and you may be paid later than accepting Shareholders.
 - (c) Future uncertainty
 - (i) Depending on the level of acceptances the Bidder receives under the Offer, the market for ASGL Shares may become even less liquid than at present. This could make it more difficult for you to sell your ASGL Shares at an attractive price in the future.
 - (ii) In light of the trading update and revised profit guidance announcement to the ASX on 26th April 2017, ASGL initiated a review of affected ASGL businesses. On 5th May 2017 ASGL further announced that Ms Tanya Mason had stood down from the role of Chief Executive Officer. The Chairman is currently filling this role on an interim basis pending the appointment of a successor. On 19th May 2017, ASGL also announced that this review was ongoing, that it had identified several areas to enhance operational efficiency and considered that it has strong legal grounds to seek redress from the vendors of Umhauers. Given these events, there is some uncertainty over the future direction and operations of ASGL.

2.6 The Offer is the only takeover offer presently available for your Shares

The Offer is the only takeover offer presently available for all ASGL Shares as at the date of this Bidder's Statement. The Offer represents a liquidity opportunity for Shareholders to sell all their Shares for the Offer Price. As at the date of this Bidder's Statement, the Bidder is not aware of any other party intending to make a takeover offer for ASGL Shares.

2.7 Brokerage by accepting the Offer

By accepting the Offer, you will not pay the Bidder's brokerage costs. You may incur brokerage to your broker if you choose to accept the Offer. You should confirm the fees with your broker.

3. Summary of Offer

The Bidder	The Bidder is AMA Group Limited.
The Offer	The Bidder is offering to acquire all of ASGL's Shares.
Offer Price	The Bidder is offering \$0.35 cash for each ASGL Share you hold.
Closing date	The Offer is scheduled to close at on 7 July 2017, unless the Offer is extended or withdrawn.
How to accept the Offer	<p>How to accept the Offer</p> <p>The Offer may be accepted from the start of trading on ASX on the Offer announcement date until the end of trading on ASX on the day that the Offer Period finishes.</p> <p>To accept the Offer, you must sell your ASGL Shares by no later than Offer closing date of 7 July 2017. You may accept the Offer at any time during the Offer Period. The Offer can only be accepted by selling your ASGL Shares on-market.</p> <p>Issuer Sponsored Holdings (you have a Securityholder Reference Number starting with the letter I)</p> <p>If your holding is an Issued Sponsored Holding, you may sell your ASGL Shares through your sponsoring market participant and ASX Settlement participant (formerly 'broker') of your choice before the end of the Offer Period.</p> <p>CHESS Holdings (you have a Securityholder Reference Number starting with the letter X)</p> <p>If your ASGL Shares are held in a CHESS Holding, you can accept the Offer by instructing your controlling market participant to accept the Offer on your behalf before the end of the Offer Period.</p> <p>Controlling Participants</p> <p>If you are a Controlling Participant, acceptance of the Offer must be initiated in accordance with rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.</p> <p>The Bidder recommends that you give instructions at the earlier opportunity to avoid missing the closing date.</p>
Payment of Offer Price for your Shares	The usual rules for settlement of transactions which occur on-market on ASX will apply in respect of this Offer meaning that an accepting Shareholder will receive payment on a normal T+2 basis.

Withdrawal of the Offer	The Offer may be withdrawn by the Bidder in accordance with the Corporations Act.
Unconditional Offer	The Offer is unconditional other than on the occurrence of the Prescribed Event or on the happening of an event discussed at Section 9.4

4. About the Bidder

4.1 The Bidder

The Bidder is AMA Group Limited (**AMA**). AMA was incorporated in New South Wales on the 19th day of April 2005. It is a public company listed on the Australian Securities Exchange (the **ASX**) since 31 August 2006.

4.2 The Directors of the Bidder

The Directors of the Bidder are:

Name	Position
Mr Raymond Malone	Chairman and Executive Director
Mr Raymond Smith-Roberts	Executive Director
Mr Hugh Robertson	Non-Executive Director
Mr Andrew Hopkins	Executive Director
Mr Brian Austin	Non-Executive Director
Mr Leath Nicholson	Non-Executive Director

4.3 Overview of the Bidder

The principal activity of AMA is the operation and development of complementary businesses in the automotive aftercare market. It focuses on the wholesale vehicle aftercare and accessories sector, including vehicle panel repair, vehicle protection products and accessories, automotive electrical and cable accessories and automotive component remanufacturing.

Further information about AMA can be found at www.amagroupltd.com

4.4 Announcement by the Bidder in relation to the Offer

On 23 May 2017, AMA made an announcement to the ASX in relation to the Offer. A copy of the announcement is set out in Annexure A.

4.5 Publicly available information about the Bidder

The Bidder is a listed disclosing entity for the purposes of the Corporations Act and is subject to regular reporting and disclosure obligations. Specifically, as an ASX listed company, the Bidder is subject to the ASX Listing Rules, which require continuous disclosure of any information concerning it that a reasonable person would expect to have a material effect on the price or value of its securities. The ASX website lists all of the announcements issued by the Bidder. These documents are available in electronic form at www.asx.com.au.

In addition, AMA is required to lodge certain documents with ASIC. Copies of the documents lodged with ASIC may be obtained from, or inspected at, an ASIC office. A substantial amount of publicly available information about AMA is also available on AMA's website at www.amagroupltd.com.

Since the Bidder lodged its 2016 Annual Report it has lodged the following announcements on the ASX:

Date	Announcement*
29/08/2016	Appendix 4E and Annual Report
29/08/2016	Full Year Result Exceeds Guidance
29/08/2016	Dividend/Distribution - AMA
29/08/2016	Appendix 4G
29/08/2016	2016 Full Year Results Presentation
1/09/2016	Change of Director's Interest Notice - HR
24/10/2016	Change of Director's Interest Notice - AH
24/10/2016	Becoming a substantial holder
25/10/2016	Notice of Annual General Meeting/Proxy Form
8/11/2016	Appendix 3B
14/11/2016	Acquisition of Additional Accident Repair Centres
25/11/2016	Chairman's AGM Address
25/11/2016	AGM Presentation
25/11/2016	Results of Meeting
30/11/2016	Appendix 3B
16/02/2017	Appendix 3B
17/02/2017	Ceasing to be a substantial holder from CGF
17/02/2017	Ceasing to be a substantial holder
23/02/2017	Acquisition of additional Accident Repair Centres
24/02/2017	Half Year Accounts
24/02/2017	Dividend/Distribution - AMA
24/02/2017	AMA delivers further growth in 2017 Half Year Result
24/02/2017	2017 Half Year Result Audio Presentation

24/02/2017	2017 Half Year Results Presentation
24/02/2017	Update - Dividend/Distribution - AMA
21/03/2017	Appendix 3B and 708A
21/03/2017	Release of Shares from Voluntary Escrow
3/04/2017	Appendix 3B
13/04/2017	Becoming a substantial holder
13/04/2017	Becoming a substantial holder from CGF
26/04/2017	Release of Share from Voluntary Escrow
8/05/2017	Acq. of Equity Interest in Automotive Solutions Group Ltd
9/05/2017	Becoming a substantial holder for 4WD
9/05/2017	4WD: Market Update

*all announcements may be viewed on the ASX

5. Profile of Automotive Solutions Group Limited

5.1 Disclaimer

The information in this Section 5 concerning ASGL has been prepared by the Bidder based on publicly available information namely:

- (a) Annual Reports of ASGL
- (b) Announcements issued by ASGL on the ASX platform; and
- (c) ASGL's website.

The Bidder has not independently verified this information. Accordingly, the Bidder does not make any representative or warranty, express or implied, as to the accuracy or completeness of such information, other than as required by the Corporations Act.

The information relating to ASGL in this Bidder's Statement should not be considered comprehensive.

Further information relating to ASGL may be included in ASGL's Target's Statement in relation to the Offer, which will be sent to you directly by ASGL.

5.2 Overview of ASGL

ASGL is a public company incorporated 5 August 2016 and listed on the ASX since 21 December 2016.

The principal activity of the Group is the design, manufacture, supply and fitment of automotive aftermarket parts, accessories and performance technology, with an emphasis on four-wheel drive and SUV markets. It supplies components, accessories, vehicle fitment and modification services to the private four-wheel drive and fleet vehicle markets through retail and wholesale distribution networks. It operates through eight businesses with activities located in Queensland, New South Wales, Victoria and Western Australia.

Directors of ASGL

At the date of this Bidder's Statement, based on ASGL's public disclosures, the directors of ASGL are:

Name	Position
Tom Phillips	Executive Chairman
Bryce Wedemeyer	Executive Director
Mark Larkham	Non-Executive Director
Peter Alexander	Non-Executive Director

5.3 Major Shareholders

Based on documents lodged with ASX up until the last trading day prior to the date of this Bidder's Statement, the following persons and entities were substantial holders of ASGL:

Shareholder	Number of ASGL Shares	Interests (%)
AMA Group Limited	8,944,282	17.77%*
Microequities Asset Management Pty Ltd	7,159,429	14.22%

*See Section 5.11 in relation to further acquisition which is not yet required to be notified to the market

5.4 Total securities on issue

According to documents lodged with ASX, ASGL has 50,345,622 Shares quoted on ASX and may be freely traded.

5.5 Historical Information

ASGL's last published financial statements are for the half year ended 31 December 2016, as lodged with ASX on 28 February 2017.

The Bidder is not aware of any changes to ASGL's financial position since the release of these results other than announcements made by ASGL up to the day before the date of this Bidder's Statement. In particular, the Bidder notes ASX announcements by ASGL on:

- 26 April 2017 - ASGL Trading and Profit Guidance Update
- 28 April 2017 - Quarterly Cash Flow Report Appendix 4C
- 4 May 2017 - Updated Quarterly Cash Flow Report Appendix 4C

- 5 May 2017 - ASGL Investor Update
- 5 May 2017- Change of Director's Interest Notice
- 8 May 2017 -AMA: Equity Interest in Automotive Solutions Group Ltd
- 9 May 2017- Ceasing to be a substantial holder
- 9 May - Becoming a substantial holder from AMA
- 9 May- Market Update
- 10 May- change in substantial holding
- 19 May - Market Update
- 22 May -Final Directors Notice

Being a company listed on ASX, ASGL is subject to periodic and continuous disclosure requirements under the Corporations Act and ASX Listing Rules. For more information concerning the financial position and the affairs of ASGL, you should refer to the full range of information that has been disclosed by ASGL pursuant to those obligations.

5.6 Statement of financial position

	31 December 2016 \$	30 June 2016 \$
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	3,971,283	-
Trade and other receivables	180,637	-
Inventories	3,961,354	-
Other assets	620,419	2
TOTAL CURRENT ASSETS	8,733,693	2
NON-CURRENT ASSETS		
Other assets	546,325	-
Property, plant and equipment	2,150,371	-
Deferred tax assets	1,673,690	-
Intangible assets	23,823,915	-
TOTAL NON-CURRENT ASSETS	28,194,301	-
TOTAL ASSETS	36,927,994	2
LIABILITIES		
CURRENT LIABILITIES		
Trade and other payables	4,134,276	1,149,838
Employee benefits	888,773	-
TOTAL CURRENT LIABILITIES	5,023,049	1,149,838
NON-CURRENT LIABILITIES		
Employee benefits	113,040	-
TOTAL NON-CURRENT LIABILITIES	113,040	-
TOTAL LIABILITIES	5,136,089	1,149,838
NET ASSETS	31,791,905	(1,149,836)
EQUITY		
Issued capital	37,260,368	2
Accumulated losses	(5,468,463)	(1,149,838)
TOTAL EQUITY	31,791,905	(1,149,836)

On the 4th May 2017, ASGL lodged with the ASX, an updated Quarterly Appendix 4C for the Quarter ending 31 March 2017. This document noted that ASGL had finished the quarter with a cash balance of approximately \$1.3 million.

Net increase / (decrease) in cash and cash equivalents for the period	Current Quarter \$A'000
Cash and cash equivalents at beginning of quarter	3,971
Net cash from / (used in) operating activities	(1,377)
Net cash from / (used in) investing activities	(861)
Net cash from / (used in) financing activities	(480)
Effect of movement in exchange rates on cash held	-
Cash and cash equivalents at end of quarter	1,252

The Appendix 4C also estimated that ASGL would incur approximately \$7.7 million of cash outflows during the quarter ending 30 June 2017, but provided no guidance on expected cash inflows during that period or the anticipated cash position at the end of the financial year. It did note however that it had no financing facilities available at that date.

5.7 Other financial information

On 26th April 2017 ASGL provided a trading update and profit guidance. This announcement stated that trading conditions for ASGL had recently been impacted by several factors:

- Revenue and margin performance weaker than anticipated across the two retailing sites (Umhauers) in regional Victoria, due to an increase in localised competition and pricing pressure emerging in the region;
- Revenue reduction in the steel fabrication (Barden) Q4 FY17 forecast due to customer postponement and deferral of specific contract fabrication orders;
- Slower than anticipated Q3 FY17 performance in the Roo Systems business, albeit with a stronger than anticipated order book heading into Q4 FY17 following the Brisbane National 4x4 Show; and
- Ongoing investment in development of standardised marketing collateral to leverage group-wide customer touch-points across all acquired businesses.

In light of the developments highlighted above, ASGL is updating its FY17 2H proforma guidance, per the following table:

FY17 2H Proforma Guidance		
	Prospectus Guidance	Updated Guidance
Revenue (\$ millions)	21.5	15.0 – 16.5
EBIT (\$ millions)	3.3	0.8 – 0.9

ASGL also announced, at that time, that it has commenced a full review of the affected businesses and will update the market once the review is complete within two weeks. This

review will include assessment of the cyclical or structural nature of the impacts, and consideration of ASGL alternatives.

On the 5th May 2017 ASGL also announced that:

- the Chief Executive Officer of ASGL, Ms Tanya Mason, had stood down from her role
- The Chairman was currently filling this role pending the appointment of a successor; and
- that the operational review of operations was ongoing.

On 19th May 2017, ASGL announced that:

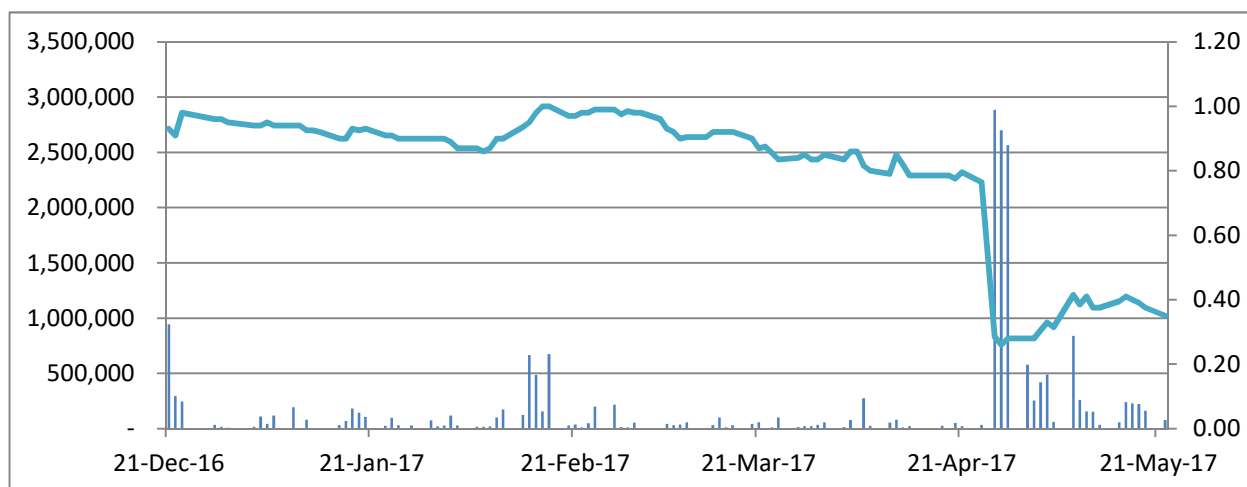
- Another Non-Executive Director, Mr Bryce Wedemeyer, had agreed to act as interim Chief Operating Officer in executing the turnaround strategy for ASGL;
- Following the successful implementation of the turnaround strategy, the Directors will revert to their non-executive duties, whilst at the same time, transitioning into these roles a new full-time Chief Executive Officer and Chief Operating Officer;
- A small team had been established to address the underperforming businesses and that this team had identified a number of areas to enhance operational efficiency in two of the underperforming businesses;
- ASGLy considered that it has strong legal grounds to seek redress from the vendors of the Umhauer business and is exploring all legal options in this regard; and
- The operational review was ongoing.

On 22 May 2017, ASGL announced a Final Director Interest notice in relation to Ms Mason.

5.8 Employee Share plans

Based on documents lodged by ASGL with ASX, the Bidder understands that, whilst ASGL has adopted employee share plans, as at the date of this Bidder's Statement, there has been no announcements on the ASX platform advising of any issues under those plans.

5.9 Recent share price performance



Since listing on ASX on 21 December 2016 until 22 May 2017 (being the last Trading Day prior to the date of this Bidder's Statement):

- (a) The highest recorded sale price for ASGL shares on the ASX was \$0.99 on 23 February 2017; and
- (b)
- (c) The lowest recorded sale price for ASGL shares on the ASX was \$0.25 on 27 April 2017.

Since the trading update and profit guidance announcement to the ASX on 26th April 2017 until 22 May 2017 (being the last Trading Day prior to the date of this Bidder's Statement):

- The highest recorded sale price for ASGL shares on the ASX was \$0.4150 on 8th May 2017;
- The lowest recorded sale price for ASGL shares on the ASX was \$0.2500 on 27th April 2017; and
- The Volume Weighted Average Closing price for ASGL shares on the ASX was \$0.2960.

5.10 Offer extends to new Shares

The Offer extends to ASGL Shares that are issued or otherwise come into existence during the period from the Register Date to the end of the Offer Period due to the conversion of, or exercise of rights attached to, other securities convertible into ASGL shares that are on issue at the Register Date. As at the date of this Bidder's Statement, the Bidder is not aware of any such securities being on issue.

5.11 The Bidder's voting power in ASGL

The Bidder's voting power in ASGL and the number of shares held in ASGL (as at the dates specified) is shown below:

	At date of this Bidder's Statement	At date first Offer is sent
Voting power in ASGL	18.04%	18.04%
Number of ASGL shares	9,082,119	9,082,119

5.12 Relevant Interest and voting power of the Bidder's directors

As at the date of this Bidder's Statement, none of the directors of the Bidder have a relevant interest in any ASGL Shares.

As at the date of this Bidder's Statement and immediately before the Offer was first sent, each Director of the Bidder had 0% voting power in ASGL.

5.13 No agreements with ASGL Directors

There is no agreement between the Bidder or its associates and ASGL Director or another officer of ASGL in connection with or conditional on the outcome of the Offer other than as disclosed in this Bidder's Statement.

5.14 No escalation agreements

Neither the Bidder nor any of their associates has entered into any escalation agreement that is prohibited by section 622 of the Corporations Act.

5.15 No collateral benefits

During the period beginning 4 months before each of the date of this Bidder's Statement and the Offer Date, neither the Bidder nor any associate of the Bidder, gave, or offered to give or agreed to give a benefit to another person that is not available under the Offer and was likely to induce the other person, or an associate of the other person, to accept an Offer, or

5.16 Publicly available information

ASGL is a listed disclosing entity for the purposes of the Corporations Act and is subject to regular reporting and disclosure obligations. Specifically, as an ASX listed company, ASGL is subject to the ASX Listing Rules, which require continuous disclosure of any information ASGL has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities. The ASX website lists all of the announcements issued by ASGL. These documents are available in electron form at www.asx.com.au.

You should consider publicly available information regarding ASGL including information available on its website, announcements made to ASX by ASGL and the Target's Statement that ASGL is required to provide to you under the Corporations Act.

For personal use only

Since the listing of ASGL on 21 December 2016, ASGL has issued the following announcement with ASX:

Date	Announcement
19/12/2016	Second Replacement Prospectus
20/12/2016	ASX Notice
20/12/2016	Admission to Official List
20/12/2016	Pre-Quotation Disclosure
20/12/2016	Distribution Schedule
20/12/2016	Top 20 Holders
20/12/2016	Appendix 1A Listing Application and Agreement
20/12/2016	Information Form and Checklist
20/12/2016	Constitution
20/12/2016	Securities Trading Policy
20/12/2016	Employee Limited Recourse Loan Plan (Rules)
20/12/2016	Employee Limited Recourse Loan Plan (offer terms)
20/12/2016	Pre-quotation disclosure statement
22/12/2016	Becoming a substantial holder
22/12/2016	Initial Directors Interest Notice
22/12/2016	Initial Directors Interest Notice
22/12/2016	Initial Directors Interest Notice
22/12/2016	Initial Directors Interest Notice
22/12/2016	Initial Directors Interest Notice
23/12/2016	Becoming a substantial holder
23/12/2016	Shareholder Update
31/01/2017	Quarterly Cash Flow Report and Update
13/02/2017	Change of Registered Office
15/02/2017	Market Update
28/02/2017	Appendix 4D - Half Yearly Report and Accounts
28/02/2017	Market Update
1/03/2017	Market Update - Contract Extension
2/03/2017	Change in substantial holding
7/03/2017	4WD Investor Presentation
19/04/2017	ASGL Launches Prototype Vehicle
26/04/2017	ASGL Trading and Profit Guidance Update
28/04/2017	Quarterly Cash Flow Report Appendix 4C
4/05/2017	Updated Quarterly Cash Flow Report Appendix 4C
5/05/2017	ASGL Investor Update
5/05/2017	Change in substantial holding
5/05/2017	Change of Director's Interest Notice
8/05/2017	AMA: Equity Interest in Automotive Solutions Group Ltd
9/05/2017	Ceasing to be a substantial holder
9/05/2017	Becoming a substantial holder from AMA
9/05/2017	Market Update
10/05/2017	Change in substantial holding
19/05/2017	Market Update
22/05/2017	Final Directors Notice

6. The Bidder's intentions

6.1 Introduction

This Section sets out the rationale for the Offer and the Bidder's intention in relation to:

- (a) the continuation of the business of ASGL;
- (b) any redeployment of fixed assets which are significant to the business of ASGL; and
- (c) the future employment of the present employees of ASGL.

These intentions are based on the information of ASGL at the time of preparation of this Bidder's Statement.

6.2 Strategic Review

The Bidder and its advisers have reviewed information that has been publicly released by ASGL, its current activities and its plans for the future. However, the Bidder does not currently have access to all material information, facts and circumstances which it considers necessary to assess the operational, commercial, taxation and financial implications of its current intentions in order to make final decisions on these key matters.

While the Bidder's general intentions are set out in Section 6.3, where the Bidder controls more than 50% of the voting power in ASGL's Shares, it proposes to conduct a review of the strategy, operations, activities, assets and employees of ASGL in light of the information which then becomes available to it (**Strategic Review**).

The Strategic Review will focus on and have as its objectives:

- (a) integrating management operating systems and platforms, administrative procedures, systems and reporting lines;
- (b) reviewing management, employees and operations;
- (c) identifying potential synergies and cost savings, including rent, professional advisory fees and other synergistic operational cost; and
- (d) identifying any revenue enhancement opportunities that may become available through interaction with other parts of the AMA Group of entities.

Final decision will only be reached in light of all material facts and circumstances. Accordingly, the statements set out in this Section are statements of current intention only which may change as new information becomes available or circumstances change.

6.3 Intentions generally

The purpose of the Strategic Review will be to undertake a review of current operations, systems and processes to ascertain opportunities for cost rationalisation and determine synergies which benefit both the Bidder and ASGL. In the short term (except for the changes

and intentions set out in this Section 6 and subject to the outcome of the Strategic Review), the Bidder intends, based on the information presently known to it:

- (a) to continue the ASGL current businesses;
- (b) not to make any major material changes to the current businesses of ASGL;
- (c) not to materially redeploy any of the fixed assets of the businesses of ASGL; and
- (d) not to make any immediate material changes to the employment of ASGL's employees.
- (e) The Bidder has already formed a preliminary view that certain cost savings may be achieved by eliminating the duplication of specific tasks which may benefit both entities.

6.4 Intention upon controlling 90% or more of ASGL Shares

Should the Bidder obtain control of 90% or more of ASGL's Shares, it will become a controlled entity of the Bidder and become entitled to acquire the balance of the ASGL Shares under the Corporations Act, the Bidder will:

- (a) proceed with the compulsory acquisition of the balance of the ASGL Shares;
- (b) seek to remove ASGL from the Official List of the ASX;
- (c) seek to replace all non-executive directors with nominees of the Bidder;
- (d) undertake the Strategic Review; and
- (e) meet with key partners (for example, where consent is required under a material contracts (see Section 9.1)).

It is not the Bidder's current intention to substantially change the operating activities of ASGL. Rather, the Bidder would seek to assist ASGL management with their operating activities seeking to grow and expand the size and profitability of its business. As outlined above, the Bidder will however, undertake the Strategic Review of ASGL. The results of which may change these current intentions.

The Bidder considers ASGL's employees to be an integral part of the ASGL's operations. The Bidder will, however, seek to integrate certain functions of ASGL with those of the Bidder to take advantage of cost savings from eliminating duplicated functions. In these circumstances, some positions may become redundant. Where possible, the Bidder will seek to redeploy employees. However, where this is not possible, affected employees will be made redundant in compliance with any applicable legislative or contractual requirements and be paid their full legal entitlements.

6.5 Intentions upon controlling more than 50% but less than 90% of ASGL's Shares

Should the Bidder acquire more than 50%, but less than 90% of the ASGL Shares, ASGL will still become a controlled entity of the Bidder. The Bidder's current intentions are to:

- For personal use only
- (a) not substantially change the operating activities of ASGL. Rather AMA would assist ASGL management in their operating activities seeking to grow and expand the size and profitability of these businesses. In addition it would seek to assist the Board of ASGL in the appointment of a new permanent Chief Executive Officer and Chief Operations Officer as the current Chairman of ASGL is acting as executive Chairman rather than as an independent Chairman;
 - (b) undertake the Strategic Review, assessing the operations and potentially altering some elements of these activities depending on the findings of this Review;
 - (c) maintain ASGL's listing on the ASX, subject to the requirements for listing (including a sufficient spread of investors) continuing to be satisfied. The ASX may, however, decide itself to remove ASGL from the Official List depending upon factors such as the spread of ASGL shareholder at that time, the level of liquidity in ASGL shares and the listing requirements of the ASX;
 - (d) subject to the Corporations Act and ASGL's constitution, seek to appoint nominees to the Board of ASGL. The proportion of AMA's nominees to the total number of directors on the Board of ASGL will not exceed AMA's proportionate ownership interest in ASGL. In this scenario, the Bidder may, in its discretion, seek to retain one or more of the existing directors of ASGL on the ASGL Board. AMA has not made any decision as to who would be nominated for appointment to the ASGL Board in this case; and
 - (e) meet with key partners (for example, where consent is required under a material contracts (see Section 9.1)).

The Bidder may, at some time in the future, acquire additional ASGL Shares in a manner consistent with the Corporations Act. The Bidder has not yet decided whether it will acquire further ASGL Shares as this will depend upon the extent to which the Bidder has the capacity to acquire further ASGL Shares and market conditions at that time.

If the Bidder becomes entitled, at some time to exercise general compulsory acquisition rights under the Corporations Act, it may exercise those rights.

6.6 Intentions upon controlling 50% or less of ASGL Shares

If the Bidder does not acquire more than 50% of the ASGL Shares, the Bidder will endeavour, to the extent possible through its non-controlling holding of the ASGL Shares, give effect to the intentions set out in this Section. However, the Bidder considers that its ability to effect the intentions set out in this Section 6 will be significantly limited if the Bidder is unable to achieve more than 50%.

The Bidder may consider acquiring additional ASGL Shares under Item 9 in section 611 of the Corporations Act which permits a Bidder and its Associates to acquire up to 3% of ASGL Shares every 6 months (known as the 'creep' exception). The Bidder has not yet decided whether it will acquire further ASGL Shares as this will depend upon the extent to which the Bidder has the capacity to acquire further ASGL Shares and market conditions at that time.

6.7 Limitations on intentions

The intentions and statements of future conduct set out in this Section 6 must be read as being subject to:

- (a) the outcome of the Strategic Review;
- (b) the law (including the Corporations Act) and the Listing Rules, including in particular the requirement of the Corporations Act and the Listing Rules in relation to conflicts of interest and “related party” transactions given that, if the Bidder gains control of ASGL but does not acquire all of the ASGL Shares, it will be treated as a related party of ASGL for these purposes; and
- (c) the legal obligation of the ASGL directors at the time, including any nominees of the Bidder, to act in good faith and in the best interests of ASGL and for the proper purposes and to have regard to the interest of all ASGL Shareholders (in which regard the role of independent directors of ASGL will also be important).

7. Sources of cash consideration

7.1 Maximum amount payable

The consideration for the acquisition of the ASGL Shares under this Offer will be satisfied by the payment of cash (in Australian dollars).

As at the date of this Bidder's Statement, there are 50,345,622 Shares on issue; 9,082,119 of which are already held by the Bidder.

Accordingly, the total maximum amount of cash which may be required by the Bidder to settle acceptances under the Offer is \$14,442,226 (**Total Offer Consideration**).

7.2 Source of funding

The Bidder already has in place undrawn debt funding arrangements in excess of the Total Offer Consideration.

On 24 August 2016, AMA entered into a new Facility Agreement with National Australia Bank Limited. The key terms of this agreement are:

- a \$40 million debt facility, with a tenure of 36 months, to assist in funding acquisitions and general corporate needs;
- a \$6.5 million lease facility to assist with the purchase of capital equipment;
- a \$3.0 million bank guarantee facility to assist with securing property rental leases; and
- a \$0.4 million letter of credit facility.

The Facility is secured by a fixed and floating charge over all of the assets of ASGL and its wholly owned subsidiaries and is subject to standard covenants. As at the date of this

Bidder's Statement, AMA has drawn \$6.5 million of the \$40 million debt facility and is in compliance with covenants governing this facility.

The Offer will not be sourced from the Bidder's own cash resources.

The Offer is not subject to any financing conditions.

7.3 Provisions of consideration

Having regard to the matters set out in this Section 7, the Bidder is of the opinion that it has a reasonable basis for forming the view, and it holds the view, that it will be able to satisfy its payment obligations under the Offer.

8. Taxation considerations

8.1 Australian tax implications for ASGL Shareholders

The following is a general description of the Australian income tax, Capital Gains Tax ("CGT") and Goods and Services Tax ("GST") consequences for ASGL Shareholders on disposing of their ASGL Shares, in return for cash.

The general information contained herein is based upon taxation law and practice in effect at the date of this Bidder's Statement. It is not intended to be an authoritative or comprehensive analysis of the taxation laws of Australia, nor should it be construed as taxation advice. The summary does not consider any specific facts or circumstances that may apply to particular shareholders. Further, it does not deal with the taxation consequences of disposing of shares issued under an employee share scheme, which may be subject to specific tax provisions.

We recommend you seek independent professional advice regarding the Australian tax consequences of disposing of your ASGL Shares according to your own particular circumstances.

The Australian tax consequences of disposing of your ASGL Shares will depend on a number of factors including:

- whether you are an Australian resident or non-resident for tax purposes;
- whether you hold your ASGL Shares on capital or revenue account or as trading stock;
- when you acquired your ASGL Shares for tax purposes; and
- whether you are an individual, a company or a trustee of a complying superannuation entity.

8.2 Shareholders who are Australian residents for tax purposes

Disposal of shares held as trading stock

If you hold your ASGL Shares as trading stock (e.g. you are carrying on a business as a share trader) you will be required to include the amount of the cash consideration for the disposal of your ASGL Shares in your assessable income. Under the trading stock rules, a deduction would be expected to be claimable for the tax cost base of those shares.

Disposal of shares held on revenue account

If you hold your ASGL Shares on revenue account (e.g. you acquired your ASGL Shares for the main purpose of reselling them at a profit, but are not carrying on a business as a share trader) then you will be required to treat any gain or loss arising on the disposal of your ASGL Shares as either assessable income or, subject to meeting certain integrity provisions, an allowable deduction.

The calculation of the gain or loss will broadly be the difference between the:

- the cash consideration received; and
- the cost of acquiring your ASGL Shares.

Disposal of shares held on capital account

If you hold your ASGL Shares on capital account, the disposal of ASGL Shares will generally have an Australian CGT consequence. The disposal of your ASGL Shares whether under the acceptance of the Offer or the compulsory acquisition of your ASGL Shares will constitute a CGT event for CGT purposes.

The CGT event will occur at the time that you accept the Offer, or at the time that your ASGL Shares are compulsorily acquired.

The CGT implications of a disposal of your ASGL Shares will depend upon a number of factors, including:

- the date your ASGL Shares were acquired for CGT purposes;
- your taxpayer status (e.g. individual, trust, SMSF or company); and
- the length of time you have held your ASGL Shares.

Shares acquired before 11.45am on 21 September 1999

A capital gain or loss will arise depending on the difference between:

- the cash proceeds received; and
- the cost base of the ASGL Shares (which would generally include the amount paid to acquire the shares plus any incidental costs of acquisition, e.g. brokerage fees).

If your ASGL Shares were acquired before 11.45am by legal time in the Australian Capital Territory (ACT time) on 21 September 1999 then for the purpose of calculating a capital gain (but not a capital loss), you may choose that the cost base of those shares be indexed (the "indexation method").

Alternatively, provided you have held your ASGL Shares for at least 12 months, and you do not choose to apply the indexation method, the discount capital gain provisions may apply (the "discount method"). This means that:

- if you are an individual or trust, half of the capital gain (after offsetting any applicable capital losses) would be included in your assessable income; or
- if you are a complying superannuation fund, two-thirds of the capital gain after offsetting any applicable capital losses would be included in your assessable income².

² If the asset that gives rise to the capital gain was held to provide for a super income stream benefits to members (of the complying superannuation fund) the capital gain may be exempt from tax.

The CGT provisions may also apply to beneficiaries that receive a trust distribution from a trust that makes a capital gain on the disposal of the ASGL Shares. You should seek advice from your professional tax adviser in this regard.

The discount method will not apply to a company making a capital gain. Accordingly, shareholders that are companies will not be able to apply the CGT discount to reduce a capital gain that arises on the disposal of their ASGL Shares.

If you make a capital loss on the disposal of your ASGL Shares, the capital loss may only be used to reduce other capital gains that arise in the same or subsequent income years.

Shareholders applying the discount method must apply any current or prior year capital losses to reduce the gross capital gain before applying the relevant discount. Alternatively, if you choose the indexation method, capital losses are applied after calculating the capital gain using the indexed cost base.

Shares acquired after 11.45 am on 21 September 1999

If you acquired your ASGL Shares after 11.45 am (ACT time) on 21 September 1999 then you will not be entitled to choose the indexation method when calculating a capital gain or loss on the disposal of your ASGL Shares.

If you are an individual, trust or complying superannuation fund, and have held your ASGL Shares for at least 12 months at the time the Offer is accepted (or at the time the ASGL Shares are compulsorily acquired where no acceptance is given) then the discount method will automatically apply in calculating any capital gain on disposal.

Any available capital loss must be applied to reduce the realised gross capital gain before applying the relevant CGT discount.

If your ASGL Shares have been held for less than 12 months, or you are a company, the discount method is not available to you. In these circumstances, the gross capital gain on the shares, being any excess of the value of the capital proceeds over the cost base of the shares, will be assessable in full.

8.3 Shareholders who are not Australian residents for tax purposes

Disposal of shares held as trading stock or on revenue account

If you are not an Australian tax resident and your ASGL Shares are held as trading stock or otherwise on revenue account you should seek your own professional advice.

Disposal of shares held on capital account

Generally speaking if you are not an Australian tax resident and you hold your ASGL Shares on capital account, you are not expected to be subject to Australian CGT on the disposal of your ASGL Shares. However, you should seek your own professional advice.

8.4 Taxation of Financial Arrangements (TOFA)

The TOFA provisions apply to assess gains and losses arising from certain “financial arrangements” on revenue account. In particular, the TOFA provisions will determine the timing of the assessability / deductibility of affected gains or losses.

Generally speaking the TOFA provisions should not apply to a gain or loss arising on the disposal of an ASGL Share unless either a “fair value method” election or a “reliance on financial reports” election has been made by the shareholder. The TOFA rules will only have application to certain taxpayers.

Given the complexity of the TOFA provisions ASGL Shareholders should obtain their own advice in relation to the applicability of the TOFA provisions in light of their own individual facts and circumstances.

8.5 Goods and Services Tax (“GST”)

GST should not be payable on the disposal of your ASGL Shares under the arrangement.

9. Other material information

9.1 Material Contracts

The Bidder is aware that the prospectus issued by ASGL dated 7 December 2016 (**Prospectus**) states “*certain agreements with manufacturers or distributors contain change of control provisions. If a change of control occurs (for example, by way of a takeover offer or other acquisition) those provision require the consent of the relevant manufacturer or distributor. If consent is not obtained as required, the manufacturer or distributor may terminate the relevant agreement*”.

As part of the Strategic Review, the Bidder would seek to obtain the consent of those Manufacturers and Distributors. In the event that this approval is not obtained, the Bidder believes it will not have a material impact on ASGL’s businesses as alternative suppliers would be sought.

There may be other agreements (such as leases) which may also have change of control provisions but which ASGL deemed immaterial for the purposes of the Prospectus.

9.2 Regulatory approvals

There are no regulatory approvals that the Bidder must obtain in order to make and complete the Offer.

9.3 ASIC Modification and exemptions

The Bidder has not obtained from ASIC any modifications of, or exemptions from, the Corporations Act in relation to the Offer. However, ASIC has published various instruments providing for modifications and exemptions that apply generally to all persons, including the Bidder, in relation to the operation of Chapters 6 and 6A of the Corporations Act.

The Bidder has relied on the modification to section 636(3) of the Corporations Act set out in paragraph 5(D) of ASIC Class Order 13/521 ‘Takeover Bids’ to include:

- (a) references to certain statements by ASGL and the ASGL Directors in this Bidder’s Statement without obtaining the consent of those persons. The relevant statements were taken from certain ASGL ASX announcements; and
- (b) trading data sourced from Bloomberg and IRESS without their consent.

As required by ASIC Class Order 13/521, the Bidder will make available a copy of this Bidder’s Statement (or relevant extracts from these documents), free of charge, to ASGL Shareholders who request them during the Offer Period. To obtain a copy please contact Mr Andy Sibley of AMA Group Limited on 07 3897 5780 (from within Australia) or +61 7 3897 5780 (from outside Australia).

9.4 Withdraw and Prescribed Events

The Bidder may only withdraw its Offer where a Prescribed Event occurs provided that its voting power is at or below 50% when the Prescribed Event happens.

The Bidder may also withdraw the Offer at any time (regardless of percentage of voting power) on the occurrence of any of the following events:

- (a) a liquidator or provisional liquidator of ASGL or of a subsidiary of ASGL is appointed;
- (b) a court makes an order for the winding up of ASGL or of a subsidiary of ASGL;
- (c) an administrator of ASGL, or of a subsidiary of ASGL, is appointed under section 436A, 436B or 436C of the Corporations Act;
- (d) ASGL or a subsidiary of ASGL executes a deed of company arrangement; or
- (e) a receiver, or a receiver and manager, is appointed in relation to the whole, or a substantial part, of the property of ASGL or of a subsidiary of ASGL.

9.5 Consents

Foster Nicholson Jones Pty Ltd has given and before lodgement of this Bidder's Statement has not withdrawn its written consent to be named as the legal advisor to the Offer in the form and context in which it is so named.

Bell Potter Securities Limited is providing execution-only broking services to the Bidder and Bell Potter Securities Limited has not authorised, advised on or caused the issue of the Bidder's Statement. Bell Potter Securities Limited does not make, or purport to make, any statement or representation in the Bidder's Statement or any statement or representation on which a statement in the Bidder's Statement is based, other than as described above with respect to its name and role, and expressly disclaims and takes no responsibility for statements or representation made in or omissions from any part of the Bidder's Statement.

Each of Foster Nicholson Jones Pty Ltd and Bell Potter Securities Limited:

- (a) has not authorised or caused the issue of the Bidder's Statement;
- (b) does not make, or purport to make, any statement in this Bidder's Statement other than as specified in this Section; and
- (c) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding and takes no responsibility for, any part of this Bidder's Statement with the consent of that party as specified in this Section.

9.6 No other material information

Except as disclosed in this Bidder's Statement, there is no other information that:

- (a) is material to the making of a decision by an ASGL Shareholder whether or not to accept the Offer; and
- (b) is known to the Bidder,

which has not been previously disclosed to ASGL Shareholders.

A Director of the Bidder is a contractor with Bell Potter Securities Limited. Whilst this does not result in a related party transaction, the Bidder has been requested by Bell Potter Securities Limited to make disclosure of this relationship.

9.7 Variation

The Bidder reserves the right to vary this Offer in accordance with section 649A and 649B of the Corporations Act.

9.8 Costs of Offer

The Bidder will meet the costs relating to the preparation and circulation of this Bidder's Statement and Offer together with all transfer duty (if any) on the transfer of the ASGL Shares to the Bidder.

9.9 Approval of Bidder's Statement

This Bidder's Statement has been approved by the Directors of AMA Group Limited dated 23 May 2017.

10. Definitions

- (c) **Announcement Date** is defined in Section 1;
- (d) **ASGL** means Automotive Solutions Group Limited;
- (e) **ASGL Shares** means fully paid ordinary share of ASGL;
- (f) **ASIC** means the Australian Securities and Investments Commission;
- (g) **Associate** is defined in Chapter 1, Division 2 of the Corporations Act;
- (h) **ASX Listing Rules** means the listing rules of the ASX;
- (i) **ASX** means ASX (Limited) ABN 98 008 624 691;
- (j) **Bidder's Statement** means the document and its content;
- (k) **Corporations Act** means the Corporations Act 2001 (Cth);
- (l) **Offer** means the Offer to acquire the ASGL shares, on-market in accordance with the Bidder's Statement;
- (m) **Offer Period** means the period during which the Offer remains open;
- (n) **Offer Price** is defined in Section 2.1;
- (o) **Official List** means the official list of the ASX;
- (p) **Prescribed Event** means where;
 - (i) ASGL converts all or any of its shares into a larger or smaller number of Shares of the Corporations Act;
 - (ii) ASGL or a subsidiary of ASGL resolves to reduce its share capital in any way;
 - (iii) ASGL or a subsidiary of ASGL:
 - (A) enters into a buy-back agreement; or
 - (B) resolves to approve the terms of a buy-back agreement (257C(1) or 257D(1) of the Corporations Act);
 - (iv) ASGL or a subsidiary of ASGL issues shares, or grants an option over its Shares, or agrees to make such an issue or grant such an option;
 - (v) ASGL or a subsidiary of ASGL issues, or agrees to issue, convertible notes;
 - (vi) ASGL or a subsidiary of ASGL disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property;

- (vii) ASGL or a subsidiary of ASH grants, or agrees to grant, a security interest in the whole, or a substantial part, of its business or property; and
- (viii) ASGL or a subsidiary of ASGL resolves to be wound up.; and
- (q) **Target's Statement** means the document that ASGL is required to send to its Shareholders in response to this Bidder's Statement

11. Approval of Bidder's Statement

This Bidder's Statement has been approved by a resolution passed by the Directors of AMA Group Limited dated 23 May 2017.

12. Directory

Legal Advisor to AMA Group Limited

Foster Nicholson Jones Lawyers

Broker to the Offer

Bell Potter Securities Limited