

# AMA GROUP

## ASX Announcement

20 October 2023

## 2023 Notice of Annual General Meeting

Attached are the following documents relating to the 2023 Annual General Meeting of AMA Group Limited (ASX: AMA) (AMA Group) to be held as a hybrid meeting at 2.30pm (AEDT) on Thursday, 23 November 2023:

- Notice of Annual General Meeting
- Voting Form
- Notice and Access Letter

The Notice of Annual General Meeting and other information in relation to AMA Group's 2023 Annual General Meeting is available at [www.edocumentview.com.au/AMA2023AGM](http://www.edocumentview.com.au/AMA2023AGM).

This announcement has been authorised by the Board of AMA Group Limited.

ENDS.

### Investors and Media:

Alexandra Holston, Director Investor Relations and Corporate Affairs

E: [alexandra.holston@amagroupltd.com](mailto:alexandra.holston@amagroupltd.com) M: +61 418 312 837

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# AMA GROUP

## AMA Group Limited

ABN 50 113 883 560

Registered Office: Level 13, 484 St Kilda Road, Melbourne VIC 3004

### NOTICE OF ANNUAL GENERAL MEETING

**Date of Meeting:**

Thursday, 23 November 2023

**Time of Meeting:**

2:30pm (AEDT)

**Place of Meeting:**

KPMG Australia  
Level 36, Tower Two, Collins Square,  
727 Collins Street, Docklands VIC 3008 and Virtually (online)

*This Notice of Annual General Meeting, Explanatory Memorandum and Voting Form should be read in their entirety.  
If you are in doubt as to how you should vote, you should seek advice from your professional adviser(s).*

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of Shareholders of AMA Group Limited (**AMA Group** or **Company**) will be held at 2.30pm (AEDT) on Thursday, 23 November 2023. The Notice of Meeting and Explanatory Memorandum outlining the formal business of the Meeting and the Voting Form are enclosed.

### PARTICIPATING IN THE AGM

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If you are a Shareholder and you wish to attend in person, the AGM will be held at KPMG Australia, Level 36, Tower Two, Collins Square, Docklands VIC 3008.

If you are a Shareholder and wish to attend virtually, you can access the Meeting online at <https://meetnow.global/AMA2023> and clicking 'Join Meeting Now'. Enter your Securityholder Reference Number (SRN) or Holder Identification Number (HIN). If in Australia enter your registered postcode. If Overseas, select your Country of residence from the drop down menu. Appointed Proxies: Please contact AMA Group's share registry, Computershare on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

Shareholders attending the Meeting online will be able to ask questions and vote live.

If you are attending in person, please bring your Voting Form with you to assist registration.

More information regarding participation in the AGM online (including browser requirements, how to vote and ask questions, etc.) is detailed in the AGM Virtual Meeting Guide at [www.edocumentview.com.au/AMA2023AGM](http://www.edocumentview.com.au/AMA2023AGM).

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that persons eligible to vote at the AGM are those who are registered Shareholders of the Company on 21 November 2023 at 7.00pm (AEDT).

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## BUSINESS

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The Notice of Meeting (**Notice**) contains ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on the resolution.

We encourage you to review the FY23 Annual Report can be viewed on AMA Group's website at [www.amagroupltd.com/investor-centre](http://www.amagroupltd.com/investor-centre).

Details of the definitions and abbreviations used in this Notice are set out in the Glossary.

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## FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's Financial Statements, Directors' Report, and Auditor's Report for the financial year ended 30 June 2023.

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### RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Section 250R(2) of the Corporations Act, 2001 (Cth) (Corporations Act) and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the year ended 30 June 2023."*

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### RESOLUTION 2 – ELECTION OF TALBOT BABINEAU AS A DIRECTOR

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To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, Talbot Babineau, having been appointed by the Board since the last AGM of the Company, retires in accordance with clause 15.1(c) of the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."*

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### RESOLUTION 3 – RE-ELECTION OF KYLE LOADES AS A DIRECTOR

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To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, Kyle Loades, a Director of the Company who retires in accordance with clause 15.3(b) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

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### RESOLUTION 4 – APPROVAL OF PREVIOUS SHARE ISSUE UNDER UNCONDITIONAL PLACEMENT (LISTING RULE 7.4)

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To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the previous issue of 200,126,451 Shares for the purposes of ASX Listing Rule 7.1, on the terms and conditions set out in the Explanatory Memorandum."*

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### RESOLUTION 5 – APPROVAL OF SHARE ISSUE TO CAROLINE WALDRON UNDER CONDITIONAL PLACEMENT (LISTING RULE 10.11)

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To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve to allot and issue 1,286,821 Shares under the Conditional Placement to Caroline Waldron, the Chair and a Director of the Company, on the terms and conditions set out in the Explanatory Memorandum."*

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**RESOLUTION 6 – APPROVAL OF SHARE ISSUE TO SIMON MOORE UNDER CONDITIONAL PLACEMENT (LISTING RULE 10.11)**

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To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve to allot and issue 32,346,326 Shares under the Conditional Placement to Simon Moore, via his controlled entities, Colinton Capital Partners Fund I (A) and Colinton Capital Pty Limited, a Director of the Company, on the terms and conditions set out in the Explanatory Memorandum.”*

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**RESOLUTION 7 – APPROVAL OF SHARE ISSUE TO KYLE LOADES UNDER CONDITIONAL PLACEMENT (LISTING RULE 10.11)**

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To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders approve to allot and issue 471,309 Shares under the Conditional Placement to Kyle Loades, via his self-managed super fund, Blueys 92 Pty Limited as trustee for Blueys 92 Superannuation Fund, a Director of the Company, on the terms and conditions set out in the Explanatory Memorandum.”*

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**RESOLUTION 8 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

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To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, for the purpose of ASX Listing Rule 7.1A and all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”*

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**OTHER BUSINESS**

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To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the Corporations Act.

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## VOTING INFORMATION

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### Voting Methods

Ordinary Shareholders can vote in one of the following ways:

- by attending the Meeting and voting either in person (or online using the online voting facility), by attorney or in the case of corporate Shareholders, by a corporate representative;
- by lodging a direct vote in advance of the AGM electronically by visiting [www.edocumentview.com.au/AMA2023AGM](http://www.edocumentview.com.au/AMA2023AGM);
- by appointing a proxy to attend and vote at the Meeting on your behalf electronically by visiting [www.edocumentview.com.au/AMA2023AGM](http://www.edocumentview.com.au/AMA2023AGM); or
- Shareholders can also complete a directed vote or proxy appointment and submit:

**By mail:** Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001

**By facsimile:** 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

For Intermediary Online subscribers only (custodians and nominees) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com).

Voting on the items set out in this Notice of Meeting will be conducted on a poll.

### Voting Deadline

Shareholders who wish to lodge a direct vote in advance of the AGM or appoint a proxy to attend and vote at the Meeting on their behalf, must cast their vote online via [www.edocumentview.com.au/AMA2023AGM](http://www.edocumentview.com.au/AMA2023AGM) by 2.30pm (AEDT) on Tuesday, 21 November 2023 or, if the Meeting is adjourned, at least 48 hours before its resumption in relation to the adjourned part of the Meeting. Direct votes or proxy appointments received after this time will be invalid.

### Direct Voting Prior to the Meeting

To lodge direct votes in advance of the AGM, go to [www.edocumentview.com.au/AMA2023AGM](http://www.edocumentview.com.au/AMA2023AGM) and follow the prompts and instructions.

For direct votes to be effective, they must be lodged by the time specified in the Voting Deadline section of this Notice of Meeting.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may specify the proportion or number of direct votes that they wish to cast "For", "Against" or specify that they "Abstain" from voting on an item. Fractions of votes will be disregarded.

If a Shareholder specifies that they will "Abstain" from voting on an item, the shares that are the subject of the direct vote will not be counted in calculating the required majority.

### Proxy Voting

To appoint a proxy, Shareholders must visit [www.edocumentview.com.au/AMA2023AGM](http://www.edocumentview.com.au/AMA2023AGM) and follow the instructions.

For proxy appointments to be effective, they must be completed by the time specified in the Voting Deadline section of this Notice of Meeting.

If a proxy is instructed to "Abstain" from voting on an item of business, they are directed not to vote on the Shareholder's behalf, and on a poll, the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

A proxy need not be a Shareholder of AMA Group.

The Corporations Act provides the following for the processing of proxy votes.

### **Directed Proxy Votes**

If you appoint someone other than the Chairman of the Meeting as your proxy and give them voting instructions, the Corporations Act provides that the Chairman of the Meeting must cast those proxy votes on your behalf if your nominated proxy does not do so.

### **Undirected Proxy Votes**

Shareholders are encouraged to consider how they wish to direct their proxies to vote. Other than members of AMA Group's Key Management Personnel or their closely related parties voting as a proxy on Resolutions 1, 4, 5, 6 and 7 (as relevant), if a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting, as they think fit.

Should any Resolution, other than those specified in this Notice of Meeting, be proposed at the Meeting, a proxy may vote on that Resolution as they think fit.

If you wish to appoint a Director (other than the Chairman of the Meeting) or other member of AMA Group's Key Management Personnel or their closely related parties as your proxy, you must specify how they should vote on Resolutions 1, 4, 5, 6, and 7 by completing the "For", "Against" or "Abstain" boxes by visiting [www.investorvote.com.au](http://www.investorvote.com.au). If you do not, your proxy may not be able to exercise your vote on your behalf for those Resolutions.

The Chairman of the Meeting will be able to exercise your vote on your behalf on all Resolutions as he sees fit, if you appoint the Chairman as your proxy, but do not direct him how to vote (in which case the Chairman intends to vote in **FAVOUR** of each item of business).

### **Revocations of proxies**

Any revocations of proxies must be made at in writing to AMA Group's share registry, Computershare at GPO Box 242, Melbourne VIC 3001 or via fax on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) before the time for the commencement of the Meeting.

### **Voting by Corporations**

In order to vote at the AGM (other than by proxy), a corporation that is a Shareholder must appoint a person to act as its representative.

The appointment must comply with the Corporations Act. A letter of representation, including any authority under which it is signed, must be lodged with AMA Group's share registry, Computershare prior to the commencement of the AGM.

### **Proxy Voting by Chairman**

The Chairman of the Meeting intends to vote all undirected proxies in **FAVOUR** of each of item of business.

## Voting Exclusions and Restrictions

### Resolution 1 – Adoption of Remuneration Report

The Company will disregard any votes cast on Resolution 1 by or on behalf of any of the Company's Key Management Personnel (as that term is defined in the Corporations Act (**Key Management Personnel**)), details of whose remuneration are included in the Remuneration Report or a Closely Related Party (as that term is defined in the Corporations Act) (**Closely Related Party**) of such a member. However, a person (the **voter**) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1; or
- b) the voter is the Chairman of the Meeting and the appointment of the Chairman of the Meeting as proxy does not specify the way the proxy is to vote on Resolution 1; and expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### Resolution 4 – Approval of Previous Share Issue under the Unconditional Placement (Listing Rule 7.4)

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who participated in the issue the subject of this Resolution or an associate of that person or those persons.

However, the Company will not disregard a vote in favour of Resolution 4 if:

- a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 in that way;
- b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote on Resolution 4, in accordance with a direction on the Voting Form to vote as the Chair of the Meeting decides; or
- c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 4; and
  - (ii) the holder votes on Resolution 4 in accordance with the directions given by the beneficiary to the holder to vote in that way.

### Resolution 5 – Approval of Share Issue to Caroline Waldron under the Conditional Placement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Caroline Waldron or any person who will obtain a material benefit as a result of the proposed issue of Shares under the Conditional Placement (except a benefit solely by reason of being a Shareholder of ordinary securities in the Company) or an associate of that person or persons.

However, the Company will not disregard a vote in favour of Resolution 5 if:

- a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way;
- b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote on Resolution 5, in accordance with a direction on the Voting Form to vote as the Chair of the Meeting decides; or
- c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and
  - (ii) the holder votes on Resolution 5 in accordance with the directions given by the beneficiary to the holder to vote in that way.



### Resolution 6 – Approval of Share Issue to Simon Moore under the Conditional Placement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Simon Moore or any person who will obtain a material benefit as a result of the proposed issue of Shares under the Conditional Placement (except a benefit solely by reason of being a Shareholder of ordinary securities in the Company) or an associate of that person or persons.

However, the Company will not disregard a vote in favour of Resolution 6 if:

- a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way;
- b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote on Resolution 6, in accordance with a direction on the Voting Form to vote as the Chair of the Meeting decides; or
- c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 6; and
  - (ii) the holder votes on Resolution 6 in accordance with the directions given by the beneficiary to the holder to vote in that way.

### Resolution 7 – Approval of Share Issue to Kyle Loades under the Conditional Placement

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Kyle Loades or any person who will obtain a material benefit as a result of the proposed issue of Shares under the Conditional Placement (except a benefit solely by reason of being a Shareholder of ordinary securities in the Company) or an associate of that person or persons.

However, the Company will not disregard a vote in favour of Resolution 7 if:

- a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with the directions given to the proxy or attorney to vote on Resolution 7 in that way;
- b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote on Resolution 7, in accordance with a direction on the Voting Form to vote as the Chair of the Meeting decides; or
- c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 7; and
  - (ii) the holder votes on Resolution 7 in accordance with the directions given by the beneficiary to the holder to vote in that way.

### Further Information

Shareholders should direct any questions to the Company Secretary at:  
[companysecretary@amagrouppltd.com](mailto:companysecretary@amagrouppltd.com).

### By order of the Board



**Mark Licciardo**  
**Company Secretary**  
**20 October 2023**

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## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum forms part of the Notice of Meeting and is intended to assist Shareholders in consideration of the business proposed at the AGM.

### Questions

AMA Group invites you to submit questions (relevant to the business of the AGM or in relation to the content of the Annual Financial Report for the year ended 30 June 2023) in writing to the Company or to the Company's auditor, at either of the addresses below.

Written questions must be received no later than 5:00pm (AEDT) on Thursday, 16 November 2023:

Email address: [companysecretary@amagroupltd.com](mailto:companysecretary@amagroupltd.com)

### By mail to:

The Company Secretary  
AMA Group Limited  
Level 13, 484 St Kilda Road, Melbourne VIC 3004

During the AGM, the Chairman will aim to address as many of the more frequently raised Shareholder questions as reasonable. Please note that individual responses will not be sent to Shareholders.

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## ORDINARY BUSINESS

### FINANCIAL STATEMENTS AND REPORTS

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Statements, Directors' Report and Auditor's Report for the financial year ended 30 June 2023 (**Annual Report**). You may access the Annual Report by visiting the Company's website at [www.amagroupltd.com/investor-centre](http://www.amagroupltd.com/investor-centre).

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the Annual Report.

The Company's auditor will be present to respond to any qualifying questions.

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## RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

### Background

Pursuant to Section 250R(2) of the Corporations Act, Directors must put to the AGM a Resolution to adopt the Company's Remuneration Report.

The FY23 Remuneration Report is included in the Company's Annual Report. You may access the Annual Report by visiting the Company's website at [www.amagroupltd.com/investor-centre](http://www.amagroupltd.com/investor-centre).

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel including for the Directors of the Company.

Shareholders will be given a reasonable opportunity at the AGM to comment or raise questions in relation to the FY23 Remuneration Report.

The vote on this Resolution is advisory only and does not bind the Company. However, the Directors recognise the outcome of this Resolution as an indication of Shareholder sentiment in relation to the FY23 Remuneration Report.

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 an additional resolution (a “**Spill Resolution**”) that a future meeting be held within 90 days of the Spill Resolution. At that further meeting, 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 2022 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

#### **Board Recommendation and Voting Intention**

Noting that each Director has a personal interest in their own remuneration as set out in the Remuneration Report, the Board recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

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### **RESOLUTION 2 - ELECTION OF TALBOT BABINEAU AS A DIRECTOR**

#### **Background**

Jonathan Talbot (**Talbot**) Babineau was appointed as an independent Non-Executive Director on 13 February 2023. Talbot is also a member of the Audit and Risk Committee and People Committee. In accordance with Clause 15.1(c) of the Constitution, Talbot has offered himself for election as a Director. Prior to submitting himself for election, Talbot has confirmed that he will have sufficient time to fulfil his duties as a Director of AMA Group.

Talbot founded and is currently the President and Chief Executive Officer of Bryson Holdings, a Canadian based firm which has assembled a portfolio of investments in public and private companies. He is responsible for setting the firm’s strategic vision, pursuing new investment opportunities, and maximising the value of its existing portfolio.

During a nearly two-decade career as a successful entrepreneur and investment manager, Talbot has demonstrated expertise investing globally across asset classes and industries. His capital markets experience includes developing and implementing transformational strategies that optimize operational and financial performance and create value for all stakeholders.

He is a CFA Charterholder and currently serves as a Non-Executive Director at The Lung Health Foundation.

Having regard to the ASX Corporate Governance Council published guidelines (4th edition), the Board considers that Talbot is an independent Director.

#### **Board Recommendation and Voting Intention**

The Board, other than Talbot Babineau, unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

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### **RESOLUTION 3 - RE-ELECTION OF KYLE LOADES AS A DIRECTOR**

#### **Background**

Clause 15.3(b) of the Company’s Constitution states that at least one of the previously elected Directors must retire from office and may be eligible for re-election as a Director of the Company.

Kyle Loades was appointed as an independent Non-Executive Director on 24 May 2021. Kyle is also Chair of the People Committee. Kyle has offered himself for re-election as a Director. Prior to submitting himself for re-election, Kyle has confirmed that he will have sufficient time to fulfil his duties as a Director of AMA Group.

Kyle is a seasoned Non-Executive Director and Advisory Board Member with over 2 decades of Board experience in a broad range of industry sectors including, financial services, the automotive, mobility and transport sectors, infrastructure, emergency services and technology.

Kyle has a depth of experience in developing and implementing transformational growth strategies. Most notably he was recently Chairman of the NRMA where he led a significant and successful operational and cultural transformation of the business.

Kyle also serves as Independent Chair of Active Super, Non-Executive Director of Great Southern Bank and Non-Executive Chair of Hunter Medical Research Institute.

Having regard to the ASX Corporate Governance Council published guidelines (4th edition), the Board considers that Kyle is an independent Director.

#### **Board Recommendation and Voting Intention**

The Board, other than Kyle Loades, unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

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### **RESOLUTION 4 – APPROVAL OF PREVIOUS SHARE ISSUE UNDER UNCONDITIONAL PLACEMENT (LISTING RULE 7.1)**

#### **Background**

On 7 September 2023, the Company announced a fully underwritten \$55.0 million capital raising via:

- an institutional placement to institutional investors and certain AMA Group directors to raise \$17.6 million (**Placement**) (approximately \$2.6 million of which is subject to shareholder approval given AMA Group director participation); and
- 1 for 2.15 pro rata accelerated non-renounceable entitlement offer to raise approximately \$37.4 million (**Entitlement Offer**) (together with the Placement, the **Capital Raising**).

The proceeds from the Capital Raising will be used to repay senior bank debt, provide working capital and liquidity and pay the costs of the Capital Raising.

On 8 September 2023, the Company announced that it had completed the allocations under the Placement and the institutional component of the Entitlement Offer.

The Company received commitments to raise up to approximately 234.2 million Shares to new institutional investors and existing institutional shareholders under the Placement at the offer price of \$0.075 (**Offer Price**) as follows:

- an unconditional component to raise approximately \$15.0 million through the issue of approximately 200.1 million Shares (**Unconditional Placement**); and
- a conditional component which is conditional upon shareholder approval under ASX Listing Rule 10.11 to raise approximately \$2.6 million through the issue of approximately 34.1 million Shares (**Conditional Placement**). The Directors participating in the Conditional Placement are Caroline Waldron, Simon Moore and Kyle Loades, or an entity controlled by Caroline Waldron, Simon Moore and Kyle Loades as specified in the relevant Resolution (**Participating Directors**).

The Unconditional Placement and institutional component of the Entitlement Offer together raised \$39.8 million through the issue of approximately 531.1 million Shares at the Offer Price.

On 27 September 2023, the Company announced that the retail component of the Entitlement Offer raised \$15.8 million through the issue of approximately 211.2 million Shares at the Offer Price.

Approval for the issue of 34,104,456 Shares under the Conditional Placement to the Participating Directors of the Company is subject to and conditional upon Shareholder approval under ASX Listing Rule 10.11.

Resolution 4 seeks Shareholder approval for the ratification of the issue of 200,126,451 Shares pursuant to the Placement under ASX Listing Rule 7.4 for the purposes of ASX Listing Rule 7.1 (**Unconditional Placement Shares**).

## Listing Rules 7.4 and 7.5

The Shares were issued by the Company under the Company's 15% annual securities issuing limit set out in ASX Listing Rule 7.1. Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of Equity Securities (which includes shares, options over unissued shares, rights to shares and convertible notes) that a listed company may issue, or agree to issue, without shareholder approval in any rolling 12 month period to 15% of the company's issued ordinary shares. However, ASX Listing Rule 7.4 provides that where a listed company in general meeting subsequently approves a prior issue of securities and that prior issue did not breach ASX Listing Rule 7.1, those securities will be treated as having been made with shareholder approval for the purpose of ASX Listing 7.1. The Company is seeking Shareholder approval for the Share issue for the purposes of ASX Listing Rule 7.4 to enable the Company to retain the flexibility to issue new Equity Securities following the meeting and up to the 15% limit in ASX Listing Rule 7.1, without the need to seek Shareholder approval.

If Resolution 4 is passed by Shareholders, the issue of the Unconditional Placement Shares will be excluded from the calculations of the Company's 15% limit under ASX Listing Rule 7.1. If Resolution 4 is not passed by Shareholders, the Shares will be included in calculating the Company's 15% limit under ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the issue date of the Unconditional Placement Shares.

The following information in relation to the Unconditional Placement Shares the subject of Resolution 4 is provided to Shareholders for the purposes of Listing Rule 7.5:

Basis on which persons to whom the securities were issued were identified or selected	The Shares were issued to participants in the Placement who were institutional, sophisticated and professional investors identified by the underwriter under section 708 of the Corporations Act. All participants in the Placement were not related parties or associates of related parties of the Company.
The number and class of securities issued	200,126,451 Shares
Date of issue	15 September 2023
The price at which the securities were issued	\$0.075 per Share
The purpose of the issue, including the use (or intended use) of the funds raised	Proceeds of the Placement will be utilised to repay senior bank debt, fund additional working capital and liquidity and costs of the offer.

## Board Recommendation and Voting Intention

The Board unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chair of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

## RESOLUTION 5, 6 & 7 – APPROVAL OF SHARE ISSUE TO PARTICIPATING DIRECTORS UNDER CONDITIONAL PLACEMENT (LISTING RULE 10.11)

### Background

Information regarding the Capital Raising and Conditional Placement is set out above in the Explanatory Memorandum.

Resolutions 5, 6 and 7 seek Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 34,104,456 Shares to the Participating Directors under the Conditional Placement.

### ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that, unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed entity must not issue or agree to issue equity securities to certain persons identified in ASX Listing Rule 10.11.

The issue of Shares to the Participating Directors under the Conditional Placement falls within Listing Rule 10.11.1 as each Participating Director is a Director and does not fall within one of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11. The predominant purpose for including the Participating Directors in the Placement was to support the marketing of the Placement to new and existing institutional investors by demonstrating the Participating Directors' strong belief in the future prospects of the Company.

If Resolutions 5, 6 and 7 are passed, the Shares offered to each Participating Director under the Conditional Placement will be issued and these Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1 (by virtue of ASX Listing Rule 7.2, exception 9).

If Resolutions 5, 6 and 7 are not passed, the Company will not be able to proceed with the issue of Shares to each Participating Director (as applicable) under the Conditional Placement and the Company will receive up to \$2.6 million less cash in connection with the Capital Raising, which could, in turn, adversely impact the Company's ability to implement the funds in accordance with their proposed use under the Capital Raising.

For the purposes of ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolutions 5, 6 and 7:

<b>The names of the persons</b>	<ul style="list-style-type: none"><li>• Caroline Waldron</li><li>• Simon Moore</li><li>• Kyle Loades</li></ul>
<b>Which category in ASX Listing Rules 10.11.1 – 10.11</b>	Each Participating Director is a Director (or an entity controlled by a Director) and is therefore a Related Party of the Company falling within ASX Listing Rule 10.11.1.
<b>The number and class of securities the Company will issue</b>	<ul style="list-style-type: none"><li>• 1,286,821 Shares to Caroline Waldron</li><li>• 32,346,326 Shares to Simon Moore</li><li>• 471,309 Shares to Kyle Loades</li></ul>
<b>If the securities are not fully paid ordinary securities, a summary of the material terms of the securities</b>	Shares issued to each Participating Director under the Unconditional Placement rank equally with all other fully paid ordinary shares on issue in the Company.
<b>Date which the Company will issue the Shares</b>	If Shareholders approve Resolutions 5, 6 and 7 the Company expects to issue the Shares to each Participating Director under the Unconditional Placement on or around 2 October 2023.
<b>The price at which the securities were issued</b>	\$0.075 per Share
<b>The purpose of the issue, including the use (or intended</b>	Proceeds of the Placement will be utilised to repay senior bank debt, fund additional working capital and

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use) of the funds raised	liquidity and costs of the offer.
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### Board Recommendation and Voting Intention

The Directors (with each Participating Director abstaining) unanimously recommend that Shareholders vote in **FAVOUR** of Resolutions 5, 6 and 7.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of Resolutions 5, 6 and 7.

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## RESOLUTION 8 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

### ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under ASX Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. Based on its share price as at the date of this Notice of Meeting, the Company is an eligible entity for these purposes. Should the Company cease to be an 'eligible entity' as at the time of the Meeting, this resolution will be withdrawn.

Resolution 8 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 8 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 8 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under ASX Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

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For the purposes of ASX Listing Rule 7.3A, the following information is provided to Shareholders in relation to Resolution 8:

**(a) Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- I. the date that is 12 months after the date of this Meeting;
- II. the time and date of the Company's next annual general meeting; and
- III. the time and date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of the main undertaking).

**(b) Minimum Price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- I. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- II. if the Equity Securities are not issued within 10 trading days of the date in (b)(i) above, the date on which the Equity Securities are issued.

**(c) Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from any issues of Equity Securities under the 7.1A Mandate (if any) for liquidity and general working capital.

**(d) Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 8 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 9 October 2023.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.018	\$0.036	\$0.054
			50% decrease in Issue Price	Issue Price	50% increase in Issue Price
		Funds Raised			
Current	1,806,403,551 Shares	180,640,355 Shares	\$3,251,526	\$6,503,053	\$9,754,579
50% increase	2,709,605,327 Shares	270,960,533 Shares	\$4,877,290	\$9,754,579	\$14,631,869

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		Dilution			
100% increase	3,612,807,102 Shares	361,280,710 Shares	\$6,503,053	\$13,006,106	\$19,509,158

\*The number of Shares on issue (Variable A in the formula) has been calculated to include the Shares issued under the Conditional Placement and is therefore subject to the approval of Resolutions 5, 6 and 7. Additionally, the number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 1,806,403,551 Shares on issue (if Shareholders approve the issue of Shares under the Conditional Placement as set out in Resolutions 5, 6 and 7).
2. The issue price set out above is the closing market price of the Shares on the ASX on 9 October 2023.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no performance rights are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- I. the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- II. the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**(e) Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- I. the purpose of the issue;
- II. alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- III. the effect of the issue of the Equity Securities on the control of the Company;
- IV. the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- V. prevailing market conditions; and
- VI. advice from corporate, financial and broking advisers (if applicable).

#### **Voting exclusion**

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not applicable to Resolution 8.

#### **Board Recommendation and Voting Intention**

The Board unanimously recommends that Shareholders vote in **FAVOUR** of this Resolution.

The Chairman of the Meeting intends to vote all available proxies in **FAVOUR** of this Resolution.

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## Glossary

In this Explanatory Memorandum, and the Notice of Meeting (where not stated otherwise):

**\$** means Australian dollars unless otherwise stated.

**Accounting Standards** has the meaning given to that term in the Corporations Act.

**AEDT** means Australian Eastern Daylight Time.

**Annual Report** means the the Company's annual financial report, including the directors' report and auditor's report for the year ended 30 June 2023.

**Associate** has the same meaning as defined in section 11 and sections 13 to 17 of the Corporations Act.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the board of Directors of the Company.

**Capital Raising** has the meaning given in the Explanatory Memorandum.

**Chair** means the individual elected to chair the Meeting of the Company.

**Company or AMA Group** means AMA Group Limited (ACN 113 883 560).

**Conditional Placement** has the meaning given in the Explanatory Memorandum.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Equity Securities** means a Share, a right to a Share or option, an option, a convertible security and any security that ASX decides to classify as Equity Security.

**Explanatory Memorandum** means this explanatory memorandum which forms part of the notice of Meeting.

**Key Management Personnel or KMP** has the meaning given to that term in the Accounting Standards which includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Director of the Company.

**Listing Rules** means the listing rules of the ASX Limited.

**Meeting or AGM** means the Annual General Meeting of the Company the subject of this notice of Meeting scheduled to occur on 23 November 2023.

**Offer Price** means \$0.075.

**Participating Directors** means Caroline Waldron, Simon Moore and Kyle Loades, or an entity controlled by Caroline Waldron, Simon Moore and Kyle Loades as specified in the relevant Resolution.

**Notice** means this Notice of Annual General Meeting.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2023.

**Resolution** means a resolution contained in the Notice.

**Shareholder** means a holder of a Share.

**Share** means an ordinary share in the capital of the Company.

**Unconditional Placement** has the meaning given in the Explanatory Memorandum.

**Voting Form** means the voting form accompanying the Notice.

# AMA GROUP

AMA Group Limited  
ABN 50 113 883 560



AMA

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **2:30pm (AEDT) on Tuesday, 21 November 2023.**

## Voting Form

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### VOTE DIRECTLY

**Voting 100% of your holding:** Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement.

#### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

#### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. 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. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

#### PARTICIPATING IN THE MEETING

##### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

### Lodge your Form:

**XX**

#### Online:

Lodge your vote online at [www.edocumentview.com.au/AMA2023AGM](http://www.edocumentview.com.au/AMA2023AGM) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

#### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

#### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Voting Form

Please mark  to indicate your directions

## Step 1 Indicate How Your Vote Will Be Cast *Select one option only*

XX

At the Annual General Meeting of AMA Group Limited to be held at the offices of KPMG Australia, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands VIC 3008 and as a virtual meeting on Thursday, 23 November 2023 at 2:30pm (AEDT) and at any adjournment or postponement of that meeting, I/We being member/s of AMA Group Limited direct the following:

A **Vote Directly**  Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B **Appoint a proxy to vote on your behalf**  I/We hereby appoint: **The Chairman of the Meeting** OR  **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s). or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5, 6 and 7 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

	For	Against	Abstain		For	Against	Abstain
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

AMA

3 0 1 6 9 4 A



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# AMA GROUP

AMA Group Limited  
ABN 50 113 883 560

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

AMA

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



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## AMA Group Limited Annual General Meeting

The AMA Group Limited Annual General Meeting will be held on Thursday, 23 November 2023 at 2:30pm (AEDT). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a direct vote or appoint a proxy, access the Notice of Meeting and other meeting documentation visit [www.edocumentview.com.au/AMA2023AGM](http://www.edocumentview.com.au/AMA2023AGM) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your direct vote or proxy appointment to be effective it must be received by 2:30pm (AEDT) Tuesday, 21 November 2023.



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:  
<https://meetnow.global/AMA2023>

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:

KPMG Australia, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands VIC 3008

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.