

AMA GROUP

ASX Announcement

1 October 2025

2025 Notice of Annual General Meeting

Attached are the following documents relating to the 2025 Annual General Meeting of AMA Group Limited (ASX: AMA) (AMA Group) to be held at 10:00am (AEDT) on Monday, 3 November 2025:

- 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 2025 Annual General Meeting is available at <http://www.edocumentview.com.au/AMA2025AGM>.

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

ENDS.

Investors and Media:

Domenic Romanelli, Chief Financial Officer

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AMA Group Limited

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AMA GROUP

AMA Group Limited

ABN 50 113 883 560

Registered Office: Level 5, 484 St Kilda Road, Melbourne VIC 3004

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting:

Monday, 3 November 2025

Time of Meeting:

10:00am (AEDT)

Place of Meeting:

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

*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

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 KPMG Australia, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands VIC 3008 at 10:00am (AEDT) on Monday, 3 November 2025.

The Notice of Meeting and Explanatory Memorandum (which forms part of the Notice) outlining the formal business of the Meeting and the Voting Form are enclosed.

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 1 November 2025 at 7.00pm (AEDT).

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BUSINESS

The Notice of Meeting (**Notice**) contains ordinary resolutions and one special resolution. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on the resolution. A special resolution requires votes cast by 75% of Shareholders entitled to vote on the resolution.

We encourage you to review the FY25 Annual Report which can be viewed on AMA Group's website at www.amagroupltd.com/investor-centre.

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

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 2025.

Note: There is no requirement for Shareholders to approve these reports.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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 and for all other purposes, approval is given for the adoption of the Remuneration Report for the year ended 30 June 2025."

Note: Voting restrictions apply to Resolution 1. See below.

RESOLUTION 2 – RE-ELECTION OF BRIAN AUSTIN AS A DIRECTOR

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

"That, Mr. Brian Austin, 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."

RESOLUTION 3 – CONSOLIDATION OF CAPITAL

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

"That, pursuant to section 254H of the Corporations Act, ASX Listing Rule 7.22 and for all other purposes, approval is given for the issued capital of the Company to be consolidated on the basis that:

(a) every ten (10) Shares be consolidated into one (1) Share; and

(b) every ten (10) Performance Rights be consolidated into one (1) Performance Right, and where this consolidation results in a fraction of a Security being held, the Company be authorised to round that fraction up to the nearest whole Security."

RESOLUTION 4 – NON-EXECUTIVE DIRECTOR EQUITY PLAN

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of NED Rights under the Company's Non-Executive Director Equity Plan (**NED Equity Plan**) to Non-executive Directors, as described in the Explanatory Memorandum.”*

Note: Voting restrictions apply to Resolution 4. See below.

RESOLUTION 5 – GRANT OF PERFORMANCE RIGHTS TO GROUP MANAGING DIRECTOR

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

“That for the purpose of ASX Listing Rule 10.14 sections 200B and 200E of the Corporations Act, and for all other purposes, Shareholders approve the grant of up to 58,333,350 Performance Rights (on a pre Consolidation basis) to the Group Managing Director, Ray Smith-Roberts under the terms of the AMA Performance Rights Plan (including the issue of Shares on the vesting and exercise of those Performance Rights) and on the terms set out in the Explanatory Memorandum.”

Note: Voting restrictions apply to Resolution 5. See below.

RESOLUTION 6 – RENEWAL OF TAKEOVER APPROVAL PROVISION IN THE CONSTITUTION

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

“That the Takeover Approval Provision in clause 13 of the Company's Constitution requiring prior Shareholder approval for a proportional takeover of the Company be renewed for a further period of three years commencing from the date of this Meeting in accordance with Section 648G of the Corporations Act as described in the Explanatory Memorandum”.

VOTING INFORMATION

Voting Methods

Ordinary Shareholders can vote in one of the following ways:

- by attending the Meeting and voting either in person, by attorney or in the case of corporate Shareholders, by a corporate representative;
- by lodging a direct vote in advance of the AGM by visiting www.edocumentview.com.au/AMA2025AGM;
- by appointing a proxy to attend and vote at the Meeting on your behalf by visiting www.edocumentview.com.au/AMA2025AGM; 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.

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/AMA2025AGM by 10:00am (AEDT) on Saturday, 1 November 2025 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/AMA2025AGM 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/AMA2025AGM 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.

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

Directed Proxy Votes

If you appoint someone other than the Chair of the Meeting as your proxy and give them voting instructions, the Corporations Act provides that the Chair 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 and 5 (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 Chair 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 and 5 by completing the "For", "Against" or "Abstain" boxes by visiting www.investorvote.com.au. If you do not, your proxy will not be able to exercise your vote on your behalf for those Resolutions.

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

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast by a Shareholder (including by body corporate representative or attorney) is conclusive.

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 signed 'Appointment of Corporate Representative' form, 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 Chair

The Chair 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:

- a) 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 regardless of the capacity in which the vote is cast; or
- b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Parties.

However, a person (the **voter**) described above may cast, and the Company need not disregard, a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- c) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1; or
- d) the voter is the Chair of the Meeting pursuant to an express authorisation to exercise the proxy as the Chair thinks fit even though the resolution is connected with the remuneration of KMP.

Resolution 4 – Non-executive Director Equity Plan

The Company will disregard any votes cast on Resolution 4:

- a) in favour of Resolution 4 by or on behalf of each Non-executive Director of the Company (being the only Directors eligible to participate in the NED Equity Plan) or any associate of such person(s); or
- b) as proxy by a member of the KMP at the date of the AGM or their Closely Related Parties.

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 or attorney 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 even though Resolution 4 is connected with the remuneration of a member of the KMP; 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 – Grant of Performance Rights to Group Managing Director

The Company will disregard any votes cast on Resolution 5:

- a) in favour of Resolution 5 by Ray Smith-Roberts and any associate of Ray Smith-Roberts; or
- b) as a proxy by a member of KMP at the date of the AGM or their Closely Related Parties.

However, the Company need 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 or attorney 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 even though Resolution 5 is connected with the remuneration of a member of the KMP; 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.

Further Information

Shareholders should direct any questions to the Company Secretary at:

companysecretary@amagroupltd.com.

By order of the Board



Michael Sapountzis
Company Secretary
1 October 2025

EXPLANATORY MEMORANDUM

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 2025) 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 Monday, 27 October 2025:

Email address: companysecretary@amagroupltd.com

By mail to:

The Company Secretary
AMA Group Limited
Level 5, 484 St Kilda Road, Melbourne VIC 3004

During the AGM, the Chair 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.

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 2025 (**Annual Report**). You may access the Annual Report by visiting the Company's website at 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.

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 FY25 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.

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 FY25 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 FY25 Remuneration Report and will take the outcome of the vote and Shareholder feedback into consideration when reviewing the remuneration framework for future years.

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 cease to hold office (other than any Managing Director) and if they wish to be reappointed, they 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 2024 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 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.

Voting Exclusions

A voting exclusion statement in respect of Resolution 1 is included in the Notice.

RESOLUTION 2 – RE-ELECTION OF BRIAN AUSTIN AS A DIRECTOR

Background

Clause 15.3 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.

Brian Austin was appointed Chair of the Board of AMA Group on 19 June 2024. Brian has been an Independent Non-Executive Director of the Group since December 2023. In accordance with Clause 15.3(b) of the Constitution, Brian has offered himself for re-election as a Director. Prior to submitting himself for re-election, Brian has confirmed that he will have sufficient time to fulfil his duties as a Director of AMA Group.

Brian is an experienced ASX Board Director and recently served as the Non-Executive Deputy Chairman of PSC Insurance Group. He has over 40 years of insurance industry experience, having held senior executive positions in both publicly listed and private companies. Brian has deep experience in strategy setting and acquisitions, and through his executive positions has developed a global network of relationships across the insurance industry.

Brian previously served on the AMA Group Board of Directors from December 2015 to February 2020. His deep knowledge of the Group and the collision repair industry, as well as his connections to experienced members of the collision repair industry will support both decision-making and ensuring an appropriate level of industry knowledge is on, or provided to, the Board.

Brian is not considered to have any interest, position or relationship that might influence or reasonably be perceived to influence in a material respect his capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company and its Shareholders. Accordingly, the Board considers Brian to be an independent Director.

Board Recommendation and Voting Intention

The Board, with Brian Austin abstaining, 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 3 - CONSOLIDATION OF CAPITAL

Background

Resolution 3 seeks Shareholder approval to consolidate the number of issued Shares and Performance Rights on a one (1) for ten (10) basis (**Consolidation**). Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

This section of the Explanatory Memorandum includes the information required by ASX Listing Rule 7.20 to be provided to Shareholders in relation to Resolution 3.

Reasons for the Consolidation

As at the date of this Notice, the Company had a total of 4,785,720,517 Shares on issue. The Consolidation is expected to result in a simplified and more effective capital structure for the Company and a more appealing share price to a wider range of investors.

Given third-party feedback, the Board believes that this may help to make investing in the Company's Shares more attractive to a broader range of institutional and professional investors and other members of the investing public. In addition, low-priced shares may be more prone to speculation and therefore are generally more volatile. Accordingly, the Board believes that the proposed share consolidation will help reduce short-term Share price volatility and offset the effects of short-term Share price speculation and reduce fluctuations in the Company's market capitalisation.

Shares

If Resolution 3 is approved, every ten (10) Shares on issue will be consolidated into one (1) Share (subject to rounding). Overall, this will result in the number of Shares on issue reducing from 4,785,720,517 fully paid ordinary shares to approximately 478,572,052 Shares (subject to rounding).

As the proposed Consolidation applies equally to all Shareholders, individual Shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, assuming no other market movements or impacts occur, the Consolidation will have no effect on the percentage interest in the Company of each Shareholder.

The Consolidation will not result in any change to the substantive rights and obligations of Shareholders. Similarly, the enterprise value of the Company should not (in theory) change as a result of the Consolidation. The theoretical price per Share, should increase in inverse ratio to the consolidation (to reflect the reduced number of Shares on issue). The Directors do not anticipate the price of Shares trading on ASX to change proportionally to the Consolidation ratio but note that it is possible that the immediate post Consolidation price per Share may be equal to, more or less than the mathematical result.

Performance Rights

As at the date of the Notice, the Company had 41,423,436 Performance Rights on issue. In accordance with ASX Listing Rule 7.22, these Performance Rights will be consolidated on the same basis as the Company's Shares with the effect that the number of underlying Shares the subject of each Performance Right will be reduced by a factor of 10. After the Consolidation, there will be approximately 4,142,344 Performance Rights (subject to rounding) on issue.

Other than the number of Performance Rights, there are no other changes to the terms of the Performance Rights. In all other respects, the terms of the Performance Rights are confirmed and remain in full force and effect.

Capital Structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below:

	Shares	Options	Performance Rights
Current issued capital (on a pre-Consolidation basis)	4,785,720,517	-	41,423,436
Post 10:1 Consolidation of Securities	478,572,052	-	4,142,344

Fractional Entitlements

Not all Shareholders will hold that number of Shares which can be evenly divided by 10. Where the Consolidation results in an entitlement to a fraction of a Share that fraction will be rounded up to the nearest whole number of Shares.

Taxation

It is not considered that any taxation implications will exist for Shareholders or holders of Performance Rights arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation. The Company, the Directors and their

advisors do not accept any responsibility for the individual taxation implications arising from the Consolidation.

Holding Statements

From the date of the Consolidation, all holding statements for previously quoted Shares will cease to have any effect as evidence of entitlement to a certain number of Shares on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements to be issued to holders of those Shares together with new certificates for Performance Rights.

It is the responsibility of each Shareholder to check the number of Shares held prior to disposal.

Indicative Timetable

If Resolution 3 is passed, the Consolidation is proposed to take effect pursuant to the following timetable in accordance with Appendix 7A (section 8) of the ASX Listing Rules:

Event	Date
Notice of Meeting despatched along with ASX Appendix 3A.3 and announcement of Consolidation (including the effective date)	Wednesday, 1 October 2025
Shareholder approval at Annual General Meeting. Company notifies ASX that the consolidation is approved - Effective date of Consolidation (Day 0)	Monday, 3 November 2025
Last day for trading pre-Consolidation securities	Tuesday, 4 November 2025
Trading in reorganised securities commences on a deferred settlement basis (Day 2)	Wednesday, 5 November 2025
Record Date for Consolidation. Last day for Company to register transfers on a pre-Consolidation basis (Day 3)	Thursday, 6 November 2025
Registration of securities on a post-Consolidation basis. First day to send new Holding Statements (Day 4)	Friday, 7 November 2025
Deferred settlement trading ends. Last day to update register and send notice to all shareholders (and notification to ASX that this has occurred) (Day 8)	Thursday, 13 November 2025
Normal trading in reorganised securities commences (Day 9)	Friday, 14 November 2025

Consequences of the Resolution

If this Resolution is passed, the Company will be able to proceed with the Consolidation and the number of securities in the Company will be consolidated as set out above.

If this Resolution is not passed, the Company will not proceed with the Consolidation and the Company's current capital structure will remain unchanged.

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 4 – NON-EXECUTIVE DIRECTOR EQUITY PLAN

Background

Resolution 4 seeks Shareholder approval for the grant of NED Rights to Non-executive Directors (NEDs) under the Company's Non-executive Director Equity Plan.

In September 2025, the Company implemented the NED Equity Plan. The NED Equity Plan has been introduced to support NEDs to build their shareholdings in the Company and as a means of enhancing the alignment of interests between NEDs and Shareholders generally.

The NED Equity Plan is a salary sacrifice plan, which allows NEDs to sacrifice up to 100 per cent of their annual Director's base fees to acquire NED Rights in the manner described below. Each NED Right is a right to receive a Share in the Company, subject to the terms of grant (**NED Rights**).

Only NEDs are eligible to participate in the NED Equity Plan.

Regulatory Approvals

ASX Listing Rule 10.14 requires shareholder approval for the acquisition of Equity Securities by a director under an employee incentive scheme as each of the NEDs are persons referred to in ASX Listing Rule 10.14.1 by virtue of being a Director of the Company. Approval is sought to grant NED Rights under the NED Equity Plan to eligible NEDs in office for the next 3 years.

Shareholder approval is not required if Shares to be allocated on exercise of NED Rights are acquired on-market. However, Shareholder approval is being sought to ensure flexibility to issue Shares on exercise of NED Rights.

If Resolution 4 is passed, the Company will have the flexibility to issue Shares to the NEDs in satisfaction of its obligations on exercise of the NED Rights, without impacting its ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period.

If Resolution 4 is not passed, the Company will not be able to issue Shares to the NEDs in satisfaction of its obligations on exercise of the NED Rights and will need to satisfy such obligations by acquiring Shares on-market.

The Board also recognises that it is in line with good corporate governance practices for equity grants to Directors to be approved by Shareholders.

How does the Australian NED Plan operate?

NEDs may voluntarily elect to sacrifice up to 100% of their NED fees into NED Rights. Elections are made on an annual basis in response to an invitation, and if made, are binding for the duration of that year. NED Rights are typically allocated quarterly based on the fees sacrificed in that quarter. NED Rights are fully vested on grant but are subject to exercise and disposal restrictions.

A NED cannot exercise his or her NED Rights for 90 days following their grant (unless a longer period is determined by the Board and specified in the invitation to the NED to apply for NED Rights). NED Rights may (subject to the insider trading provisions of the Corporations Act and the Company's Securities Trading Policy) be exercised at any time following the end of the exercise restrictions and before 5 years after the date they are granted.

How is the number of NED Rights determined?

The number of NED Rights that a NED will receive is calculated in accordance with the following formula (rounded down to the nearest whole NED Right):

$$\text{Number of NED Rights} = \frac{\text{value of NED fees (in \$) sacrificed for the relevant period}}{\text{Value per NED Right}}$$

The Value per NED Right is the average price of the Shares purchased (if purchased on-market) or the volume weighted average market price of shares for the ten trading days before the grant date (if issued). Shares to be allocated on vesting of the NED Rights are sourced on-market or issued and held by the AMA Group Employee Share Plan Trust (**Trust**).

What are the key terms of the NED Rights?

A summary of the key terms of the NED Rights is set out below.

Each NED Right is a conditional right to acquire one Share. No amount is payable on the exercise of NED Rights. NED Rights will be subject to disposal restrictions and may be exercised after 90 days from the date of grant, subject to compliance with insider trading laws and the Company's Securities Trading Policy.

On exercise, NED Rights convert into Restricted Shares and will be subject to disposal restrictions until the earlier of:

- 3, 6, 9, 12 or 15 years (as elected by the NED) from the date of grant of the NED Rights, and
- the date the NED retires from the Board,

(**Restriction Period**) unless the disposal restrictions are waived by the Board in cases of demonstrable financial hardship or automatically cease to apply in respect of 50% of the Restricted Shares if a taxing point arises in relation to the Restricted Shares.

In the event of a change of control of the Company that is expected to result in the delisting of the Company's Shares, any unexercised NED Rights held by a NED that are subject to exercise restrictions will cease to be so restricted on the date determined by the Board (in its sole discretion), and any Restricted Shares will cease to be subject to disposal restrictions (unless otherwise determined by the Board).

NED Rights that are not exercised prior to the 5th anniversary of the date of grant of the NED Rights will lapse.

NEDs do not have dividend or voting rights with respect to NED Rights until they have been exercised. Upon retirement from the Board, NEDs are entitled to retain any outstanding NED Rights, which will remain on foot. There will be no restriction period applicable to Shares allocated in these circumstances.

Any salary-sacrifice contributions which have been deducted from a retiring NED and for which NED Rights have not been allocated will be repaid as normal gross fees less applicable PAYG tax.

The NED Rights granted to NEDs under the NED Equity Plan will not be subject to performance conditions or service requirements which could result in potential forfeiture. This is in line with best practice governance standards which recommend that NEDs generally should not receive equity with performance hurdles attached as it may lead to bias in their decision-making and compromise their objectivity.

If at any time the Board determines that the allocation of NED Rights or Restricted Shares would result in the Company breaching the Company's Constitution, Company policies, any law, the ASX Listing Rules, or is otherwise inappropriate in the circumstances, the Board may defer the allocation of NED Rights or Restricted Shares until a more suitable time or, in the case of NED Rights, return the fees that have been salary sacrificed to the Non-executive Director.

If there is a capital restructure of the Company, the Board may adjust the NED Rights as appropriate (and subject to the Listing Rules) to ensure those NEDs are neither advantaged nor disadvantaged by the restructure.

A copy of the NED Equity Plan rules is available free of charge on the Company's website at <https://amagroupltd.com/corporate-governance/> or by contacting the Company Secretary.

Restricted Shares

Each Restricted Share is one Share, subject to disposal restrictions. During the Restriction Period, the Restricted Shares will be held on trust for the relevant NED by the AMA Group Employee Share Plan Trust. Restricted Shares acquired by NEDs will rank equally, and will carry the same dividend, voting and other rights, as Shares. Restricted Shares will be subject to the Restriction Period.

NED Rights can be exercised into unrestricted Shares in some circumstances. For example, if the NED retires from the Board after NED Rights have been granted but before the NED Rights are exercised into Shares.

Further information in accordance with ASX Listing Rule 10.14 and 10.15

Participation in the NED Equity Plan will be open to all eligible NEDs in office from time to time.

The NEDs currently eligible to participate in the NED Equity Plan are directors Brian Austin, Joanne Dawson and David Goldstein. Executive directors may not participate in the NED Equity Plan.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

The fee arrangements for each NED for FY26 are as follows:

Position	Directors' fees (including superannuation)
Chair of the Board (Brian Austin)	\$100,000
Non-Executive Director (Joanne Dawson and David Goldstein)	\$100,000
Committee Chair	nil

The number of NED Rights that could be allocated in the next three years is not fixed and cannot be calculated presently because it depends on the extent to which each NED voluntarily elects to participate in the NED Plan and the Company's Share price at future points in time.

The maximum potential value of NED Rights that could be allocated under the NED Equity Plan annually over the next three years is equal to A\$1,100,000 (which is the Shareholder-approved NED fee cap). The actual value of the NED Rights that will be allocated will be lower, because the level of NED fees is below the Shareholder-approved fee cap, and not all NEDs may sacrifice all of their fees under the NED Equity Plan.

No loan will be provided by the Company in relation to the allocation of NED Rights under the NED Equity Plan.

NED Rights will be allocated no later than three years after the date of the Meeting.

To date, no NED Rights have been issued under the NED Equity Plan.

Details of the NED Rights allocated, and Shares issued or acquired pursuant to the NED Equity Plan in any financial year will be set out in the Remuneration Report for that year, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Board Recommendation and Voting Intention

Because all the Non-executive Directors have a personal interest in the subject of Resolution 4, the Directors have abstained from making a recommendation to Shareholders in relation to this Resolution.

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

Voting Exclusions

A voting exclusion statement in respect of Resolution 4 is included in the Notice.

RESOLUTION 5 - GRANT OF PERFORMANCE RIGHTS TO GROUP MANAGING DIRECTOR

Background

The Company's Performance Rights Plan (**Performance Rights Plan**), is designed to attract, motivate, and retain key Senior Executives and to align the interests of those key Senior Executives with the interests of Shareholders by matching short and long-term rewards with the performance of the Company.

Under the Performance Rights Plan eligible participants are invited to receive Performance Rights in the Company which are generally subject to performance based and/or service based vesting conditions. The number, and terms, of Performance Rights allocated to each participant is set by the Board based on individual circumstances and performance.

The Board is responsible for administering the Performance Rights Plan in accordance with the Performance Rights Plan rules and the terms and conditions of the specific grants to participants

in the Performance Rights Plan. The operation of the Performance Rights Plan is subject to compliance with the ASX Listing Rules, Corporations Act and other applicable laws.

In August 2025, the Board approved the grant of Performance Rights under the Performance Rights Plan to key employees including, subject to Shareholder approval, to Group Managing Director, Ray Smith-Roberts (**Group MD**).

Under Resolution 5 the Board is seeking Shareholder approval to issue a maximum of 58,333,350 Performance Rights (on a pre-Consolidation basis) to the Group MD under the Performance Rights Plan. If the Consolidation in Resolution 3 is approved and proceeds, the maximum number of Performance Rights that will be issued to the Group MD will be 5,833,335 Performance Rights on a post Consolidation basis. This is the maximum number of Performance Rights that will be granted to the Group MD and represents the entirety of the variable remuneration (both STI and LTI) component of his FY26 remuneration package.

Each Performance Right entitles the Group MD to receive, upon vesting and exercise, one fully paid ordinary share in the Company at no cost, subject to satisfaction of the applicable conditions and performance hurdles

The Board believes that a material part of the Group MD's remuneration should be performance-based and at risk and should involve equity interests in the Company. This approach is consistent with best practice in executive remuneration and corporate governance. The Board also considers that the Group MD's fixed annual remuneration is well below peer company market rates for a senior executive of the calibre and experience of the Group MD.

Approvals sought

ASX Listing Rule 10.14 requires Shareholder approval be obtained for the issue of the Performance Rights the subject of this Resolution 5 as the Group MD is a person referred to in ASX Listing Rule 10.14.1 by virtue of being a Director of the Company.

Accordingly, Shareholders are asked to approve the grant of Performance Rights to the Managing Director under the Performance Rights Plan, on the terms and conditions set out below. Approval of this Resolution will also result in the Performance Rights granted to the Managing Director being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the Performance Rights granted to the Managing Director, and any other Shares issued pursuant to this approval, will not use up part of the 15% issue limit under ASX Listing Rule 7.1.

Shareholder approval under Listing Rule 10.14 would not be required if the Shares to be allocated on vesting of the Performance Rights were required to be purchased on-market (as opposed to being issued) by the Performance Rights Plan rules. Shareholder approval is nonetheless sought to preserve flexibility to issue Shares rather than source them on-market if the Performance Rights vest.

If approval from Shareholders is obtained in accordance with Listing Rule 10.14, the Company will be able to issue the Performance Rights within three years after the date of the Meeting.

If Resolution 5 is not passed by Shareholders, then the Performance Rights will not be issued, and the Board would consider alternate incentive remuneration arrangements for the Group MD which may include a cash award and will be subject to the same terms and vesting conditions as for the Performance Rights.

Grant to Group MD for FY26

The proposed FY26 grant to the Group MD is 58,333,350 Performance Rights (on a pre-Consolidation basis) which cover all three performance periods set out in Table 1 below. If the Consolidation in Resolution 3 is approved and proceeds, the maximum number of Performance Rights to be issued to the Group MD will be reduced in the same ratio as the Consolidation, resulting in the issue of a maximum of 5,833,335 Performance Rights to the Group MD on a post Consolidation basis. This represents the Group MD's total combined STI and LTI opportunity for FY26 in respect of the three performance periods from 1 July 2025 to 30 June 2028. For clarity, no further Performance Rights with vesting dates on or before 30 June 2028 will be issued to the Group MD during this period.

The Group MD's remuneration package for FY26 includes total fixed remuneration (including superannuation) of \$468,000. The Group MD has no other STI, LTI or other variable remuneration arrangements other than the proposed grant of Performance Rights under this Resolution 5.

Accordingly, the proposed grant of Performance Rights under the Plan represents 100% of the at-risk component of the Group MD's remuneration package.

The Performance Rights will be tested against key performance measures and link medium-term remuneration with the economic benefit derived by Shareholders. Subject to meeting testing and service criteria, the Performance Rights will vest in equal tranches over three consecutive one-year periods commencing from 30 June 2025.

The maximum number of Performance Rights has been calculated based on a total variable opportunity of up to \$3.5 million (\$1,166,667 per annum for each of FY26, FY27 and FY28).

The Company has not received an independent valuation in relation to the Performance Rights the subject of Resolution 5. The fair value of the Performance Rights proposed to be issued pursuant to Resolution 5 will be determined in accordance with Australian Accounting Standards and is dependent on the date on which the Group MD is deemed to have received his offer to participate in the Performance Rights Plan.

The actual value (if any) that the Group MD will receive from this grant cannot be determined until the end of each performance period and will depend on the extent to which the performance conditions are achieved and the Company's Share price at the time of vesting.

The Board considers that the Group MD's remuneration package, including participation in the proposed grant of Performance Rights under the Performance Rights Plan, is reasonable and appropriate having regard to the Company's circumstances, business performance, remuneration objectives, and the Group MD's duties and responsibilities.

Key terms of grant

The key terms of the grant of the Performance Rights proposed to be made to the Group MD under the Plan are set out below.

Table 1

Instrument	Quantum	Performance Period	Vesting Date (subject to achievement of Performance and Service Conditions)
Performance Rights – Tranche 1	19,444,450 Performance Rights (on a pre-Consolidation basis)	1 July 2025 to 30 June 2026 (1 year)	31 August 2026
Performance Rights – Tranche 2	19,444,450 Performance Rights (on a pre-Consolidation basis)	1 July 2026 to 30 June 2027 (1 year)	31 August 2027
Performance Rights – Tranche 3	19,444,450 Performance Rights (on a pre-Consolidation basis)	1 July 2027 to 30 June 2028 (1 year)	31 August 2028
TOTAL	58,333,350		

Maximum number of Performance Rights

The maximum number of Performance Rights that may be acquired by the Group MD if Shareholder approval is provided at the Meeting is set out in Table 1 above. The number of Performance Rights to be granted has been calculated by dividing the Group MD's overall FY26 opportunity (see Table 2 below) by the face value of a Performance Right.

The number of Performance Rights to be granted (subject to Shareholder approval) has been determined by reference to the maximum value of the proposed grant of Performance Rights, being \$1,166,667 per year (\$3.5 million in total), divided by \$0.06 (being the face value attributed to a Performance Right).

The face value of a Performance Right for this purpose is \$0.06 each and has been selected by reference to the market price of the Company's Shares on 2 April 2025, being the date, the Group MD was appointed.

The formula used to calculate the number of Performance Rights to be granted to the Group MD is as follows:

Table 2

Tranche	Performance against the relevant condition(s)	Calculation
Performance Rights (Tranche 1)	- Achievement of Board approved Normalised Group EBITDA target for Financial	

Table 2

Tranche	Performance against the relevant condition(s)	Calculation
	Year 2026 - Subject to remaining employed at the Vesting Date.	$\text{No. of Performance Rights} = \left[\frac{\$1,166,667}{\$0.06^*} \right]$
Total 19,444,450 Performance Rights (on a pre-Consolidation basis), minor rounding differences may apply.		
Performance Rights (Tranche 2)	- Achievement of Board approved Normalised Group EBITDA target for Financial Year 2027 - Subject to remaining employed at the Vesting Date.	$\text{No. of Performance Rights} = \left[\frac{\$1,166,667}{\$0.06^*} \right]$
Total 19,444,450 Performance Rights (on a pre-Consolidation basis), minor rounding differences may apply.		
Performance Rights (Tranche 3)	- Achievement of Board approved Normalised Group EBITDA target for Financial Year 2028 - Subject to remaining employed at the Vesting Date.	$\text{No. of Performance Rights} = \left[\frac{\$1,166,667}{\$0.06^*} \right]$
Total 19,444,450 Performance Rights (on a pre-Consolidation basis), minor rounding differences may apply.		

Entitlements

Each Performance Right is a right to acquire one Share in the Company (or an equivalent cash amount), subject to the achievement of the performance conditions set out below (and continued employment with the Company over the relevant performance period). Performance Rights do not carry any dividend or voting rights prior to vesting and are non-transferable, except in limited circumstances or with the consent of the Board.

If Shareholder approval is obtained, the Performance Rights will be granted to the Group MD as soon as practicable after the AGM, but in any event, within 12 months of the AGM, and will have an effective grant date of 1 July 2025. This is consistent with the effective grant date for the other team members participating in the Performance Rights Plan.

Price of Performance Rights

The Performance Rights will be issued at no cost to the Group MD. Once the performance conditions are met and if the Performance Rights vest there will be no exercise price payable upon the exercise/conversion of the Performance Rights into Shares

Performance Period

The Performance Period for each Tranche of Performance Rights is set out in Table 1 above.

Performance hurdle details relating to the Performance Rights

The number of Performance Rights in each Tranche that will vest will be determined by the relevant hurdles set out below in Table 3 below.

Having regard to the need to set meaningful and stretching performance measures, the Board has determined to set measures based on the targets in its business plan. The performance hurdle for each Tranche will be a Group EBITDA target (pre-AASB 16) for the relevant financial year set by the

Board and which will be no less than the budget set by the Board. It will be tested at the conclusion of each relevant performance period.

The link between achievement of the various performance conditions set by the Board and the percentage of the Performance Rights which vest pursuant to the relevant performance condition during each measurement period is represented in the following table:

Table 3

Group EBITDA target	Percentage of Performance Rights subject to Group EBITDA hurdle that are available to vest
Below target	0%
At or above target	100%

The performance hurdles for each Tranche of Performance Rights will be tested at the end of the relevant Performance Period. Any Performance Rights that do not vest following testing will lapse.

Allocation of Shares upon vesting

Following testing of the performance hurdles and determination of the portion of Performance Rights that is available to vest, one fully paid share in the Company will be allocated in relation to each Performance Right which vests (subject to the Group MD's continued employment with the Company at the relevant date). The Company's obligation to allocate Shares on vesting may be satisfied by issuing new Shares, acquiring Shares on-market or by transferring Shares from an employee share trust. At the discretion of the Board, vested Performance Rights may be satisfied by payment of an equivalent cash amount.

Board discretion

Consistent with the Performance Rights Plan rules, the Board has ultimate discretion in determining the final vesting outcome of the award. When considering performance against each of the performance measures, the Board may adjust these outcomes in cases of unexpected or unforeseen events impacting performance outcomes, or a broader assessment of performance indicating there should be an adjustment so that the reward outcome is appropriate. If the Board exercises discretion in relation to executive KMP it will disclose the actions taken in the Remuneration Report.

Trading restrictions and hedging of awards

Shares allocated on vesting of Performance Rights will not be subject to any further trading restrictions other than the Company's Securities Trading Policy. The Group MD is prohibited from hedging the Share price exposure in respect of the Performance Rights during the performance period applicable to those Performance Rights.

Cessation of employment

If the Group MD ceases employment with the Company before the end of the performance period, the treatment of his unvested Performance Rights will depend on the circumstances of cessation.

For example, where the Group MD ceases employment due to resignation, termination for cause or poor performance, all unvested Performance Rights will lapse at cessation, subject to the Board's overriding discretion to determine a different treatment. In other cases, a pro-rata portion of his unvested Performance Rights (reflecting the period of service from the start of the performance period to the date of departure) may not lapse and may continue 'on-foot' to be tested at the end of the original performance period against the relevant performance conditions. Any Performance Rights which do not lapse following testing will vest in accordance with the original vesting periods.

Change of control, variations of capital, and divestment of material business

In the event of a takeover offer for the Company or any other transaction resulting in a change of control of the Company, the Board may determine, in its absolute discretion, the appropriate treatment regarding any unvested Performance Rights. Such a determination may involve the waiver (wholly or in part) of the performance hurdle applicable to the Performance Rights, or the lapse of some or all of the Performance Rights.

In the event of a variation of the Company's capital (such as a subdivision, consolidation, reduction, rights issue, bonus issue or special dividend) prior to the vesting of the Performance Rights, the number of Performance Rights may be adjusted in the manner determined by the Board, and to the extent required, in accordance with the ASX Listing Rules. The exercise of the Board's discretion

is to be informed by the principle that participants do not enjoy a windfall gain and do not suffer a material detriment as a result of any corporate action.

The Board may also make special rules that apply to Performance Rights in the event that the Company divests, or disposes of, a business or asset designated by the Board for this purpose as “material”.

Clawback

In the event of fraud, dishonesty, material misstatement of financial statements or other exceptional circumstances, the Board may make a determination, including to lapse unvested Performance Rights or “clawback” shares allocated upon vesting.

Loans There are no loans relating to the acquisition of Performance Rights or shares under the Plan.

Other information

No Director other than the Group MD is currently eligible to participate in the Performance Rights Plan

No Performance Rights (or other Securities) have previously been granted to the Group MD under the Performance Rights Plan.

Details of any securities issued under the Performance Rights Plan will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan, after this Resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that ASX Listing Rule.

Approval of this Resolution will also result in the Performance Rights granted under the Performance Rights Plan to the Group MD being included as an exception to ASX Listing Rule 7.1. This means the Performance Rights granted under the Performance Rights Plan to the Group MD and any Shares issued pursuant to this approval, will not use up part of the 15 per cent issue capacity available under ASX Listing Rule 7.1.

Corporations Act

Section 200B of the Corporations Act prohibits a company from providing a benefit in connection with the retirement of a managerial or executive officer unless there is prior Shareholder approval under section 200E. Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which includes The Group MD. The term ‘benefit’ has a wide operation and, in effect, includes the automatic or accelerated vesting of the Performance Rights under the rules of the Performance Rights Plan.

Shareholder approval in accordance with sections 200B and 200E of the Corporations Act is sought under Resolution 5 in connection with the provision of any “termination benefit” that may be provided to the Group MD in relation to the Performance Rights under the terms of the Performance Rights Plan, as in certain circumstances the Board has the power to accelerate vesting of rights granted under the Performance Rights Plan. The termination benefit that may be given under the Performance Rights Plan is the early vesting of the Performance Rights (and the receipt of Shares upon exercise of the Performance Rights) such as where the Group MD ceases employment with the Company due to death, disability, bona fide redundancy or other reason with the approval of the Board.

The Board has not determined that it will exercise discretion to accelerate vesting of any of the Performance Rights. In the circumstances of a possible acceleration of Performance Rights, the value of the benefits that the Board may give under the Performance Rights Plan cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the time the benefit is decided to be awarded (if at all). Specifically, the value of a benefit on the vesting of a Performance Right will depend on a number of factors, including the number of Performance Rights that vest (which could be all of the Performance Rights held by The Group MD) and the Company’s share price at the time.

Furthermore, the Board has determined that, when added to the other remuneration entitlements of the Group MD, his total remuneration package is market competitive and appropriate given the Company’s circumstances, based on market benchmarking and the Company’s current executive remuneration policy. The Directors have therefore determined that the offer of the Performance

Rights to the Group MD is reasonable remuneration and accordingly, the Company is not seeking Shareholder approval for the purposes of Chapter 2E of the Corporations Act (related party transactions).

Board Recommendation and Voting Intention

The Board, other than Ray Smith-Roberts (given his personal interest in this Resolution), 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 6 - RENEWAL OF TAKEOVER APPROVAL PROVISION IN THE CONSTITUTION

Background

Clause 13 of the Company's Constitution contains provisions dealing with Shareholder approval requirements if there was to be any proportional bids (**Proportional Bid**) for the Company's securities (**Takeover Approval Provisions**).

A proportional bid means an off-market bid for a specified proportion of the company's securities held by each shareholder in a class for which a takeover bid has been made. It is not a bid for all securities held by all shareholders of that class, only part of the securities each holds.

Part 6.5 Subdivision 5C of the Corporations Act provides that these proportional takeover provisions cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by special resolution of the shareholders. The Board believes it is appropriate that the Takeover Approval Provisions of the Company's Constitution (clause 13.6) be renewed.

In seeking Shareholder approval for the renewal of the Takeover Approval Provisions, the Corporations Act requires the below information to be provided to Shareholders.

Effect of provisions proposed to be renewed

Clause 13 of the Constitution provides that the Company is prohibited from registering any transfer of Shares giving effect to a contract of sale pursuant to a proportional takeover bid (that is, an offer for some but not all of the shareholders' shares in the Company) unless and until after the proposed transfer has been approved by Shareholders at a General Meeting of the Company (**Approving Resolution**). The person making the offer for the securities (**Offeror**) (and their associates) cannot vote on the Approving Resolution and the Approving Resolution requires the approval of more than 50% of Shareholders who are entitled to vote at that meeting.

If the resolution is rejected by the holders, then the bid will be deemed to be withdrawn and registration of any transfer of securities resulting from the proportional takeover bid will be prohibited. Acceptances will be returned and any contracts formed by acceptances will be rescinded.

If the resolution is approved, transfers of securities to the bidder will be registered provided they comply with the other provisions of the Constitution.

If no resolution is voted on at least 15 days before the close of the bid, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

Reason for the resolution

Clause 13 of the Constitution is required to be renewed as more than 3 years have passed since the last renewal of the Constitution. Section 648(G)(1) of the Corporations Act provides that proportional takeover provisions such as provided in clause 13 cease to apply at the end of 3 years from their adoption (or their last renewal). Section 648(G)(4) enables shareholders to approve a renewal of proportional takeover provisions.

The Directors believe that Shareholders should continue to have the choice of considering whether to accept a bid for what might become control of the Company without Shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a Proportional Bid). To preserve this choice, clause 13.6 needs to be renewed. If clause 13 is renewed and any Proportional Bid (if any) is subsequently approved by Shareholders, each Shareholder will still have the right to make a separate decision whether that Shareholder wishes to accept the Proportional Bid for their own securities.

Awareness of current acquisition proposals

As at the date of this Explanatory Memorandum, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

Advantages and disadvantages of the Takeover Approval Provisions since last renewed

As there have been no takeover bids made for any of the Shares in the Company since the last renewal of the Takeover Approval Provision, there has been no application of clause 13.

Potential advantages and disadvantages of the proposed resolution for both Directors and Shareholders

An advantage to the Directors of renewing the Takeover Approval Provisions is that the Board will be able to assess Shareholders acceptance or otherwise of a Proportional Bid should one be made. Apart from this, there is no specific advantage for Directors, as Directors, in renewing the proportional takeover approval provisions.

As stated above, renewing clause 13 provides Shareholders with the choice of considering whether to accept a bid for what might become control of the Company without Shareholders having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a Proportional Bid. This should ensure that the terms of any future proportional bids are structured to be attractive to a majority of independent holders. If clause 13.6 is not renewed, Shareholders will not have this opportunity.

On the other hand, it may be argued that the renewal of clause 13 may make Proportional Bids more difficult to succeed and therefore effectively discourage Proportional Bids being made and reduce the freedom for Shareholders to sell some of their securities.

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.

Voting Exclusions

A voting exclusion statement in respect of Resolution 5 is included in the Notice.

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 2025.

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.

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

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

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 the ASX decides to classify as an 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 ASX.

Meeting or AGM means the Annual General Meeting of the Company the subject of this notice of Meeting scheduled to occur on 3 November 2025.

Notice means this Notice of Annual General Meeting.

Performance Right means a right to acquire a Share (or cash payment of equivalent value at the discretion of the Board), subject to conditions specified by the Board.

Remuneration Report means the remuneration report set out in the Director's report section of the Annual Report.

Resolution means a resolution contained in the Notice.

Security means a Share or Performance Right (where applicable).

Shareholder means a holder of a Share.

Share means a fully paid ordinary share in the capital of the Company.

Voting Form means the voting form accompanying the Notice.

AMA GROUP

AMA Group Limited
ABN 50 113 883 560

Need assistance?



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AMA

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



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10:00am (AEDT) Saturday, 1 November 2025.**

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 and select "Printable Forms".

Lodge your Form:

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Online:

Lodge your vote online at www.edocumentview.com.au/AMA2025AGM 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: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to 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 KPMG Australia, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands VIC 3008 on Monday, 3 November 2025 at 10:00am (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 Items 1, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 4 and 5 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 Items 1, 4 and 5 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
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Brian Austin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Non-executive Director Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Grant of Performance Rights to Group Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Renewal of Takeover Approval Provision in the Constitution	<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



Need assistance?



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



Online:
www.investorcentre.com/contact

AMA

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

AMA Group Limited Annual General Meeting

The AMA Group Limited Annual General Meeting will be held on Monday, 3 November 2025 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.edocumentview.com.au/AMA2025AGM and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEDT) Saturday, 1 November 2025.



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.