

# AMA GROUP

## ASX Announcement

18 October 2024

## 2024 Notice of Annual General Meeting

Attached are the following documents relating to the 2024 Annual General Meeting of AMA Group Limited (ASX: AMA) (AMA Group) to be held as a hybrid meeting at 2:30pm (AEDT) on Thursday, 21 November 2024:

- 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 2024 Annual General Meeting is available at <http://www.edocumentview.com.au/AMA2024AGM>.

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

ENDS.

Contact:           Domenic Romanelli  
Chief Financial Officer  
[Domenic.romanelli@amagroupltd.com](mailto:Domenic.romanelli@amagroupltd.com)  
03 7066 5026

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### AMA Group Limited

Level 13, 484 St Kilda Road, Melbourne VIC 3004 ABN 50 113 883 560  
+61 3 7066 5022 [info@amagroupltd.com](mailto:info@amagroupltd.com) [amagroupltd.com](http://amagroupltd.com)

# 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, 21 November 2024

### **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).*

## 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, 21 November 2024. 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, 727 Collins Street, Docklands VIC 3008.

If you are a Shareholder and wish to attend virtually, you can access the Meeting online at <https://meetnow.global/AMA2024> 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/AMA2024AGM](http://www.edocumentview.com.au/AMA2024AGM).

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 19 November 2024 at 7.00pm (AEDT).

## 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 FY24 Annual Report which 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 2024.

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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 2024."*

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### RESOLUTION 2– ELECTION OF BRIAN AUSTIN AS A DIRECTOR

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

*"That, Brian Austin, 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 – ELECTION OF RAYMOND SMITH-ROBERTS AS A DIRECTOR

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

*"That, Ray Smith-Roberts, 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 4 – ELECTION OF DAVID GOLDSTEIN AS A DIRECTOR

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

*"That, David Goldstein, 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 5 – ELECTION OF JOANNE DAWSON AS A DIRECTOR

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

*"That, Joanne Dawson, 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 6 – RENEWAL OF THE AMA PERFORMANCE RIGHTS SHARE PLAN**

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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 7.2 (Exception 13(b)), and for all other purposes, Shareholders approve the renewal of the AMA Performance Rights Plan (**Plan**) and approve the granting of Equity Securities under the Plan on the terms which are described in the explanatory memorandum, during the three years following the date of the 2024 AGM.”*

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**RESOLUTION 7 – APPROVAL OF PRIOR ISSUE OF PLACEMENT SHARES**

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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 592,618,961 Shares 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.

## 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/AMA2024AGM](http://www.edocumentview.com.au/AMA2024AGM);
- by appointing a proxy to attend and vote at the Meeting on your behalf electronically by visiting [www.edocumentview.com.au/AMA2024AGM](http://www.edocumentview.com.au/AMA2024AGM); 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/AMA2024AGM](http://www.edocumentview.com.au/AMA2024AGM) by 2:30 pm (AEDT) on Tuesday, 19 November 2024 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/AMA2024AGM](http://www.edocumentview.com.au/AMA2024AGM) 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/AMA2024AGM](http://www.edocumentview.com.au/AMA2024AGM) 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 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 and 6 (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 and 6 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 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).

### **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 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 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 Chair of the Meeting and the appointment of the Chair of the Meeting as proxy does not specify the way the proxy is to vote on Resolution 1; and expressly authorises the Chair 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 6 – Renewal of AMA Group Performance Rights Plan

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who is eligible to participate in any employee incentive scheme of the Company or any associate of such person(s). 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 or attorney 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 Previous Share Issue under the Unconditional Placement (Listing Rule 7.4)

The Company will disregard any votes cast in favour of Resolution 7 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 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 or attorney 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@amagroupltd.com](mailto:companysecretary@amagroupltd.com).

### By order of the Board



**Mark Licciardo**  
**Company Secretary**  
**18 October 2024**



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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 2024) 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, 14 November 2024:

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 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.

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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 2024 (**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 FY24 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 FY24 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 FY24 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 2023 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

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

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**RESOLUTION 2 - ELECTION OF BRIAN AUSTIN AS A DIRECTOR**

**Background**

Brian Austin was appointed Chair of the Board of AMA Group on 19 June 2024. Mr Austin has been a Non-Executive Director of the Group since December 2023 and previously served the on the AMA Group Board of Directors from December 2015 to February 2020. In accordance with Clause 15.1(c) of the Constitution, Brian has offered himself for election as a Director. Prior to submitting himself for 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 (ASX: PSI). 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 the 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 continue to support both decision-making and ensuring an appropriate level of industry knowledge is on, or provided to, the Board.

**Board Recommendation and Voting Intention**

The Board, other than Brian Austin, 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.

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**RESOLUTION 3 - ELECTION OF RAYMOND SMITH-ROBERTS AS A DIRECTOR**

**Background**

Raymond (**Ray**) Smith-Roberts was appointed as an independent Non-Executive Director on 1 March 2024. Ray is also Chair of the People Committee. In accordance with Clause 15.1(c) of the Constitution, Ray has offered himself for election as a Director. Prior to submitting himself for election, Ray has confirmed that he will have sufficient time to fulfil his duties as a Director of AMA Group.

Ray's experience in the Australian automotive industry spans 37 years and includes previous involvement with AMA Group in leadership roles running both the Accessories and Panel businesses as well as Executive Director. He also has significant advocacy and policy influence within the sector, and is currently the Managing Director of Creative Conversions, a second stage vehicle manufacturer.

**Board Recommendation and Voting Intention**

The Board, other than Ray Smith-Roberts, 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.

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**RESOLUTION 4 - ELECTION OF DAVID GOLDSTEIN AS A DIRECTOR**

**Background**

David Goldstein was appointed as an independent Non-Executive Director on 1 March 2024. In accordance with Clause 15.1(c) of the Constitution, David has offered himself for election as a Director. Prior to submitting himself for election, David has confirmed that he will have sufficient time to fulfil his duties as a Director of AMA Group.

David brings a best-in-class experience gained from a 30 year career in front line to C-suite roles at Caliber, one of the world's most successful collision repair businesses. During this time, David has been instrumental in

optimising business processes, driving growth and elevating the customer experience through strategic planning, innovative problem-solving, and cross-functional collaboration. His executive roles have included leadership of people, operations and new business at Caliber.

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

The Board, other than David Goldstein, 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.

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### **RESOLUTION 5 - ELECTION OF JOANNE DAWSON AS A DIRECTOR**

#### **Background**

Joanne Dawson was appointed as an independent Non-Executive Director on 19 June 2024. Joanne is also Chair of the Audit and Risk Committee. In accordance with Clause 15.1(c) of the Constitution, Joanne has offered herself for election as a Director. Prior to submitting herself for election, Joanne has confirmed that she will have sufficient time to fulfil her duties as a Director of AMA Group.

Ms Dawson is a Chartered Accountant and Fellow of the Australian Institute of Company Directors and brings deep experience as a Non-Executive Director. Ms Dawson's current Non-Executive Directorships include Centuria Capital Group Limited (ASX: CNI), Pacific Current Group (ASX: PAC), Vision Super, Bank First Ltd and PetSure (Australia) Pty Ltd. Her prior roles include senior positions at Deloitte and National Australia Bank, director of PSC Insurance Limited (ASX: PSC) and Chair of EL&C Baillieu Ltd.

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

The Board, other than Joanne Dawson, 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.

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### **RESOLUTION 6 - RENEWAL OF THE AMA PERFORMANCE RIGHTS PLAN**

#### **Background**

This Resolution seeks Shareholder approval for the renewal of the AMA Performance Rights Plan (**Plan**) and for the issue of securities under the Plan in accordance with ASX Listing Rule 7.2 (Exception 13(b)).

The objective of the Plan is to attract, motivate and retain key employees. The Company considers that the adoption of the Plan and the future issue of securities under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

ASX Listing Rule 7.1 limits the amount of Equity Securities that an ASX-listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period (**15% Limit**).

Under ASX Listing Rule 7.2 (Exception 13(b)), Shareholders may approve the issue of securities under an employee incentive scheme as an exception to ASX Listing Rules 7.1 and 7.1A.

Where this Resolution is passed, any securities issued under the Plan will not be counted in calculating the Company's 15% Limit. If Shareholder approval is not obtained any such securities issued under the Plan would reduce the number of Equity Securities which the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

Where this Resolution is passed, this approval would continue for three years, at which time it must be renewed, or it will expire. For the avoidance of doubt issues to Directors and their associates will still require approval under ASX Listing Rule 10.14.

The Board intends to make regular grants of securities under the Plan to selected employees excluding Senior Executives. Offers will be made at the discretion of the Board. The terms of the securities granted under the Plan will be determined by the Board at grant and may therefore vary over time. In the Board's opinion, Resolution 6 will assist the Company in managing its capital requirements efficiently by ensuring that the Company's 15%

Limit is not diminished by issues under the Plan and ensure that capacity is available for capital management initiatives and acquisitions, if necessary and appropriate.

#### Specific Information required by ASX Listing Rule 7.2 (Exception 13(b))

As required by ASX Listing Rule 7.2 (Exception 13(b)), the following information is provided:

- (a) a summary of the key terms of the Plan is set out in Annexure A;
- (b) the total number of Equity Securities issued under the Plan since it was last approved by Shareholders is 51,839,763
- (c) the maximum number of Equity Securities proposed to be issued under the Plan (in addition to any other employee share schemes operated by the Company) is approximately 100,000,000 over the next 3 years, .

#### 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.

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### RESOLUTION 7 – APPROVAL OF PRIOR ISSUE OF PLACEMENT SHARES (LISTING RULE 7.4)

#### Background

On 18 July 2024, the Company announced a fully underwritten \$125.0 million capital raising via:

- an institutional placement to institutional and sophisticated investors to raise \$32.5 million (**Placement**); 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 **Equity Raising**).

Funds raised under the Equity Raising will be used to repay \$50.0 million of existing senior bank debt with an additional \$50.0 million to be held in a locked account to settle expected redemptions on the convertible note put option (expected in March 2025). The remaining net proceeds will be put towards future debt amortisation payments (\$5.0 million in each of June 2025 and September 2025), repayment of accrued PIK interest on senior debt (\$3.8 million), transaction costs, future working capital, and growth requirements.

On 22 July 2024, the Company announced that it had completed the allocations under the Placement and the institutional component of the Entitlement Offer.

The Company issued 592,618,961 fully paid ordinary Shares to new institutional investors and existing institutional shareholders under the Placement at the offer price of \$0.042 (**Placement Shares**).

This Resolution seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares issued under Listing Rule 7.1. As the Entitlement Offer was a pro-rata issue, Shareholder approval was not required for the issue of Shares under the Entitlement Offer.

#### Listing Rules 7.4 & 7.5

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period (**15% Limit**).

Pursuant to Listing Rule 7.4, where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rules 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

Accordingly, if Resolution 7 is passed by Shareholders, the Placement Shares will be excluded from the calculation of the Company's 15% Limit under ASX Listing Rule 7.1. If Resolution 7 is not passed by Shareholders, the Placement Shares will be included in calculating the Company's 15% Limit, 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 Placement Shares.

The following information in relation to the Placement Shares the subject of Resolution 7 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	<p>The Placement 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.</p> <p>None of the institutional investors and existing institutional shareholders are related parties of the Company.</p> <p>Disclosure of the following participants in the Placement are considered material to the issue as they were prior to the Placement, substantial holders (together with their associates) :</p> <ul style="list-style-type: none"> <li>• Tiga Trading Pty Ltd</li> <li>• Jasforce Pty Ltd</li> </ul>
The number and class of securities issued	592,618,961 Shares
Date of issue	26 July 2024
The price at which the securities were issued	\$0.042 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.

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 2024.

**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 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 21 November 2024.

**Participating Directors** means Brian Austin, Raymond Smith-Roberts, David Goldstein and Joanne Dawson or an entity controlled by Brian Austin, Raymond Smith-Roberts, David Goldstein and Joanne Dawson as specified in the relevant Resolution.

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

**Placement Shares** has the meaning given in this Explanatory Memorandum.

**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 2024.

**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.

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

Annexure A- AMA Performance Rights Plan (summary)

Key terms	Detail
Purpose	The Plan allows the Board to offer Performance Rights to eligible participants which provide the opportunity to acquire fully paid ordinary shares in the Company ( <b>Shares</b> ) for the purposes of attracting, motivating and retaining key employees.

<b>Eligible participants</b>	<p>The Board may offer Performance Rights to any current, former or prospective full-time or part-time employee, executive, director or contractor of the Group, or any other person the Board considers eligible, as determined appropriate by the Board.</p> <p>The Company will seek Shareholder approval for participation of any Directors in the Plan if required by the ASX Listing Rules.</p>
<b>Performance Rights</b>	<p>Each Performance Right is a right to acquire a Share (or a cash payment of equivalent value at the discretion of the Board), subject to satisfaction of any applicable performance and/or service-related conditions.</p> <p>The Board will determine the terms of the Performance Rights for each offer.</p> <p>Each offer under the Plan will specify the maximum number or value of Shares that the participant may be granted.</p> <p>Performance Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>Performance Rights are not transferable (except in limited circumstances or with the consent of the Board).</p>
<b>Vesting period and conditions</b>	<p>The Board may determine vesting conditions, which may include performance and/or service-related conditions, that must be satisfied before the Performance Rights vest. The vesting conditions will be measured and tested over a vesting period determined by the Board.</p> <p>The Plan provides the Board with the ability to review and adjust the vesting conditions, targets and vesting schedules (as applicable) on a grant-by-grant basis, ensuring they remain appropriate for the particular grant.</p>
<b>Allocation of Shares</b>	<p>The Company may issue new Shares or procure the acquisition of Shares on-market to allocate Shares to participants following vesting and exercise (whether automatic or otherwise) of Performance Rights.</p> <p>The Company may also operate an employee share trust to acquire, hold or provide Shares for the purposes of the Plan.</p>
<b>Other terms</b>	<p>The Board may determine any additional terms applicable to the Performance Rights or allocated Shares, including any disposal restrictions that apply, as well as any other vesting or lapsing conditions.</p>
<b>Cessation of employment</b>	<p>In general, where a participant ceases employment with AMA prior to Performance Rights vesting, the treatment will depend on the circumstances of cessation.</p> <p>Where the participant ceases employment due to resignation or termination for cause (including gross misconduct), all unvested Performance Rights will be forfeited upon cessation.</p> <p>Where a participant ceases employment for any other reason prior to Performance Rights vesting, all unvested Performance Rights will generally continue "on-foot" and may vest at the end of the vesting period to the extent that the relevant vesting conditions have been satisfied.</p> <p>The Board retains discretion to apply any other treatment it deems appropriate in the circumstances (including that a specified number of Performance Rights may vest either at cessation or at the end of the original vesting period, or that some or all of the Performance Rights will be forfeited).</p>

	Where a participant ceases employment subsequent to vesting, but before vested Performance Rights that require exercise are exercised, the participant must exercise vested Performance Rights by the earlier of 90 days of cessation or the date the Performance Rights lapse.
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## 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 Group Limited Annual General Meeting

The AMA Group Limited Annual General Meeting will be held on Thursday, 21 November 2024 at 2:30pm (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/AMA2024AGM](http://www.edocumentview.com.au/AMA2024AGM) and use the below information:

**Control Number: 184423**

**SRN/HIN**

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

For your proxy appointment to be effective it must be received by 2:30pm (AEDT) Tuesday, 19 November 2024.



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/AMA2024>

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.

## 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) Tuesday, 19 November 2024**.

# 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

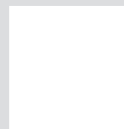
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select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

## Lodge your Form:

### Online:

Lodge your vote online at [www.edocumentview.com.au/AMA2024AGM](http://www.edocumentview.com.au/AMA2024AGM) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 184423**  
**SRN/HIN:**

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.

☐ **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.

## Voting Form

Please mark ☒ to indicate your directions

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

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 Thursday, 21 November 2024 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 Item 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 is 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 Item 1 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	Election of Brian Austin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Raymond Smith-Roberts as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of David Goldstein as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Joanne Dawson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Renewal of AMA Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Prior Issue of Placement Shares (Listing Rule 7.4)	<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