

ASX RELEASE



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2nd September 2011

The Manager
Company Announcements Office
Australian Stock Exchange
Exchange Centre
20 Bridge Street
Sydney NSW 2000

TMA Group of Companies Limited (**TMA**) notes that within TMA's:

1. Notice of Meeting and Explanatory Statement dated 15 August 2011 (**Notice**), the defined term "*Independent Director*" includes Michael Whelan (**MW**); whilst
2. Annual Report for the Financial Year Ended 30 June 2011 (**Report**), one of the three directors of TMA not considered to be independent is MW.

TMA clarifies that:

1. for the purpose of the Notice, MW is included within the defined term "*Independent Director*" because, as at the date of the Notice, MW:
 - (a) did not hold a relevant interest in any ordinary shares in the capital of TMA;
 - (b) was not an associate of a substantial shareholder of TMA;
 - (c) was not employed by TMA;
 - (d) was not a material supplier or customer of TMA;
 - (e) was not an officer of, or otherwise associated directly or indirectly with, a material supplier or customer of TMA; and
 - (f) did not have a material contractual relationship with TMA or any of its directors,but
2. for the purpose of the Report, MW was not considered to be independent because:
 - (a) a criteria that "*should*" be considered by the board of TMA in determining whether a director is independent is, under Principle 2 of the Corporate Governance Principles and Recommendations (2nd ed), whether a director "*is employed, or has previously been employed in an executive capacity by the company or another group member, and there has not been a period of at least three years between ceasing such employment and serving on the board*" (see Box 2.1, p. 17); and
 - (b) there has not been a period of at least three years between the date upon which MW ceased to be employed in an executive capacity by TMA and MW serving on the board.

Yours faithfully

Corriene Karam
Company Secretary



TMA Group of Companies Limited

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