

8 December 2017

The Manager
Company Announcements
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sirs,

Off-Market Takeover Bid by AMA Group Limited for Automotive Solutions Group Limited

Notice declaring the Offer is free of all Defeating Conditions

We refer to AMA Group Limited's (**AMA**):

1. Bidder's Statement dated 1 November 2017 (lodged at ASIC on 1 November 2017) in relation to its off-market takeover offer for all of the ordinary shares in Automotive Solutions Group Limited (**ASGL**) that it does not already own;
2. First Supplementary Bidder's Statement dated 10 November 2017;
3. Replacement Bidder's Statement dated 10 November 2017 (**Replacement Bidder's Statement**);
4. Dispatch of the Replacement Bidder's Statement to ASGL shareholders on 17 November 2017;
5. Second Supplementary Bidder's Statement dated 24 November 2017; and
6. Notice of satisfaction of a Defeating Condition dated 24 November 2017.

Enclosed with this letter is AMA's notice dated 8 December 2017 pursuant to Section 650F(1) of the Act that the Offer is free of the Defeating Conditions defined in the Replacement Bidder's Statement (**Notice**).

A copy of this letter and the Notice have been provided to ASGL on the date of this letter.

Yours faithfully



Terri Bakos
Company Secretary
AMA Group Limited

AMA Group Limited ACN 113 883 560 (AMA)

Notice pursuant to Section 650F(1) of the Corporations Act 2001 (Cth)

Notice Declaring the Offer free of all Defeating Conditions

To: Automotive Solutions Group Limited ACN 613 474 089 (**ASGL**); and
ASX Limited

This Notice is given by AMA in relation to its off-market takeover offer dated 17 November 2017 for all the ordinary shares in ASGL (**Offer**) as set out in AMA's Replacement Bidder's Statement dated 10 November 2017 (**Replacement Bidder's Statement**) as supplemented by the Second Supplementary Bidder's Statement dated 24 November 2017 (**Supplementary Bidder's Statement**).

This Notice should be read together with the Replacement Bidder's Statement and the Supplementary Bidder's Statement.

Notice Declaring the Offer free of all Defeating Conditions

AMA gives notice, pursuant to Section 650F(1) of the Corporations Act 2001 (Cth) and Section 6.4 of the Replacement Bidder's Statement, that the Offer contained in the Replacement Bidder's Statement as supplemented by the Supplementary Bidder's Statement, and each contract formed pursuant to acceptances of the Offer, is free from all of the Defeating Conditions set out in Section 6 of the Replacement Bidder's Statement, being more particularly:

1. The minimum acceptance Defeating Condition in Section 6.1(a) of the Replacement Bidder's Statement has been satisfied; and
2. The Defeating Conditions in Section 6.1(b) of the Replacement Bidder's Statement (no material transactions) is hereby waived;
3. The Defeating Conditions in Section 6.1(c) of the Replacement Bidder's Statement (no prescribed occurrences) is hereby waived; and
4. The Defeating Conditions in Section 6.1(d) of the Replacement Bidder's Statement (non-existence of "change of control rights") is hereby waived.

Accordingly, the Offer is free of the Defeating Conditions and is unconditional.

AMA's voting power in ASGL

AMA's voting power in ASGL at the date of this Notice is 75.73%

Dated: 8 December 2017



Terri Bakos