

Operating Specialised Automotive Aftercare and Accessory Companies

ABN 50 113 883 560

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00am (AEDT)

REGISTRATION: 10.45 am (AEDT)

DATE: 22 November 2018

PLACE: Computershare Conference Centre
Yarra Falls
452 Johnston Street
Abbotsford Victoria 3067

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.



11 October 2018

Dear Shareholder,

AMA Group Limited (the **Company**) has convened the Annual General Meeting (**AGM**) of Shareholders to be held on 22 November 2018 and we invite you to attend. The meeting will be held at Computershare Conference Centre to commence at 11:00am and will consider:

- The 2018 Annual Report.
- Adoption of the Remuneration Report.
- Re-election of Mr Andrew Hopkins, who comes up for rotation at this AGM.
- Ratification of the issue of shares to the Vendors of the BMB Prestige Group.
- Ratification of the issue of shares to the Vendors of Micra Accident Repair Centre.
- Ratification of the issue of shares to the Vendors of Repair Management Australia Group.
- Approval for a new AMA Group Limited Employee Equity Plan.
- Approval for the issue of equity to a director, Mr Raymond Smith-Roberts.
- Approval for the release of equity from escrow.
- Approval for the giving of financial assistance.

Attached to this letter is a Notice of the AGM and an Explanatory Memorandum setting out details on each of the resolutions to be proposed at the meeting.

If you are unable to attend the Meeting, I encourage you to vote using the Proxy Form, which is also enclosed. If you are able to attend, please bring this letter and package with you to facilitate your entitlement to vote. The Board recommends that you vote in favour of all resolutions.

My fellow directors and I look forward to meeting those Shareholders who can attend the Annual General Meeting in person.

Thank you for your continued support.

Yours sincerely

Ray Malone
Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of AMA Group Limited will be held at Computershare Conference Centre at 11.00am (AEDT) on 22 November 2018.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company on 19 November 2018 at 7.00pm (AEDT).

All of the Resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on the resolution. This includes voting via proxies.

AVAILABILITY OF 2018 ANNUAL REPORT

Shareholders are reminded that the 2018 Annual Report is only mailed to those Shareholders who have elected to receive a hard copy. The 2018 Annual Report can be viewed on the Company's web site at www.amagroupltd.com.

BUSINESS

RECEIPT OF THE ANNUAL FINANCIAL REPORT

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and auditors for the financial year ended 30 June 2018.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider, and if thought fit, to pass, with or without amendment, 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 as contained in the Company’s financial report for the year ended 30 June 2018.”

RESOLUTION 2 – RE-ELECTION OF DIRECTOR, MR ANDREW HOPKINS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for all purposes, Mr. Andrew Hopkins, a director of the Company retires in accordance with clause 15.1(a) of the Constitution and, being eligible, is re-elected as a Director of the Company.”

RESOLUTION 3 – RATIFICATION OF AN ISSUE OF SHARES TO THE VENDORS OF THE BMB PRESTIGE GROUP

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That pursuant to ASX Listing Rule 7.4 and for the purpose of ASX Listing Rule 7.1 and all other purposes, Shareholders grant subsequent approval for the issue of 1,875,291 fully paid ordinary Shares to the Vendors of the BMB Prestige Group on the terms as set out in the explanatory memorandum”.

RESOLUTION 4 – RATIFICATION OF AN ISSUE OF SHARES TO THE VENDORS OF MICRA

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That pursuant to ASX Listing Rule 7.4 and for the purpose of ASX Listing Rule 7.1 and all other purposes, Shareholders grant subsequent approval for the issue of 393,184 fully paid ordinary Shares to the Vendors of Micra Accident Repair Centre Pty Ltd on the terms as set out in the explanatory memorandum”.

RESOLUTION 5 – RATIFICATION OF AN ISSUE OF SHARES TO THE VENDORS OF REPAIR MANAGEMENT AUSTRALIA GROUP

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That pursuant to ASX Listing Rule 7.4 and for the purposes of ASX Listing Rule 7.1 and all other purposes, Shareholders grant subsequent approval for the issue of 4,779,406 fully paid ordinary Shares to the Vendors of Repair Management Australia Group on the terms as set out in the explanatory memorandum”.

RESOLUTION 6 – NEW AMA GROUP LIMITED EMPLOYEE EQUITY PLAN

To consider, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of Exception 9 of ASX Listing Rule 7.2, Section 260C(4) of the Corporations Act 2001 (Cth) and for all other purposes, approval is hereby given for the granting of securities under the new AMA Group Limited Employee Equity Plan.”

RESOLUTIONS 7A AND 7B – ISSUE OF EQUITY TO A DIRECTOR, RAYMOND SMITH-ROBERTS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

Resolution 7A

“That, subject to Resolution 6 passing (the adoption of the new AMA Employee Equity Plan), pursuant to ASX Listing Rule 10.14, shareholders approve the issue of 1,090,275 fully paid ordinary shares to Mr Raymond Smith-Roberts (or his nominee) pursuant to the AMA Employee Equity Plan as set out in the explanatory notes which accompanied and form part of the Notice of Meeting”.

Resolution 7B

“That, subject to Resolution 7A being withdrawn, pursuant to ASX Listing Rule 10.11, shareholders approve the issue of 1,090,275 fully paid ordinary shares to Mr Raymond Smith-Roberts (or his nominee) as set out in the explanatory notes which accompanied and form part of the Notice of Meeting”

RESOLUTION 8 – RELEASE OF EQUITY FROM ESCROW

To consider and, if thought fit, to pass, with or without amendment, the following resolutions as **ordinary resolutions**:

Resolution 8A

“That, Shareholders approve the early release of 50,391,667 ordinary shares issued to Cedarfield Holdings Pty Ltd, a vendor under the Gemini Accident Repair Centre Pty Ltd Share Sale Agreement, from voluntary escrow as set out in the explanatory memorandum”.

Resolution 8B

“That, Shareholders approve the early release of 708,333 ordinary shares issued to Stephan Harding-Smith, a vendor under the Gemini Accident Repair Centre Pty Ltd Share Sale Agreement, from voluntary escrow as set out in the explanatory memorandum”.

Resolution 8C

“That, Shareholders approve the early release of 8,841,667 ordinary shares issued to Sherdley Investments Pty Ltd ATF Walsh Family Trust, a vendor under the Gemini Accident Repair Centre Pty Ltd Share Sale Agreement, from voluntary escrow as set out in the explanatory memorandum”.

Resolution 8D

“That, Shareholders approve the early release of 5,058,333 ordinary shares issued to Missy Nominees Pty Ltd ATF Frank Crispo Family Trust, a vendor under the Gemini Accident Repair Centre Pty Ltd Share Sale Agreement, from voluntary escrow as set out in the explanatory memorandum”.

Resolution 8E

“That, Shareholders approve the early release of 708,333 ordinary shares issued to James Alexander Timuss, a vendor under the Gemini Accident Repair Centre Pty Ltd Share Sale Agreement, from voluntary escrow as set out in the explanatory memorandum”.

Resolution 8F

“That, Shareholders approve the early release of 708,333 ordinary shares issued to Joseph Vincent Walsh, a vendor under the Gemini Accident Repair Centre Pty Ltd Share Sale Agreement, from voluntary escrow as set out in the explanatory memorandum”.

Resolution 8G

“That, Shareholders approve the early release of 708,333 ordinary shares issued to Mark Reid, a vendor under the Gemini Accident Repair Centre Pty Ltd Share Sale Agreement, from voluntary escrow as set out in the explanatory memorandum”.

Resolution 8H

“That, Shareholders approve the early release of 5,733,334 ordinary shares issued to Magnacon Pty Ltd ATF P&J Bubeck Family Trust, a vendor under the Gemini Accident Repair Centre Pty Ltd Share Sale Agreement, from voluntary escrow as set out in the explanatory memorandum”.

Resolution 8I

"That, Shareholders approve the early release of 1,066,667 ordinary shares issued to Merton Corporation Pty Ltd ATF Sjodin & Roussel Family Trust, a vendor under the Gemini Accident Repair Centre Pty Ltd Share Sale Agreement, from voluntary escrow as set out in the explanatory memorandum".

Resolution 8J

"That, Shareholders approve the early release of 2,375,000 ordinary shares issued to Carliolv Investments Pty Ltd ATF Carliolv Investments Trust, a vendor under the Gemini Accident Repair Centre Pty Ltd Share Sale Agreement, from voluntary escrow as set out in the explanatory memorandum".

RESOLUTIONS 9A TO 9D – APPROVAL FOR FINANCIAL ASSISTANCE

To consider and, if thought fit, to pass, with or without amendment, the following resolutions as **special resolutions**:

- 9A *"That pursuant to Section 260B of the Corporations Act 2001(Cth) and for the purposes of Section 260A of the Corporations Act, Shareholders approve Mt Druitt Autobody Repairs Pty Ltd ACN: 052 158 406 (MTD) a wholly owned subsidiary of AMA giving financial assistance to AMA Group Ltd (Company) in connection with the acquisition by the Company of the entire issued share capital of MTD as set out in the explanatory notes which accompanied and form part of the Notice of Meeting".*
- 9B *"That pursuant to Section 260B of the Corporations Act 2001(Cth) and for the purposes of Section 260A of the Corporations Act, Shareholders approve Accident Repair Management Pty Ltd ACN: 165 973 188 (ARM) a wholly owned subsidiary of AMA giving financial assistance to AMA Group Ltd (Company) in connection with the acquisition by the Company of the entire issued share capital of ARM as set out in the explanatory notes which accompanied and form part of the Notice of Meeting".*
- 9C *"That pursuant to Section 260B of the Corporations Act 2001(Cth) and for the purposes of Section 260A of the Corporations Act, Shareholders approve Accident Repair Management No. 2 Pty Ltd ACN: 619 052 372 (ARM2) a wholly owned subsidiary of AMA giving financial assistance to AMA Group Ltd (Company) in connection with the acquisition by the Company of the entire issued share capital of ARM2 as set out in the explanatory notes which accompanied and form part of the Notice of Meeting".*
- 9D *"That pursuant to Section 260B of the Corporations Act 2001(Cth) and for the purposes of Section 260A of the Corporations Act, Shareholders approve Accident Repair Management No.3 Pty Ltd ACN: 619 053 388 (ARM3) a wholly owned subsidiary of AMA giving financial assistance to AMA Group Ltd (Company) in connection with the acquisition by the Company of the entire issued share capital of ARM3 as set out in the explanatory notes which accompanied and form part of the Notice of Meeting".*

VOTING EXCLUSIONS

ASX listing rules

In accordance with ASX Listing Rule 14.11, in relation to:

- (a) **Resolution 3**, the Company will, disregard any votes cast in favour of the resolution by the Vendors of the BMB Prestige group of businesses and any of their associates.
- (b) **Resolution 4**, the Company will, disregard any votes cast in favour of the resolution by the Vendors of the Micra Accident Repair Centre businesses and any of their associates.
- (c) **Resolution 5**, the Company will, disregard any votes cast in favour of the resolution by the Vendors of the Repair Management Australia group of businesses and any of their associates.
- (d) **Resolution 6**, the Company will, disregard any votes cast in favour of the resolution by a director (other than one who is ineligible to participate in the Equity Plan) and any of their associates.
- (e) **Resolution 7A & 7B**, the Company will, disregard any votes cast in favour of these resolutions by the director and any of their associates.

However, the Company need not disregard a vote if:

- it is cast by a director as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides.

Corporations Act

Special voting restrictions in relation to Resolutions 1, 6, 7A and 7B

Key Management Personnel (**KMP**) and their closely related parties are not permitted to vote on these Resolutions. KMPs of AMA are the Directors of AMA and those other persons having authority and responsibility for planning, directing and controlling the activities of AMA, directly or indirectly. The Remuneration Report identifies AMA's KMPs for the financial year ending 30 June 2018. 'Closely related parties' are defined in the Corporations Act 2001, and include certain family members, dependents and companies they control.

However, a KMP may cast a proxy where the proxy specifies in writing how the KMP is to vote (except proxies cast on behalf of another KMP). The Chair is permitted to vote undirected proxies where the Shareholder expressly authorises the chair to exercise the proxy.

Accordingly, if you have appointed the Chair (either directly or by default) as your proxy and you have not directed them how to vote, you are authorising the Chair to exercise the proxy in respect of Resolution 1, 6, 7A or 7B, notwithstanding that the Chair or KMP may benefit.

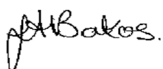
The Chair intends to vote in favour of all Resolutions.

Special voting restrictions in relation to Resolutions 8A and 9A to 9D

Shareholders should read the Explanatory Memorandum for details relating to the restrictions associated with each resolution.

DATED: 11 October 2018

By Order of the Board



Ms. Terri Bakos
Company Secretary
AMA Group Limited

Important information for Shareholders

1. The business of the Annual General Meeting affects your shareholding and your vote is important.
2. To vote in person, attend the Annual General Meeting on the date and at the place set out above.
3. Completed Proxy Forms (together with any additional documentation such as a power of attorney or appointment of a body corporate representative) must be received by the Company via its Share Registry by 11:00am Australian Eastern Daylight Time on Tuesday 20 November 2018, by one of the following methods;

- **Online:** Shareholders may lodge proxies online by visiting www.investorvote.com.au and following the prompts. To use this facility you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN), postcode and control number as shown on the Proxy Form.

For Intermediary Online subscribers only (custodians and nominees) please visit www.intermediaryonline.com

- **By mail:** send the proxy form to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001
- **By facsimile:** to the Company on facsimile number 1800 783 447 (within Australia) or +61 3 9473 2555 (from outside Australia)
- **In person:** deliver the proxy form to Computershare Investor Services Pty Limited, 452 Johnston Street, Abbotsford, Victoria 3067 Australia;

Proxy forms received later than 11:00 am 20 November 2018 will be invalid.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at 11.00am (AEDT), 22 November 2018 at:

Computershare Conference Centre
Yarra Falls
452 Johnston Street
Abbotsford Victoria 3067

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

RECEIPT OF ANNUAL FINANCIAL REPORT

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of Directors and Auditors for the year ended 30 June 2018.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report.

During the discussion of this item, the Company's auditor will be present and will answer qualifying questions.

Written questions for the auditor

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to (617) 3283 1168. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be addressed at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting; that is by no later than 11.00am on 15 November 2018.

1 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Background

Pursuant to Section 250R(2) of the Corporations Act 2001, at the Annual General Meeting of a listed company, the Company must propose a resolution that the Remuneration Report be adopted.

The purpose of this resolution is to present to the Shareholders, the Company's Remuneration Report so that Shareholders may ask questions about or make comments on the management of the Company in accordance with the requirements of the Corporations Act 2001 and vote to adopt the Remuneration Report for the year ended 30 June 2018.

This resolution is advisory only and does not bind the Company. However, the Board will consider the outcome of the vote made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

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 2017 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

The Remuneration Report is contained within the 2018 Annual Report.

You may access the Annual Report by visiting the Company's website www.amagroupltd.com.

Voting Restrictions

Please refer to Voting Exclusion Statement in the Notice of Meeting.

The Chair intends to vote in favour of all Resolutions.

2 RESOLUTION 2 – RE-ELECTION OF DIRECTOR, MR ANDREW HOPKINS

Clause 15.3(a) of the Constitution states that no director except the Managing Director may hold office for a period in excess of 3 years without offering himself/herself for re-election, and that at every Annual General Meeting, one-third of the previously elected Directors must retire from office and be eligible for re-election.

Mr Hopkins will retire in accordance with Clause 15.3(a) at the Annual General Meeting and seeks re-election.

Mr Andrew Hopkins – Executive Director – Appointed 17th December 2015

Mr Hopkins founded the Gemini Group in Perth in 2009 and built the Gemini brand into one of the largest privately-owned consolidators offering integrated claims management and repair services to the insurer, corporate and consumer markets. Andrew brings extensive management expertise to the AMA group. With over 35 years of experience in finance, acquisitions, strategy and building insurance relationships, Andrew's ability to continually innovate will broaden AMA's relationships with insurance companies both domestically and internationally.

The Directors, other than Mr Hopkins who abstains, recommend that Shareholders vote in favour of this Resolution.

4 RESOLUTION 3 – RATIFICATION OF THE ISSUE OF SHARES TO THE VENDORS OF BMB PRESTIGE

Transaction overview

On the 2 February 2015, the Company announced that it had entered into an agreement to acquire the BMB Prestige Group of businesses (**BMB Business**) (**Business Sale Agreement**). The consideration for the BMB Businesses consisted of a mix of cash and equity.

In accordance with the terms of the Business Sale Agreement, the Vendors are entitled to a yearly earn-out incentive, payable by way of fully paid ordinary shares in the Company (**BMB Earn-Out Shares**) where the earnings before income tax (**EBIT**) of the BMB Business during the specified earn out period exceed \$1,300,000 (**Earn-Out Threshold**), subject to a maximum earn out incentive of \$666,666. The relevant yearly earn-out period ended on 31 December 2017 (**Earn-Out Period**). The deemed price for the BMB Earn-Out Shares is the volume weighted average price of ordinary shares in the Company traded during December 2014, being \$0.356 per BMB Earn-Out Share (**Deemed Issue Price**).

The performance of the BMB Business exceeded the Earn-Out Threshold and therefore, the Vendors of the BMB Business qualify for the maximum earn out of \$666,666. Based on a Deemed Issue Price of \$0.356 per share, the total number of BMB Earn-Out Shares required to be issued was 1,875,291. Accordingly, the Company issued 1,875,291 BMB Earn-Out Shares to the Vendors of the BMB Business on 23 May 2018.

Shareholder approval

ASX Listing Rule 7.1 prohibits a listed entity from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without Shareholder approval (**15% Limit**), unless an exception applies.

Pursuant to ASX Listing Rule 7.4, an issue of securities made without approval is deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1 provided that:

- (a) the issue did not breach the 15% Limit; and
- (b) the Company in general meeting subsequently approves the issue.

Shareholder ratification for the issue of the BMB Business Earn-Out Share is now sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without Shareholder approval. At the time of issue of the BMB Earn-Out Shares, the Company was not in breach of ASX Listing Rule 7.1.

Requirements of ASX Listing Rule 7.5

It is a requirement of ASX Listing Rule 7.5, that a listed entity seeking subsequent Shareholder approval under listing rule 7.4 provides the following information:

(a) The total number of shares issued:

1,875,291 BMB Earn-Out Shares (\$666,666 divided by the Deemed Issue Price)

(b) The price at which the securities were issued:

The BMB Earn-Out Shares were issued for non-cash consideration and were issued at the Deemed Issue Price of \$0.356 per Share (see above).

(c) The terms of the shares:

The BMB Earn-Out Shares were issued on terms identical to the Company's existing quoted fully paid ordinary Shares.

(d) The names of the Allottees:

Bencar Nominees Pty Ltd	1,196,961
Bencar Consultants Pty Ltd	678,330

(e) The use of funds raised:

As the issue of the BMB Earn-Out Shares was to partly satisfy the Purchase Price under the Business Sale Agreement (specifically the earn-out incentive), no money was raised from the issue.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution

5 RESOLUTION 4 – RATIFICATION OF THE ISSUE OF SHARES TO THE VENDORS MICRA

Transaction overview

On the 16 December 2015, the Company announced that it had entered into an agreement to acquire the Micra Accident Repair Centre Pty Ltd business (**MICRA (Share Sale Agreement)**). The consideration for MICRA consisted of a mix of cash and equity.

Pursuant to the Share Sale Agreement, the Vendors are entitled to a yearly earn-out incentive, to be satisfied by way of fully paid ordinary shares in the Company (**MICRA Earn-Out Shares**) where the earnings before income tax (**EBIT**) of MICRA over the earn-out period exceeds \$300,000 (**Earn-Out Threshold**), subject to a maximum earn out incentive of \$300,000. The relevant Earn-Out period ended on 31 December 2017 (**Earn-Out Period**). The Deemed Issue Price for the MICRA Earn-Out Shares for the relevant Earn-Out Period is based on the volume weighted average price of ordinary shares in the Company in the 60 day period up to 7 October 2015, being \$0.763 per share (**Deemed Issue Price**).

The performance of the MICRA business exceeded the Earn-Out Threshold and therefore the Vendors of MICRA were entitled to the maximum earn-out. Based on the Deemed Issue Price of \$0.763 per MICRA Earn-Out Share, 393,184 MICRA Earn-Out Shares were issued to the MICRA Vendors on 23 May 2018.

Shareholder approval

ASX Listing Rule 7.1 prohibits a listed entity from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without Shareholder approval (**15% Limit**), unless an exception applies.

Pursuant to ASX Listing Rule 7.4, an issue of securities made without approval is deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1 provided that:

- (a) the issue did not breach the 15% Limit; and
- (b) the Company in general meeting subsequently approves the issue.

Shareholder ratification for the issue of the MICRA Earn-Out Shares is now sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without Shareholder approval. At the time of the issue of the MICRA Earn-out Shares, the Company was not in breach of ASX Listing Rule 7.1.

Requirements of ASX Listing Rule 7.5

It is a requirement of ASX Listing Rule 7.5, that a listed entity seeking subsequent Shareholder approval under listing rule 7.4 provides the following information:

(a) The total number of shares issued:

393,184 MICRA Earn Out Shares (\$300,000 divided by the Deemed Issue Price)

(b) The price at which the securities were issued:

The MICRA Earn-Out Shares were issued for non-cash consideration. The MICRA Earn-Out Shares were issued at the Deemed Issue Price of \$0.763 per Share (See above).

(c) The terms of the shares:

The MICRA Earn-Out Shares were issued on terms identical to the Company's existing quoted fully paid ordinary Shares.

(d) The names of the Allottees:

Kim Louise Shelton as trustee for <Shelton Family Trust>	196,592
Deanne Maree Carey as trustee for <Carey Family Trust>	196,592

(e) The use of funds raised:

As the issue of the MICRA Earn-Out Shares was to partly satisfy the Purchase Price under the Share Sale Agreement (specifically the earn-out incentive), no money was raised.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution

6 RESOLUTION 5 – RATIFICATION OF ISSUE OF SHARES TO VENDORS OF REPAIR MANAGEMENT AUSTRALIA GROUP

Transaction overview

On the 18 June 2014, the Company announced that it had entered into an agreement to acquire the Repair Management Australia group of businesses (**RMA**) (**Share Sale Agreement**). The consideration for RMA consisted of a mix of cash and equity.

Pursuant to the Share Sale Agreement, the Vendors are entitled to the an earn-out incentive, payable by way of fully paid ordinary shares in the Company (**RMA Earn-Out Shares**) where the average earnings before income tax (**EBIT**) of RMA over the earn out period multiplied by 4 exceeds \$6 million (**Earn-Out Threshold**), subject to a maximum value of \$6 million. The deemed share price of the RMA Earn-Out Shares is \$0.255 per share (**Deemed Issue Price**). The relevant Earn-Out Period ended on 30 June 2017 (**Earn-Out Period**).

The final Earn-Out amounts were determined and agreed by the Company and the Vendors. A maximum of 23,529,412 RMA Earn-Out Shares under the Share Sale Agreement (based on the Deemed Issue Price of \$0.255 per RMA Earn-Out Share) were required to be issued to the vendors.

At the 2016 AGM, Shareholders agreed to the early issue of 12,750,000 fully paid ordinary shares as part satisfaction of the earn-out liability (**Early Release Shares**). The Early Release Shares were issued to the Vendors of RMA on the 16 February 2017.

At the 2017 AGM, Shareholders agreed to the issue of up to 10,779,412 outstanding RMA Earn-Out shares being issued as final settlement. On the 22nd December 2017, 6,000,000 RMA Earn-out shares were issued to the vendors.

Due to the lengthy settlement process, the final allotment of 4,779,406 RMA Earn-Out Shares did not occur until 13 March 2018, outside of the three month allotment period required under ASX Listing Rule 7.3.2, as approved by shareholders. Shareholder approval is now sought to ratify this final allotment of the RMA Earn-Out shares.

Shareholder approval

ASX Listing Rule 7.1 prohibits a listed entity from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without Shareholder approval (**15% Limit**), unless an exception applies.

Pursuant to ASX Listing Rule 7.4, an issue of securities made without approval is deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1 provided that:

- (a) the issue did not breach the 15% Limit; and
- (b) the Company in general meeting subsequently approves the issue.

Shareholder ratification for the issue of the final RMA Earn-Out Shares is now sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without Shareholder approval. At the time of the issue of the RMA Earn-Out Shares, the Company was not in breach of ASX Listing Rule 7.1.

Requirements of ASX Listing Rule 7.5

It is a requirement of ASX Listing Rule 7.5, that a listed entity seeking subsequent Shareholder approval under listing rule 7.4 provides the following information:

(a) The total number of shares issued:

4,779,406 RMA Earn-Out Shares

(b) The price at which the securities were issued:

\$0.255

(c) The terms of the shares:

The RMA Earn-Out Shares are identical to existing full paid ordinary shares.

(d) The names of the Allottees:

Phil Munday Investments Pty Ltd	ACN 087 507 668	2,389,703
Washington Motors Pty Ltd	ACN 007 176 721	2,389,703

(e) The use of funds raised:

As the issue of the RMA Earn-Out Shares is to partly satisfy the Purchase Price under the Business Sale Agreement, no money was raised.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution

7 RESOLUTION 6 – APPROVAL FOR A NEW AMA GROUP EMPLOYEE EQUITY PLAN

Background

On 27 September 2018, the Board of AMA Group Ltd resolved to adopt the new AMA Group Limited Employee Equity Plan (**Equity Plan**). The Equity Plan replaces the old Employee Share Option Plan which was last approved by Shareholders at the 2015 AGM (**Superseded ESOP**).

The Equity Plan was adopted by the Board to allow flexibility around incentive structures to employees and revised interpretations of Australian Taxation laws and ASIC Class Order 14/1000.

Overview of the Plan

<p>Eligible Persons</p>	<p>Director, officer, employee or contractor of a group company or who is otherwise an Eligible Participant under ASIC Class Order 14/1000 (Eligible Persons). The Plan has been expanded to 'casual employees' and prospective employees' (see below). Participation in the Plan is voluntary.</p> <p>The maximum total number of Shares that can be issued under the EEP is 5% of the Company's share capital issued during the previous 3 year period.</p>
<p>Invitation and Acceptance</p>	<p>Securities under the Plan include Shares, Options and Performance Rights (typically a right to acquire a Share without further payment).</p> <p>The Board has the discretion to make invitations to Eligible Persons including determining the total number of awards being made available or the manner for determining that number. The Board may also determine:</p> <ul style="list-style-type: none"> • In respect of Plan Shares, the issue price and any other specific terms and conditions of issue; and • in respect of Options, the exercise period, the exercise price and exercise conditions (if any). <p>No payment is due on the issue of an award under the Plan.</p> <p>An invitation must comply with Class Order 14/1000 and may include a summary or copy of the Plan.</p> <p>Securities issued under the Plan re not transferrable.</p> <p>The Board may accept or reject an application at its discretion.</p>
<p>Options</p>	<p>Subject to any adjustment in the event of a bonus issue, rights issue or reconstruction of capital, each Option is an option to subscribe for one Share. Upon exercise of an Option by the participant, each Share issued will rank equally with other quoted fully paid shares of the Company.</p> <p>Subject to satisfaction of any exercise conditions, an Option may be exercised by notice in writing and payment of exercise price. Options do not carry rights to participate in rights or bonus issues, unless it has been exercised and the Share issued prior to the record date.</p> <p>A Share issued pursuant to an Option may be subject to a Restraint Period.</p>
<p>Capital Events</p>	<p>If there is a variation in the share capital of the Company including a capitalisation, rights issue, sub-division, consolidation, or a reduction of share capital, the Board may, subject to the applicable Listing Rules or the rules of any other relevant stock exchange, make such adjustments as it considers appropriate. In respect of Options, Options must be exercised and in respect of Performance Rights, that Right has vested.</p>
<p>Performance Rights</p>	<p>The Board may issue Performance Rights at its discretion. A Performance Right confers an entitlement to be issued with 1 fully paid ordinary Share, at no cost to the holder.</p> <p>Performance Rights are not transferable.</p> <p>A Share issued pursuant to a Performance Right may be subject to a Restriction Period.</p>

Lapse Awards	Any Options not vested in accordance with the Rules may not be exercised unless otherwise permitted by the Board. A Performance Right will lapse where the performance criteria has not been satisfied under otherwise determined by the Board. Securities will automatically lapse in the event of fraud, breach of dishonesty or in certain circumstances where the participant ceases to be employed or where prescribed.
Administration	The Plan is administered by the Board. The Board may make regulations and determine procedures to administer and implement the Plan and may also terminate or suspend the operation of the Plan at its discretion.
Amendment	The Board may at any time amend the rules governing the operation of the Plan or waive or modify the application of the rules in relation to any participant. However, the Board may not amend the rules in a way that would decrease a participant's rights in respect of options acquired by them, other than amendments required to comply or conform to legislation or listing rules, to correct any manifest error or mistake or to take into account any possible adverse tax implications.
Termination	The Plan may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding shares or options issued under the plan at that time.

For the purposes of the Equity Plan (as defined in ASIC Class Order 14/1000):

- 'casual employee' is an individual who is or might reasonably be expected to be engaged to work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position; and
- 'prospective participant' means a person to whom the offer (of securities) is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming an Eligible Person.

A copy of the Equity Plan is available from the Company Secretary.

No securities have been issued under this Equity Plan. 8,528,274 securities were issued under the **Superseded ESOP** in the past 3 years.

Please refer to Voting Exclusion Statement in the Notice of Meeting.

The Directors unanimously recommend that Shareholders vote in favour of this Resolution

8 RESOLUTION 7A AND 7B – ISSUE TO DIRECTOR, RAYMOND SMITH-ROBERTS

Background

On 21 September 2017, the Company entered into an agreement with Mr Raymond Smith-Roberts, CEO of the Company's ACAD Division to issue Mr Smith-Roberts \$1,000,000 of fully paid ordinary shares in the Company, subject to shareholder approval, for entering into a restraint of trade agreement with the Company for 4 years from 1 July 2017. The quantity of shares to be issued is to be based on a VWAP of the Company's ordinary shares for the 30 day period prior to the offer of the securities. This equates to 1,090,275 shares to be issued at \$0.9172 per share. The shares are to be escrowed for the restraint period.

The agreement contains a clawback provision requiring the return of a proportional number of shares (or cash) in the event that Mr Smith-Roberts resigns from his position prior to 30 June 2021.

The Company is seeking to issue the shares pursuant to the new Equity Plan which is the subject of Resolution 6. If Resolution 6 fails, Resolution 7A will be withdrawn and Resolution 7B will be put to the meeting. Resolution 7B seeks to have the shares issued outside any employee incentive scheme in the event that the shareholders do not approve the new Equity Plan.

If Resolutions 7A or 7B are not passed, Mr Smith-Roberts' agreement provides for a cash payment in lieu of the shares.

Purpose of resolution and ASX Listing Rule's 10.11 and 10.14

Under ASX Listing Rule 10.11, an entity may only agree to issue securities to a related party (including a director), with Shareholder approval. Resolution 7A is proposed for the purpose of obtaining approval under ASX Listing Rule 10.14 (issues under an approved employee share incentive scheme). If Resolution 6 does not pass, then these securities will be issued outside any incentive plan in accordance with ASX Listing Rule 10.11.

Requirements of ASX Listing Rules 10.11 and 10.14

It is a requirement of ASX Listing Rules 10.13 (where approval is being sought under listing rules 10.11) and 10.15 (where approval is being sought under listing rules 10.14), that a listed entity provide the following information:

(a) Name of the allottee or person entitled to participate

Mr Raymond Smith-Roberts, who is a director of the Company and CEO of Company's ACAD Division.

(b) the maximum number of Shares to be issued:

1,090,275 fully paid ordinary shares.

(c) the issue price:

\$0.9172 per share, being the VWAP of the Company's fully paid ordinary shares in the 30 day period prior to 21 September 2017.

(d) names of previous allottees under the Plan (for the purposes of listing rule 10.15)

If Resolution 6 is passed and these securities are issued under the Equity Plan, no previous issues of securities will have been made under the Equity Plan.

(e) terms of the issue:

These ordinary shares will have the same terms and conditions as all other ordinary shares in the same class. The shares will be escrowed until 30 June 2021.

(f) Issue date:

Shares will be issued by no later than one month after the date of this Resolution

(g) intended use of funds

No funds will be raised by the issue of the Shares the subject to this Resolution as the Shares will be issued for non-cash consideration.

Where approval is obtained for the purpose of ASX Listing Rule 10.11 or 10.14, approval is not also required under ASX Listing Rule 7.1.

Please refer to Voting Exclusion Statement in the Notice of Meeting.

The Director, the subject of this resolution, because of his interest, makes no recommendation in relation to this resolution. All other Directors recommend that Shareholders vote in favour of this Resolution.

Background

On 14 September 2015 the Company announced that it had entered into a binding agreement to acquire all the issued capital in Gemini Accident Repair Centres Pty Ltd (**Gemini Transaction**). The Purchase Price of up to \$100 million comprised of an initial upfront cash payment of up to \$35 million and an earnout payable in cash (**Earnout Cash**) and equity (**Consideration Shares**). At the 2015 AGM shareholders approved the issue of Consideration Shares to the vendors under the Gemini Transaction (**Gemini Vendors**) as follows:

- (a) 58,333,333 quoted fully paid ordinary shares (**Tranche A**); and
- (b) 25,000,000 unquoted fully paid shares (with no voting or dividend rights) (**Tranche B**).

As at the date of this notice the Consideration Shares held by the Gemini Vendors are as follows:

Vendor	Tranche A Shares	Tranche B Shares
Cedarfield Holdings Pty Ltd	35,289,167	15,102,500
Stephen Harding-Smith	495,833	212,500
Sherley Investments Pty Ltd ATF Walsh Family Trust	6,189,167	2,652,500
Missy Nominees Pty Ltd ATF Frank Crispo Family Trust	3,540,833	1,517,500
James Alexander Timuss	495,333	212,500
Joseph Vincent Walsh	495,333	212,500
Mark Reid	495,333	212,500
Magnacon Pty Ltd ATF P&J Bubeck Family Trust	4,013,334	1,720,000
Merton Corporation Pty Ltd ATF Sjodin & Roussel Family Trust	746,667	320,000
Carliaolv Investments	1,662,500	712,500
Birdllake Holdings Pty Ltd	4,958,333	2,125,000
Total	58,333,333	25,000,000

Under the terms of the Share Sale Agreement, the Consideration Shares were voluntarily escrowed for 3.5 years to 9 June 2019 to coincide with earnout terms.

Tranche B shares converted to quoted fully paid ordinary shares, attracting voting & dividend rights on 23 November 2017 as initial earnout conditions were met.

To be eligible for the full and final payment of the Earnout Cash and Consideration Shares under the Share Sale Agreement, Gemini businesses within the panel division were required to achieve a set Target average annual EBITDA by March 2019. The Board would have expected the Consideration Shares to be released from escrow by on or about 30 April 2019, subject to the earnout conditions being met.

The Directors are pleased to announce that the Gemini businesses have substantially outperformed their required averaged annual Target EBITDA over the substantial part of the Earnout period. With 9 months of the Earnout period remaining as at 30 June 2018, the Gemini businesses were 15.7% above their average EBITDA target.

Furthermore, the Gemini Vendors, who are now part of the Group's panel management team, are carrying the cost of managing the entire panel division of AMA, which extends beyond their contractual obligations under the Gemini Transaction.

As part of the agreement to the early release from escrow of the Consideration Shares, the Gemini Vendors, who form the panel management team, have also agreed that their entitlement to the Earnout Cash of \$15million (as allowed for under the Share Sale Agreement) will now be made when the next round of market investment funding is received from the Company's paint industry partner.

Approval being sought

Given the outstanding achievements of the Gemini Vendors and the fact that their businesses are now carrying the cost of managing the entire panel division of AMA, it is proposed that shareholders approve the early release from escrow of the Consideration Shares in the following two tranches:

- (a) 50% of the Consideration Shares (41,666,667) to be released from escrow within 14 days of approval of this Resolution; and
- (b) the remaining 50% of the Consideration Shares (41,666,667) to be released on 30 April 2019.

As the issue of the Consideration Shares were approved by shareholders on the basis that they would be subject to a period of escrow, the Directors believe that shareholders should be afforded the opportunity to vote on the early release from escrow of the Consideration Shares.

Voting restriction

Mr Andrew Hopkins, who is director of the Company and a Gemini Vendor under the Transaction has voluntarily decided to abstain from voting on Resolution 8A. Furthermore, Mr Hopkins, makes no recommendation in relation to Resolutions 8B to 8J. All other Directors recommend that Shareholders vote in favour of Resolutions 8A to 8J.

10 RESOLUTIONS 9A TO 9D – FINANCIAL ASSISTANCE.

This explanatory note is in relation to each special resolution 9A to 9D.

The following information is provided as a disclosure statement for the purposes of section 260B(4) of the Corporations Act 2001 (Cth) (**Corporations Act**).

Overview of the Financial Assistance provisions

The Corporations Act restricts the ability of a company to financially assist the acquisition of its own shares to ensure that a company 'maintain its capital' to enable it to pay its creditors.

If a company was to have an unfettered ability to, for example, financially assist the acquisition of its own shares, then buyers of shares in companies may tend to fund the purchase price out of the assets of the company, to the potential detriment of its creditors.

Section 260A of the Corporations Act provides that shareholder approval (by the shareholders of the entity providing the financial assistance) must be given by either of the following:

- A **special resolution** passed at a general meeting, with no votes being cast in favour of the resolution by the person acquiring the shares or by their associates; or
- A resolution agreed to, at a general meeting, by **all ordinary shareholders** (which in the case of a company with one shareholder will be a sole shareholder resolution).

Further, section 260B (2) of the Corporations Act requires that where the holding company of an entity which has given financial assistance is a listed entity, a special resolution of the members of that listed entity in favour of the proposed financial assistance must also be obtained (**Holding Company Resolution**).

Background

Banking Facility

AMA Group Limited has a \$100 million bank facility with National Australia Bank (**Facility**).

Under the terms of the Facility, the Company must ensure that (amongst other things):

- a) each wholly owned Australian member of the group (**Group**) is a **guarantor to the Facility**;
- b) any member of the group which holds at least 5% of the consolidated group total assets or contributes at least 5% of consolidated EBITDA of the Group on the most recent reporting date must become an **obligor under the Facility**; and
- c) any group member which is required to be an obligor must become so within 30 days unless Shareholder approval is required under section 260B of the Corporations Act, in which case, within 30 days of Shareholder approval being obtained.

New Group members

Over the last 12 months, the Company acquired 100% of the issued share capital in each of the following entities (the **Subsidiaries**):

- Mt Druitt Autobody Repairs Pty Ltd (ACN: 052 158 406) (**MTD**) on 8 August 2018;
 - Accident Repair Management Pty Ltd (ACN: 165 973 188) (**ARM**) on 8 August 2018;
 - Accident Repair Management Pty Ltd (ACN: 619 052 372) (**ARM2**) on 8 August 2018; and
 - Accident Repair Management Pty Ltd (ACN: 619 053 388) (**ARM3**) on 8 August 2018,
- (together the **Transactions**).

Therefore, each of the above Subsidiaries is required to become a guarantor to the Facility by signing a guarantee assumption agreement (**Assumption Agreement**). The Company has also decided that each of the Subsidiaries should also become an Obligor under the Facility to ensure compliance with the above requirements in the future,

The 'Financial Assistance'

As the Facility is expected to be utilised (in part) to meet AMA's obligations to satisfy the earn out liabilities under the Transaction, the Subsidiaries may be seen to be providing a financial assistance for the purchase of their respective shares.

Each Subsidiary has already sought approval from its sole shareholder, being AMA in respect of the potential financial assistance. However, in accordance with section 260B (2) of the Act, AMA must also obtain the Holding Company Resolution (see above).

The purpose of this note to the Notice of Annual General Meeting is to set out all information known to the Company that is material to a decision on how to vote on the proposed resolutions set out at items 9A to 9D in this Notice of Annual General Meeting. AMA is not required to provide information which has been previously been disclosed by the Company to its members.

Effect of the Proposed Financial Assistance

As the proposed Financial Assistance will be provided by the Subsidiaries of the Company, it is the view of the Directors that the giving of the Financial Assistance will not adversely affect the Company.

However, by signing an Assumption Agreement and thereby becoming guarantors under the Facility, each of the Subsidiaries will be assume a contingent liability to meet the obligations of the Group, including the Company, under the Facility. This includes an obligation to pay to the lender any amounts that are due under or in connection with the Facility (and other related financial documents) in the event that the principal obligors of the Facility (including the Company) fail to pay such amounts.

Whilst this may have an adverse effect on the financial position of a Subsidiary and its ability to pay creditors should the Lender call up the guarantee in the event of a default of the Facility and associated financial documents) the Directors are of the view that the provision of the Financial Assistance in the manner contemplated in this statement is advantageous to the Company and each of the Subsidiaries in that it will (among other things);

- Enable the Company to satisfy its obligations under the Facility and allow it to continue to access the finance made available under the Facility;
- Allow the Subsidiaries to benefit from the scale, strength and diversity of the Group, and
- Streamline the financing, security and reporting arrangements for the Group, thereby enabling the Group (as a whole) to move more efficiently with future business needs and requirements.

Further, it is noted that the Company has implemented a deed of cross guarantee pursuant to ASIC Corporations (Wholly-owned Companies) Instrument 2016/785 in order to, amongst other things, streamline the financial reporting requirements of the Group. The Subsidiaries are jointly and severally liable for the debts of other members of the Group regardless of any guarantee provided by the Subsidiaries in favour of the lenders under the Facility.

Satisfaction as to solvency

Each of the directors of the Company has satisfied themselves that the provision of the Financial Assistance to it from the Subsidiaries will not adversely affect the solvency of the Company or the Subsidiaries and each of the Company and the Subsidiaries is and following the provision of the financial assistance will be, able to pay all of its debts as an when they become due and payable.

Voting Restrictions

Pursuant to section 260B(1)(a), the company will disregard any votes cast by any vendors under the Transaction.



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Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 182255

SRN/HIN:

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

For your vote to be effective it must be received by 11.00am (AEDT) on Tuesday, 20 November 2018

How to Vote on Items of Business

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

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.

Comments & Questions: If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to (617) 3283 1168. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be addressed at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting; that is by no later than 11.00am on 15 November 2018.

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of AMA Group Limited 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) at the Annual General Meeting of AMA Group Limited to be held at the Computershare Conference Centre, 'Yarra Falls', 452 Johnston Street, Abbotsford, Victoria 3067 on Thursday, 22 November 2018 at 11.00am (AEDT) and at any adjournment or postponement of that Meeting.

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

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

STEP 2 Items of Business

PLEASE NOTE: If 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.

Voting directions to your proxy

Please mark (within the box) to indicate your directions

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Andrew Hopkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratify of Shares to BMB Prestige Group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratify of Shares to Micra	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratify of Shares to Repair Management Australia Group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 New AMA Group Limited Employee Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7A Issue of Equity to Raymond Smith-Roberts (subject to Resolution 6 passing)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7B Issue of Equity to Raymond Smith-Roberts (subject to Resolution 7A being withdrawn)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8A Release of equity to Cedarfield Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8B Release of equity to Stephan Harding-Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8C Release of equity to Sherdley Investments Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8D Release of equity to Missy Nominees Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8E Release of equity to James Alexander Timuss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8F Release of equity to Joseph Vincent Walsh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8G Release of equity to Mark Reid	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8H Release of equity to Magnacon Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8I Release of equity to Merton Corporation Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8J Release of equity to Carliaciv Investments Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9A Approval for Financial Assistance from Mt Druitt Autobody Repairs Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9B Approval for Financial Assistance from Accident Repair Management Pty Ltd ACN: 165 973 188 (ARM)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9C Approval for Financial Assistance from Accident Repair Management No. 2 Pty Ltd ACN: 619 052 372 (ARM2)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9D Approval for Financial Assistance from Accident Repair Management No.3 Pty Ltd ACN: 619 053 388 (ARM3)	<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.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____