



Conflicts of Interest and Related Party Transaction Policy

AMA (the Company): AMA Group Ltd

Board: Board of Directors of AMA Group Ltd

CONFLICTS OF INTEREST

The personal interests of a director (and those of family or entities and associations controlled by the director or where the director has a controlling interest) must not be allowed to prevail over those of the Company generally. A director should seek to avoid conflicts of interest wherever possible. Full disclosure of the conflict, or potential conflict, must be made to the Board. In consideration, account should be taken of the significance of the potential conflict for the Company and the possible consequences thereof.

Where a conflict does arise, a director must consider whether to refrain from participating in the debate and/or voting on the matter, whether to be absent from discussion of the matter, whether to arrange that the relevant Board papers are not received by the director, or, in material/extreme cases, whether to resign from the Board. In the case of a continuing material conflict of interest a director should give careful consideration to resigning from the Board.

Dealing in the shares of the Company may give rise to dangers of breaching the duties of a director and should be undertaken with care and in accordance with the Company's Share Trading Policy. A director should not engage in the short term trading of the Company's shares.

To ensure material conflicts do not arise, Directors are not permitted to earn success and other incentive fees from the provision of any professional advisory or consulting services provided to the Company.

Declaration of Interests

Directors must comply with the following requirements:

- 1) They must take all reasonable steps to avoid actual, potential or perceived conflicts of interests.
- 2) In accordance with the Corporations Act, directors must disclose any conflicts of interest and, in certain circumstances and as agreed by the Board in all circumstances, be excluded from receiving Board material in relation to the conflict, be excluded and abstain from participating in any discussion or voting on matters in which they have a material personal interest.
- 3) In the event that a director or officer becomes aware of any current or potential conflicts of interest, the director must immediately notify the Chair of the Board and the Company Secretary.
- 4) Directors may choose to submit standing notices of interest to all board members, or must disclose his or her interest in a matter being considered by the board at that time.
- 5) Directors and officers are expected to be sensitive to actual and perceived conflicts of interest that may arise and give ongoing consideration to this in view of the changing nature of the company's business and take such other steps as are necessary and reasonable to resolve any conflict of interest within an appropriate period.
- 6) All related party transactions require proper approval from the board in accordance with the Below Related Party Transactions section of this policy.

RELATED PARTY TRANSACTIONS

The purpose of this policy is to establish a protocol for directors and management in entering into transactions between AMA and related parties.

Who is a related party of AMA?

- 1) Includes:
 - a. a director or senior manager of AMA or members of that director's immediate family such as a spouse, parent or child;
 - b. any entity which has the ability to control AMA (Controlling Entity);
 - c. directors of any Controlling Entity and their immediate families;
 - d. other entities controlled by any of the above parties;
 - e. an entity which was a related party to AMA within the previous 6 months;
 - f. an entity that believes it will become a related party in the future; and an entity acting in concert with a related party.
- 2) 'Control' exists where a person has the ability to determine decisions in relation to the financial and operating policies of another entity.
- 3) The definition of 'related party' for the purpose of the ASX Listing Rules is similar.

Procedures for related party transactions

- 1) All proposed or potential related party transactions must be disclosed to and approved by the Board of AMA before they are entered into.
- 2) All related party transactions must be undertaken on arm's length terms or otherwise in compliance with the Corporations Act and the ASX Listing Rules.
- 3) Consideration of all proposed or potential related party transactions must be undertaken in Compliance with section 195 of the Corporations Act, which may preclude a director from voting on the matter.
- 4) Arrangements concerning related party transactions must be negotiated at arm's length by persons who are independent of the related party. This may require an independent committee of the Board to be formed to supervise negotiations.
- 5) All related party transactions should be approved only by independent members of the Board of AMA. Both before and during a related party transaction, it should be ensured the transaction meets the following criteria:
 - i. It is in the best interests of existing shareholders - the Board is required to ensure that related party transactions are conducted at arm's length and on commercial terms
 - ii. Fair value and reasonable – the terms negotiated of the transaction must be at least as good as, or better than it would receive if it were dealing at arm's length on a commercial basis.
 - iii. Properly documented – including records to justify the price and any other terms and conditions upon which the related party transaction is entered into, in particular the rationale for entering into the transaction.
 - iv. Independent Report (as applicable) – report as to the reasonableness of the price and other terms and conditions may be appropriate in certain circumstances
 - v. Independent advice should be sought (where appropriate) in relation to whether a related party transaction is permitted by the Chapter 2E of the Corporations Act or the ASX Listing Rules, requires shareholder approval, is on arm's length terms or requires disclosure to the ASX.

This policy is subject to regular review by the Board

Version – 27 March 2020