

AMA GROUP

ASX Announcement

1 October 2026

2026 Notice of Annual General Meeting

Attached are the following documents relating to the 2026 Annual General Meeting of AMA Group Limited (ASX: AMA) (AMA Group) to be held at 10:00am (AEDT) Monday, 2 November 2026:

- 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 2026 Annual General Meeting is available at www.edocumentview.com.au/AMA2026AGM.

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

ENDS.

Investors and Media:

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AMA Group Limited

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AMA GROUP

AMA Group Limited

ABN 50 113 883 560

Registered Office: Level 5, 484 St Kilda Road, Melbourne VIC 3004

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting:

Monday, 2 November 2026

Time of Meeting:

10:00am (AEDT)

Place of Meeting:

KPMG Australia
Level 36, Tower Two, Collins Square,
727 Collins Street, Docklands VIC 3008

*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

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 KPMG Australia, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands VIC 3008 at 10:00am (AEDT) on Monday, 2 November 2026.

The Notice of Meeting and Explanatory Memorandum (which forms part of the Notice) outlining the formal business of the Meeting and the Voting Form are enclosed.

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 31 October 2026 at 7.00pm (AEDT).

BUSINESS

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 FY26 Annual Report which can be viewed on AMA Group's website at www.amagroupltd.com/investor-centre.

Details of certain definitions and abbreviations used in this Notice are set out in the Glossary.

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 2026.

Note: There is no requirement for Shareholders to approve these reports.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, the Remuneration Report of the Company for the financial year ended 30 June 2026 be adopted."

Note: Voting restrictions apply to Resolution 1. See below.

RESOLUTION 2 – ELECTION OF ANTHONY CLARK AS A DIRECTOR

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

"That, Mr Anthony Clark, 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."

RESOLUTION 3 – RE-ELECTION OF DAVID GOLDSTEIN AS A DIRECTOR

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

"That, Mr David Goldstein, a Director of the Company who retires by rotation in accordance with clause 15.3(b) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

RESOLUTION 4 – GRANT OF FY27 PERFORMANCE RIGHTS TO GROUP MANAGING DIRECTOR

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

"That for the purpose of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act, and for all other purposes, Shareholders approve the grant of up to 972,222 Performance Rights to the Group Managing Director, Mr Ray Smith-Roberts under the terms of the AMA Performance Rights Plan (including the issue of Shares on the vesting and exercise of those Performance Rights), in each case on the terms set out in the Explanatory Memorandum."

Note: Voting restrictions apply to Resolution 4. See below.

VOTING INFORMATION

Voting Methods

Ordinary Shareholders can vote in one of the following ways:

- by attending the Meeting and voting either in person, by attorney or in the case of corporate Shareholders, by a corporate representative;
- by lodging a direct vote in advance of the AGM by visiting www.edocumentview.com.au/AMA2026AGM;
- by appointing a proxy to attend and vote at the Meeting on your behalf by visiting www.edocumentview.com.au/AMA2026AGM; 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.

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/AMA2026AGM by 10:00am (AEDT) on Saturday, 31 October 2026 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/AMA2026AGM 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/AMA2026AGM 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.

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 and their Closely Related Parties voting as a proxy on Resolutions 1 and 4 (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 4 by completing the "For", "Against" or "Abstain" boxes by visiting www.edocumentview.com.au/AMA2026AGM. If you do not, your proxy will 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).

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast by a Shareholder (including by body corporate representative or attorney) is conclusive.

Revocations of proxies

Any revocations of proxies must be made 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 signed 'Appointment of Corporate Representative' form, 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 item of business.

Voting Exclusions and Restrictions

Resolution 1 – Adoption of Remuneration Report

The Company will disregard any votes cast on Resolution 1:

- a) 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 (regardless of the capacity in which the vote is cast); or
- b) as a proxy by a member of the Company's Key Management Personnel at the date of the meeting, or by any of their Closely Related Parties.

However, a person (the **voter**) described above may cast, and the Company need not disregard, a vote on Resolution 1 as a proxy if the vote is cast as proxy for a person who is entitled to vote on Resolution 1 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 pursuant to an express authorisation to exercise the proxy even though the resolution is connected with the remuneration of the Company's Key Management Personnel.

Resolution 4 – Grant of FY27 Performance Rights to Group Managing Director

The Company will disregard any votes cast on Resolution 4:

- a) in favour of Resolution 4 by or on behalf of Ray Smith-Roberts and any associate of Ray Smith-Roberts regardless of the capacity in which the vote is cast; or
- b) as a proxy by a member of the Company's Key Management Personnel at the date of the AGM or by any of their Closely Related Parties.

However, the Company need not disregard a vote in favour of Resolution 4 if:

- a) it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the directions given to the proxy or attorney to vote on Resolution 4 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 4, in accordance with a direction on the Voting Form to vote as the Chair of the Meeting decides even though Resolution 4 is connected with the remuneration of a member of the Company's Key Management Personnel; 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 4; and
 - (ii) the holder votes on Resolution 4 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.

By order of the Board



Michael Sapountzis
Company Secretary
1 October 2026

EXPLANATORY MEMORANDUM

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 2026) 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 Monday, 26 October 2026:

Email address: companysecretary@amagroupltd.com

By mail to:

The Company Secretary
AMA Group Limited
Level 5, 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.

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 2026 (**Annual Report**). You may access the Annual Report by visiting the Company's website at 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.

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 FY26 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.

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 FY26 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 FY26 Remuneration Report and will take the outcome of the vote and Shareholder feedback into consideration when reviewing the remuneration framework for future years.

Board Recommendation and Voting Intention

Noting that each Director has a personal interest in their own remuneration as set out in the Remuneration Report, 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.

Voting Exclusions

A voting exclusion statement in respect of Resolution 1 is included in the Notice.

RESOLUTION 2 – ELECTION OF ANTHONY CLARK AS A DIRECTOR

Background

Mr Anthony (Tony) Clark was appointed as a Non-Executive Director of AMA Group on 19 January 2026. In accordance with Clause 15.1(c) of the Constitution, Tony has offered himself for election as a Director. Prior to submitting himself for election, Tony has confirmed that he will have sufficient time to fulfil his duties as a Director of AMA Group.

Tony is currently Managing Director of NTI Limited (NTI), a role he transitioned into in July 2025 following 18 successful years as Chief Executive Officer of NTI. NTI is Australia's largest specialist insurer for the transport and logistics sector, covering trucking, transport, mobile plant and equipment, marine, cargo, and parcel protection delivery. Prior to joining NTI in 2001, Tony held senior roles with Fortis, RACV and GIO. His 30+ year career in the insurance industry brings a wealth of insurance experience to the Board.

Tony holds a Master of Business Administration and is a Fellow of the Australian and New Zealand Institute of Insurance and Finance (ANZIIF) and a Fellow of the Australian Institute of Management. He has completed postgraduate studies in Strategic Leadership and Strategic Marketing at Mt. Eliza Business School, is an Australian Institute of Company Directors graduate, and an Accredited Executive Coach.

Tony is not considered to have any interest, position or relationship that might influence or reasonably be perceived to influence in a material respect his capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company and its Shareholders. Accordingly, the Board considers Tony to be an independent Director.

Board Recommendation and Voting Intention

The Board, with Anthony Clark abstaining, 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.

RESOLUTION 3 – RE-ELECTION OF DAVID GOLDSTEIN AS A DIRECTOR

Background

Clause 15.3 of the Company's Constitution states that at least one of the previously elected Directors must retire from office and may be eligible for re-election as a Director of the Company.

Mr David Goldstein was appointed as a Non-Executive Director of the Board of AMA Group on 7 March 2024. In accordance with Clause 15.3(b) of the Constitution, David has offered himself for re-election as a Director. Prior to submitting himself for re-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.

David is not considered to have any interest, position or relationship that might influence or reasonably be perceived to influence in a material respect his capacity to bring an independent judgment to bear on issues before the Board and to act in the best interests of the Company and its Shareholders. Accordingly, the Board considers David to be an independent Director.

Board Recommendation and Voting Intention

The Board, with David Goldstein abstaining, 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.

RESOLUTION 4 - GRANT OF FY27 PERFORMANCE RIGHTS TO GROUP MANAGING DIRECTOR

Background

The Company's Performance Rights Plan (**Performance Rights Plan**), is designed to attract, motivate, and retain key Senior Executives and to align the interests of those key Senior Executives with the interests of Shareholders by matching short and long-term rewards with the performance of the Company.

Under the Performance Rights Plan eligible participants are invited to receive Performance Rights in the Company which are generally subject to performance based and/or service based vesting conditions. The number, and terms, of Performance Rights allocated to each participant is set by the Board based on individual circumstances and performance.

The Board is responsible for administering the Performance Rights Plan in accordance with the Performance Rights Plan rules and the terms and conditions of the specific grants to participants in the Performance Rights Plan. The operation of the Performance Rights Plan is subject to compliance with the ASX Listing Rules, Corporations Act and other applicable laws.

In August 2026, the Board approved the grant of Performance Rights under the Performance Rights Plan to key employees including, subject to Shareholder approval, to Group Managing Director, Ray Smith-Roberts (**Group MD**).

Under Resolution 4 the Board is seeking Shareholder approval to issue a maximum of 972,222 Performance Rights to the Group MD under the Performance Rights Plan. This represents the maximum number of Performance Rights that may be granted to the Group MD as his variable remuneration (comprising both STI and LTI components) for FY27.

Each Performance Right entitles the Group MD to receive, upon vesting and exercise, one Share in the Company at no cost, subject to satisfaction of the applicable conditions and service and performance hurdles.

The Board believes that a material part of the Group MD's remuneration should be performance-based and at risk and should involve equity interests in the Company. The Company uses Performance Rights because they create share price alignment between executives and ordinary shareholders, but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the Performance Rights vest. This approach is consistent with best practice in executive remuneration and corporate governance. The Board also considers that the Group MD's fixed annual remuneration is well below peer company market rates for a senior executive of the calibre and experience of the Group MD.

Approvals sought

ASX Listing Rule 10.14 requires Shareholder approval be obtained for the issue of the Performance Rights the subject of this Resolution 4 as the Group MD is a person referred to in ASX Listing Rule 10.14.1 by virtue of being a Director of the Company.

Accordingly, Shareholders are asked to approve the grant of Performance Rights to the Group MD under the Performance Rights Plan, on the terms and conditions set out below. Approval of this Resolution will also result in the Performance Rights granted to the Group MD being included as an exception to the approval requirements of ASX Listing Rule 7.1. This means the Performance Rights granted to the Group MD, and any other Shares issued pursuant to this approval, will not require approval under ASX Listing Rule 7.1 nor will they use up any of the 15% issue limit under ASX Listing Rule 7.1.

Shareholder approval under Listing Rule 10.14 would not be required if the Shares to be allocated on vesting of the Performance Rights were required to be purchased on-market (as opposed to being issued) by the Performance Rights Plan rules. Shareholder approval is nonetheless sought to preserve flexibility to issue Shares rather than source them on-market if the Performance Rights vest.

If approval from Shareholders is obtained in accordance with Listing Rule 10.14, the Company will be able to issue the Performance Rights within three years after the date of the Meeting.

If Resolution 4 is not passed by Shareholders, then the Performance Rights will not be issued, and the Board would consider alternate incentive remuneration arrangements for the Group MD

which may include a cash award and subject to the same terms and vesting conditions as for the Performance Rights.

Grant to Group MD for FY27

The proposed FY27 grant to the Group MD is 972,222 Performance Rights. This represents the Group MD's variable remuneration opportunity for FY27. Vesting is subject to the Group MD remaining employed by the Company throughout the Service Period and the Company achieving the FY29 performance condition described below.

The Group MD's current remuneration package for FY27 includes total fixed remuneration (including superannuation) of \$470,500 (plus a fully maintained Company vehicle) together with a variable remuneration opportunity of \$447,222 being 95% of his fixed remuneration. Shareholders are referred to the Company's remuneration report for full details of the Group MD's remuneration.

The Performance Rights will be tested against the FY29 performance measure described below and link medium-term remuneration with the economic benefit derived by Shareholders. Subject to meeting the performance and service conditions, the Performance Rights will vest on or before 31 August 2029.

The maximum number of Performance Rights has been calculated based on a total variable opportunity of up to \$447,222.

The Company has not received an independent valuation in relation to the Performance Rights the subject of Resolution 4. The fair value of the Performance Rights proposed to be issued pursuant to Resolution 4 will be determined in accordance with Australian Accounting Standards and is dependent on the date on which the Group MD is deemed to have received his offer to participate in the Performance Rights Plan.

The actual value (if any) that the Group MD will receive from this grant cannot be determined until after the end of FY29 and will depend on whether the performance condition is achieved and the Company's Share price at the time of vesting.

The Board considers that the Group MD's remuneration package, including participation in the proposed grant of Performance Rights under the Performance Rights Plan, is reasonable and appropriate having regard to the Company's circumstances, business performance, remuneration objectives, and the Group MD's duties and responsibilities.

Key terms of grant

The key terms of the grant of the Performance Rights proposed to be made to the Group MD under the Plan are set out below.

Table 1

Instrument	Quantum	Service Period	Vesting Date (subject to achievement of Performance and Service Conditions)
Performance Rights	972,222 Performance Rights	1 July 2026 to 30 June 2029	31 August 2029
TOTAL	972,222		

Maximum number of Performance Rights

The maximum number of Performance Rights that may be acquired by the Group MD if Shareholder approval is provided at the Meeting is set out in Table 1 above.

The number of Performance Rights to be granted (subject to Shareholder approval) has been determined by reference to the maximum value of the proposed grant of Performance Rights of \$447,222 divided by the face value of each Performance Right.

The face value of a Performance Right for this purpose is \$0.46 each and has been selected by reference to the market price of the Company's Shares on 20 August 2026.

Entitlements

Each Performance Right is a right to acquire one Share in the Company (or an equivalent cash amount), subject to the achievement of the performance condition set out below and continued employment with the Company throughout the three-year Service Period. Performance Rights do

not carry any dividend or voting rights prior to vesting and are non-transferable, except in limited circumstances or with the consent of the Board.

If Shareholder approval is obtained, the Performance Rights will be granted to the Group MD as soon as practicable after the AGM, but in any event, within 12 months of the AGM, and will have an effective grant date of 1 July 2026. This is consistent with the effective grant date for the other team members participating in the Performance Rights Plan.

Price of Performance Rights

The Performance Rights will be issued at no cost to the Group MD. If the performance and service conditions are satisfied or waived and the Performance Rights vest, there will be no exercise price payable upon the exercise/conversion of the Performance Rights into Shares.

Service Period and performance measure

The Service Period is set out in Table 1 above. The performance hurdle for the Performance Rights is based solely on the Group's normalised EBITDA target (pre-AASB 16) for FY29.

Performance hurdle details relating to the Performance Rights

The number of Performance Rights that will vest will be determined by the performance hurdle set out below in Table 2 below.

Having regard to the need to set meaningful and stretching performance measures, the Board has determined to set measures based on the targets in its business plan. The performance hurdle for this grant will be a Group normalised EBITDA target (pre-AASB 16) for FY29 set by the Board by reference to the Group's three-year business plan. Performance against the FY29 normalised EBITDA Target will be tested following the conclusion of FY29.

The link between achievement of the performance conditions set by the Board and the percentage of the Performance Rights that vest pursuant to the performance condition at the end of the measurement period is set out in the following table:

Table 2

FY29 Group normalised EBITDA Target	Percentage of Performance Rights subject to Group EBITDA hurdle that are available to vest
Below 100% of the FY29 normalised EBITDA Target	Nil
At or above 100% of the FY29 normalised EBITDA Target	100%

The performance condition applicable to the Performance Rights will be tested following the end of FY29. Any Performance Rights that do not vest following such testing will lapse.

Allocation of Shares upon vesting

Following testing of the performance condition and determination of the portion of Performance Rights that is available to vest, one Share in the Company will be allocated in relation to each Performance Right which vests (subject to the Group MD's continued employment with the Company at the vesting date). The Company's obligation to allocate Shares on vesting may be satisfied by issuing new Shares, acquiring Shares on-market or by transferring Shares from an employee share trust. At the discretion of the Board, vested Performance Rights may be satisfied by payment of an equivalent cash amount.

Board discretion

Consistent with the Performance Rights Plan rules, the Board has ultimate discretion in determining the final vesting outcome of the award. When considering performance against each of the performance measures, the Board may adjust these outcomes in cases of unexpected or unforeseen events impacting performance outcomes, or a broader assessment of performance indicating there should be an adjustment so that the reward outcome is appropriate. If the Board exercises discretion in relation to executive Key Management Personnel it will disclose the actions taken in the Remuneration Report.

Trading restrictions and hedging of awards

Shares allocated on vesting of Performance Rights will not be subject to any further trading restrictions other than the Company's Securities Trading Policy. The Group MD is prohibited from

hedging the Share price exposure in respect of the Performance Rights during the Service Period applicable to those Performance Rights.

Cessation of employment

If the Group MD ceases employment with the Company before the end of the Service Period, the treatment of his unvested Performance Rights will depend on the circumstances of cessation.

For example, where the Group MD ceases employment due to resignation, termination for cause or poor performance, all unvested Performance Rights will lapse at cessation, subject to the Board's overriding discretion to determine a different treatment. In other cases, a pro-rata portion of his unvested Performance Rights (reflecting the period of service from the start of the Service Period to the date of departure) may not lapse and may continue 'on-foot' to be tested following the end of FY29 against the performance condition. Any Performance Rights which do not lapse following testing will vest in accordance with the original vesting date.

Change of control, variations of capital, and divestment of material business

In the event of a takeover offer for the Company or any other transaction resulting in a change of control of the Company, the Board may determine, in its absolute discretion, the appropriate treatment regarding any unvested Performance Rights. Such a determination may involve the waiver (wholly or in part) of the performance hurdle applicable to the Performance Rights, or the lapse of some or all of the Performance Rights.

In the event of a variation of the Company's capital (such as a subdivision, consolidation, reduction, rights issue, bonus issue or special dividend) prior to the vesting of the Performance Rights, the number of Performance Rights may be adjusted in the manner determined by the Board, and to the extent required, in accordance with the ASX Listing Rules. The exercise of the Board's discretion is to be informed by the principle that participants do not enjoy a windfall gain and do not suffer a material detriment as a result of any corporate action.

The Board may also make special rules that apply to Performance Rights in the event that the Company divests, or disposes of, a business or asset designated by the Board for this purpose as "material".

Clawback

In the event of fraud, dishonesty, material misstatement of financial statements or other exceptional circumstances, the Board may make a determination, including to lapse unvested Performance Rights or "clawback" shares allocated upon vesting.

Loans

There are no loans relating to the acquisition of Performance Rights or shares under the Plan.

Other information

No Director, other than the Group MD, is currently eligible to participate in the Performance Rights Plan.

5,833,335 Performance Rights have previously been granted to the Group MD under the Performance Rights Plan, of which 972,222 have since lapsed. No acquisition price was paid for these Performance Rights.

Details of any securities issued under the Performance Rights Plan will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Performance Rights Plan, after this Resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that ASX Listing Rule.

Corporations Act

Section 200B of the Corporations Act prohibits a company from providing a benefit in connection with the retirement of a managerial or executive officer unless there is prior Shareholder approval under section 200E. Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which includes the Group MD. The term 'benefit' has a wide operation and, in effect, includes the automatic or accelerated vesting of the Performance Rights under the rules of the Performance Rights Plan.

Shareholder approval in accordance with sections 200B and 200E of the Corporations Act is sought under Resolution 4 in connection with the provision of any "termination benefit" that may be

provided to the Group MD in relation to the Performance Rights under the terms of the Performance Rights Plan, as in certain circumstances the Board has the power to accelerate vesting of rights granted under the Performance Rights Plan. The termination benefit that may be given under the Performance Rights Plan is the early vesting of the Performance Rights (and the receipt of Shares upon exercise of the Performance Rights) such as where the Group MD ceases employment with the Company due to death, disability, bona fide redundancy or other reason with the approval of the Board.

The Board has not determined that it will exercise discretion to accelerate vesting of any of the Performance Rights. In the circumstances of a possible acceleration of Performance Rights, the value of the benefits that the Board may give under the Performance Rights Plan cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the time the benefit is decided to be awarded (if at all). Specifically, the value of a benefit on the vesting of a Performance Right will depend on a number of factors, including the number of Performance Rights that vest (which could be all of the Performance Rights held by the Group MD) and the Company's share price at the time.

Furthermore, the Board has determined that, when added to the other remuneration entitlements of the Group MD, his total remuneration package is market competitive and appropriate given the Company's circumstances, based on market benchmarking and the Company's current executive remuneration policy. The Directors have therefore determined that the offer of the Performance Rights to the Group MD is reasonable remuneration and accordingly, the Company is not seeking Shareholder approval for the purposes of Chapter 2E of the Corporations Act (related party transactions).

Board Recommendation and Voting Intention

The Board, other than Ray Smith-Roberts (given his personal interest in this Resolution), 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 Company's annual financial report, including the directors' report and auditor's report for the year ended 30 June 2026.

Associate has the same meaning as defined in section 11 and sections 13 to 17 of the Corporations Act.

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.

Explanatory Memorandum means this explanatory memorandum which forms part of the notice of Meeting.

FY means a financial year ending on 30 June.

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 ASX.

Meeting or AGM means the Annual General Meeting of the Company, the subject of this notice of Meeting scheduled to occur on 2 November 2026.

Notice means this Notice of Annual General Meeting.

Performance Right means a right to acquire a Share (or cash payment of equivalent value at the discretion of the Board), subject to conditions specified by the Board.

Remuneration Report means the remuneration report set out in the Director's report section of the Annual Report.

Resolution means a resolution contained in the Notice.

Service Period means the period commencing on 1 July 2026 and ending on 30 June 2029.

Shareholder means a holder of a Share.

Share means a fully paid ordinary share in the capital of the Company.

Voting Form means the voting form accompanying the Notice.

AMA GROUP

AMA Group Limited
ABN 50 113 883 560

AMA

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FLAT 123
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SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10:00am (AEDT) Saturday, 31 October 2026.**

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 and select "Printable Forms".

Lodge your Form:

XX

Online:

Lodge your vote online at www.edocumentview.com.au/AMA2026AGM using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to 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



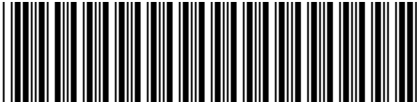
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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.

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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.



I 9999999999

I ND

Voting Form

Please mark ☒ to indicate your directions

Step 1

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

XX

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 Monday, 2 November 2026 at 10:00am (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 Chair of the Meeting OR **PLEASE NOTE:** Leave this box blank if you have selected the Chair 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 Chair 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).

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Items 1 and 4 (except where I/we have indicated a different voting intention in step 2) even though Items 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Items 1 and 4 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	☐	☐	☐
Resolution 2 Election of Anthony Clark as a Director	☐	☐	☐
Resolution 3 Re-election of David Goldstein as a Director	☐	☐	☐
Resolution 4 Grant of FY27 Performance Rights to Group Managing Director	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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	Securityholder 2	Securityholder 3	/ /
Sole Director & Sole Company Secretary	Director	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	



Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
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AMA Group Limited Annual General Meeting

The AMA Group Limited Annual General Meeting will be held on Monday, 2 November 2026 at 10:00am (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/AMA2026AGM and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEDT) Saturday, 31 October 2026.



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.