

AMA GROUP

SGX Announcement

14 September 2023

Retail Entitlement Offer – Notification to Eligible and Ineligible Retail Shareholders

Attached is an announcement made by AMA Group Limited (ASX: AMA) (AMA Group) which is provided for the information of AMA Group Noteholders.

AMA Group has Notes listed on the Singapore Exchange.

ENDS.

Investors and Media:

Alexandra Holston, Director Investor Relations and Corporate Affairs

E: alexandra.holston@amagroupltd.com M: +61 418 312 837

AMA GROUP

ASX Announcement

14 September 2023

Retail Entitlement Offer – Notification to Eligible and Ineligible Retail Shareholders

AMA Group Limited (ASX: AMA) (AMA Group) will today despatch the attached letters to eligible and ineligible retail shareholders in relation to the retail component of its accelerated non-renounceable pro rata entitlement offer of fully paid ordinary shares in AMA Group, details of which were announced to ASX on 7 September 2023 (Retail Entitlement Offer).

Further information

If you have any questions in relation to the Retail Entitlement Offer, please contact the AMA Group Entitlement Offer Information Line on 1300 850 505 (from within Australia) or +61 3 9415 4000 (from outside Australia) at any time between 8.30am and 5.00pm (Sydney time), Monday to Friday.

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

ENDS.

Investors and Media:

Alexandra Holston, Director Investor Relations and Corporate Affairs

E: alexandra.holston@amagroupltd.com M: +61 418 312 837

For all enquiries:



Phone:

(within Australia) 1300 850 505
(outside Australia) 61 3 9415 5000



Web:

www.computersharecas.com.au/amagrouppoffer

SRN/HIN:

14 September 2023

NOT FOR DISTRIBUTION OR RELEASE TO U.S. WIRE SERVICES IN THE UNITED STATES

Dear Shareholder

AMA Group Limited – Retail Entitlement Offer

On Thursday, 7 September 2023, AMA Group Limited ACN 113 883 560 (ASX: AMA) (**AMA Group**) announced a fully underwritten institutional placement (**Institutional Placement**) and a fully underwritten accelerated non-renounceable pro rata entitlement offer (**Entitlement Offer**) to eligible shareholders to subscribe for 1 new fully paid ordinary share in AMA Group (**New Shares**) for every 2.15 existing fully paid ordinary shares in AMA Group (**Existing Shares**) held as at 7.00 pm (Sydney, Australia time) on the record date (being, Monday, 11 September 2023) (**Record Date**) (**Entitlement**) at an offer price of \$0.075 per New Share (**Offer Price**) (the **Offer**). The Entitlement Offer includes an institutional component (**Institutional Entitlement Offer**) and an offer to Eligible Retail Shareholders (as defined below) to participate on the same terms (**Retail Entitlement Offer**).

The purpose of this letter is to inform you about the Retail Entitlement Offer and to explain that if you are an Eligible Retail Shareholder (see below), you will be eligible to participate in the Retail Entitlement Offer. You should read the Retail Offer Booklet as it contains important information on the Retail Entitlement Offer.

The Retail Entitlement Offer is non-renounceable, and Entitlements that are not taken up by Eligible Retail Shareholders, together with the Entitlements of the Ineligible Shareholders (as defined below), will lapse and you will not receive any payment or value for your Entitlements in respect of any New Shares that would have been offered to you.

Who is eligible?

Shareholders who are eligible to participate in the Retail Entitlement Offer ("**Eligible Retail Shareholders**") are those who:

- (a) are registered as a holder of Existing Shares as at the Record Date, being 7.00pm (Sydney, Australia time) on Monday, 11 September 2023;
- (b) have a registered address on AMA Group's share register that is in Australia or New Zealand or are a shareholder not in Australia or New Zealand that AMA Group has otherwise determined is eligible to participate;
- (c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such shareholders hold securities in AMA Group for the account or benefit of such persons in the United States);
- (d) are eligible under all applicable laws to receive an offer under the Entitlement Offer without a prospectus, disclosure document, product disclosure statement or any lodgement, filing, registration or qualification (except to the extent AMA Group is in its absolute discretion willing to comply with such a requirement); and
- (e) were not invited to participate, (other than as nominee in respect of other underlying holdings) in the Institutional Entitlement Offer and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer.

Shareholders who are not Eligible Retail Shareholders are "**Ineligible Shareholders**" and are consequently unable to participate in the Retail Entitlement Offer. AMA Group may (at its absolute discretion) extend the Retail Entitlement Offer to certain institutional shareholders in foreign jurisdictions who did not participate in the Institutional Entitlement Offer (subject to compliance with applicable laws).

Retail Offer Booklet and personalised entitlement and acceptance form

An offer booklet that sets out further details in respect of the Retail Entitlement Offer ("**Retail Offer Booklet**") was lodged with the ASX on 14 September 2023 and is also available on AMA Group's website at: www.amagroupltd.com.

You can access the Retail Offer Booklet and a copy of your personalised entitlement and acceptance form setting out the details of your Entitlement at www.computersharecas.com.au/amagroupoffer.

You are encouraged to read the entire Retail Offer Booklet carefully, and if in any doubt about whether or not to participate in the Retail Entitlement Offer, to consult with a financial or other professional adviser. In particular, you should consider the key risk factors outlined in "Key Risks" of the investor presentation released to the ASX on 7 September (a copy of which is included in Section 3 of the Retail Offer Booklet), any of which could affect the operating and financial performance of AMA Group or the value of an investment in AMA Group.

To apply for New Shares you must, by 5.00pm (Sydney time) on Monday, 25 September 2023, follow the instructions set out on your personalised entitlement and acceptance form.

If you have any queries concerning the Retail Entitlement Offer, please contact the AMA Group Entitlement Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia), from 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer period.

On behalf of the AMA Group Board, we thank you for your continued support of AMA Group.

Yours sincerely,

Caroline Waldron
Chair, AMA Group Limited

Key dates for the Retail Entitlement Offer

Key Dates in relation to the Retail Entitlement Offer are as follows:

EVENT	DATE
Announcement of the Offer	Thursday, 7 September 2023
“Ex” date	Friday, 8 September 2023
Record date for the Retail Entitlement Offer (7.00pm Sydney time)	Monday, 11 September 2023
Retail Offer Booklet and personalised Entitlement and Acceptance Form dispatched to Eligible Retail Shareholders	Thursday, 14 September 2023
Retail Entitlement Offer opens (9.00am Sydney time)	Thursday, 14 September 2023
Retail Entitlement Offer closes (5.00pm Sydney time)	Monday, 25 September 2023
Results of Retail Entitlement Offer announced	Thursday, 28 September 2023
Settlement of Retail Entitlement Offer	Friday, 29 September 2023
Issue of New Shares under the Retail Entitlement Offer	Monday, 2 October 2023
New Shares under the Retail Entitlement Offer commence trading on ASX on a normal settlement basis	Tuesday, 3 October 2023
Dispatch of holding statements for New Shares issued under the Retail Entitlement Offer	Wednesday, 4 October 2023

Disclaimer

This letter is issued by AMA Group to inform you about the Retail Entitlement Offer. This letter is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia, New Zealand. This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any New Shares in AMA Group.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The New Shares have not been and will not be registered under the U.S. Securities Act of 1933 (the **Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States unless they are registered under the Securities Act or unless they are offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable U.S. state securities laws. The New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in “offshore transactions” (as defined in Regulation S under the Securities Act) in reliance on Regulation S under the Securities Act.

The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.

The eligibility of investors for the purposes of the Retail Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of AMA Group and the underwriter. AMA Group and the underwriter, and each of their respective affiliates and related bodies corporate and each of their respective directors, officers, partners, employees, advisers and agents, disclaim any liability in respect of any determination as to eligibility, to the maximum extent permitted by law.

AMA GROUP

AMA Group Limited
ABN 50 113 883 560

14 September 2023

NOT FOR DISTRIBUTION OR RELEASE TO U.S. WIRE SERVICES IN THE UNITED STATES

Dear Shareholder

AMA Group Limited Entitlement Offer – Notification to ineligible shareholders

On Thursday, 7 September 2023, AMA Group Limited ACN 113 883 560 (ASX: AMA) (**AMA Group**) announced a fully underwritten institutional placement (**Institutional Placement**) and a fully underwritten accelerated non-renounceable pro rata entitlement offer (**Entitlement Offer**) to eligible shareholders to subscribe for 1 new fully paid ordinary share in AMA Group (**New Shares**) for every 2.15 existing fully paid ordinary shares in AMA Group (**Existing Shares**) held as at 7.00 pm (Sydney, Australia time) on the record date (being, Monday, 11 September 2023) (**Record Date**) (**Entitlement**) at an offer price of \$0.075 per New Share (**Offer Price**) (the **Offer**).

The Entitlement Offer includes an institutional component (**Institutional Entitlement Offer**) and an offer to Eligible Retail Shareholders (as defined below) to participate on the same terms (**Retail Entitlement Offer**). On Friday, 8 September 2023, AMA Group announced that it had successfully completed the Institutional Placement and Institutional Entitlement Offer components of the Offer. AMA Group raised approximately \$39.2 million under the Institutional Placement and Institutional Entitlement Offer (with approximately \$2.6 million of the Institutional Placement being subject to shareholder approval under ASX Listing Rule 10.11). The Retail Entitlement Offer is non-renounceable, and Entitlements that are not taken up by Eligible Retail Shareholders, together with the Entitlements of Ineligible Retail Shareholders (as defined below), will lapse.

The Entitlement Offer is being made by AMA Group in accordance with section 708AA of the *Corporations Act 2001* (**Corporations Act**) as modified by the Australian Securities and Investments Commission Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73). The Institutional Entitlement Offer and the Retail Entitlement Offer together will raise approximately \$37.4 million.

Documents relating to the Retail Entitlement Offer were lodged with the Australian Securities Exchange (**ASX**) today and are being mailed to Eligible Retail Shareholders.

This letter has been sent to you to inform you about the Retail Entitlement Offer and to explain why you will not be able to subscribe for New Shares under the Retail Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of.**

Details of the Retail Entitlement Offer

The Retail Entitlement Offer is being made to Eligible Retail Shareholders on the basis of 1 New Share for every 2.15 Existing Shares held as at 7.00 pm (Sydney, Australia time) on the Record Date, being Monday, 11 September 2023.

Eligibility criteria

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are those shareholders of AMA Group who:

- (a) are registered as a holder of Existing Shares as at the Record Date, being 7.00pm (Sydney, Australia time) on Monday, 11 September 2023;
- (b) have a registered address on AMA Group's share register that is in Australia or New Zealand or are a shareholder not in Australia or New Zealand that AMA Group has otherwise determined is eligible to participate;
- (c) are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such shareholders hold securities in AMA Group for the account or benefit of such persons in the United States);
- (d) are eligible under all applicable laws to receive an offer under the Entitlement Offer without a prospectus, disclosure document, product disclosure statement or any lodgement, filing, registration or qualification (except to the extent AMA Group is in its absolute discretion willing to comply with such a requirement); and
- (e) were not invited to participate, (other than as nominee in respect of other underlying holdings) in the Institutional Entitlement Offer and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer.

Shareholders who are not Eligible Retail Shareholders are **Ineligible Retail Shareholders** and are consequently unable to participate in the Retail Entitlement Offer. AMA Group may (at its absolute discretion) extend the Retail Entitlement Offer to certain institutional shareholders in foreign jurisdictions who did not participate in the Institutional Entitlement Offer (subject to compliance with applicable laws).

AMA Group has determined, pursuant to section 9A(3) of the Corporations Act and Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to AMA Group shareholders in all countries in connection with the Retail Entitlement Offer. This is because of the relatively small number of AMA Group shareholders in jurisdictions outside of Australia and New Zealand, the number and value of Existing Shares those AMA Group shareholders hold and the cost of complying with the applicable regulations in jurisdictions outside of Australia and New Zealand.

Unfortunately, according to our records you do not satisfy the criteria for an Eligible Retail Shareholder meaning you are an Ineligible Retail Shareholder. Accordingly, in compliance with section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(b), AMA Group wishes to inform you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer.

Non-renounceable offer

As the Retail Entitlement Offer is non-renounceable, Entitlements in respect of the New Shares you would have been entitled to if you were an Eligible Retail Shareholder will lapse and you will not receive any payment or value for your Entitlements in respect of any New Shares that would have been offered to you if you had been eligible.

Further information

If you have any questions in relation to any of the above matters, please contact the AMA Group Entitlement Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia), from 8.30am to 5.00pm (Sydney time) Monday to Friday during the Retail Entitlement Offer period.

On behalf of the Board and management of AMA Group, thank you for your continued support of AMA Group.

Yours sincerely

Caroline Waldron

Chair, AMA Group Limited

DISCLAIMER

This letter is not a prospectus or offering document under Australian law or under any other law. No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside Australia, New Zealand. This letter is for information purposes only and does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any New Shares in AMA Group.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. The New Shares have not been and will not be registered under the U.S. Securities Act of 1933 (the **Securities Act**) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold in the United States unless they are registered under the Securities Act or unless they are offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any applicable U.S. state securities laws. The New Shares to be offered and sold in the Retail Entitlement Offer may only be offered and sold outside the United States in “offshore transactions” (as defined in Regulation S under the Securities Act) in reliance on Regulation S under the Securities Act.

The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.

The eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of AMA Group and the underwriter. AMA Group and the underwriter Manager, and each of their respective affiliates and related bodies corporate and each of their respective directors, officers, partners, employees, advisers and agents, disclaim any liability in respect of any determination as to eligibility, to the maximum extent permitted by law.