

AMA GROUP

SGX Announcement

25 July 2024

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

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AMA Group Limited

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AMA GROUP

ASX Announcement

25 July 2024

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 pro-rata renounceable entitlement offer of fully paid ordinary shares in AMA Group, details of which were announced to ASX on Thursday, 18 July 2024 (**Retail Entitlement Offer**).

Further information

If you have any questions in relation to the Retail Entitlement Offer, please contact the 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

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25 July 2024

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

Dear Shareholder

AMA Group Limited Entitlement Offer – Notification to eligible shareholders

On Thursday, 18 July 2024, AMA Group Limited ACN 113 883 560 (ASX: AMA) (**AMA Group**) announced a fully underwritten institutional placement (**Institutional Placement**) and a fully underwritten accelerated renounceable pro-rata entitlement offer (**Entitlement Offer**) to eligible shareholders to subscribe for 0.82 new fully paid ordinary share in AMA Group (**New Shares**) for every 1 existing fully paid ordinary shares in AMA Group (**Existing Shares**) held as at 7.00pm (Sydney, Australia time) on the record date (being, 22 July 2024) (**Record Date**) (**Entitlement**) at an offer price of \$0.042 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 22 July 2024, the Company announced that it had successfully raised approximately \$83.9 million under the Institutional Placement and Institutional 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 renounceable, and New Shares not taken up by Eligible Retail Shareholders (as defined below) and New Shares that would have been offered to Ineligible Shareholders (as defined below) had they been entitled to participate in the Entitlement Offer, will be sold through a bookbuild process to certain institutional investors to be conducted at the close of the Retail Entitlement Offer (**Retail Shortfall Bookbuild**). It is expected that the Retail Shortfall Bookbuild will be conducted on 9 August 2024. If the amount per New Share realised in the Retail Shortfall Bookbuild exceeds the Offer Price, the excess will be paid (net of expenses and any applicable withholding tax) on a pro-rata basis to Ineligible Shareholders and Eligible Retail Shareholders (as defined below) with respect to any Entitlements they did not accept under the Retail Entitlement Offer.

Eligible Retail Shareholders can choose to take up all, part or none of their Entitlements. Retail Entitlements cannot be traded on ASX or transferred.

Who is eligible?

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 22 July 2024;
- (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 25 July 2024 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 18 July 2024 (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 6 August 2024, 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 4000 (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,

Brian Austin
Chair, AMA Group Limited

Key dates for the Retail Entitlement Offer

Event	Date
Record Date for Retail Entitlement Offer (7pm Sydney, Australia time)	Monday, 22 July 2024
Retail Entitlement Offer opens and Retail Offer Booklet despatched	Thursday, 25 July 2024
Retail Entitlement Offer closes	Tuesday, 6 August 2024
Results of Retail Entitlement Offer announced	Friday, 9 August 2024
Retail Shortfall Bookbuild	Friday, 9 August 2024
Results of Retail Shortfall Bookbuild announced	Monday, 12 August 2024
Settlement of Retail Entitlement Offer	Wednesday, 14 August 2024
Allotment of New Shares under the Retail Entitlement Offer	Thursday 15 August 2024
Normal trading of New Shares issued under the Retail Entitlement Offer	Friday 16 August 2024

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 underwriters. AMA Group and the underwriters, 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.

25 July 2024

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Dear Shareholder

AMA Group Limited Entitlement Offer – Notification to ineligible shareholders

On Thursday, 18 July 2024, AMA Group Limited ACN 113 883 560 (ASX: AMA) (**AMA Group**) announced a fully underwritten institutional placement (**Institutional Placement**) and a fully underwritten accelerated renounceable pro-rata entitlement offer (**Entitlement Offer**) to eligible shareholders to subscribe for 0.82 new fully paid ordinary share in AMA Group (**New Shares**) for every 1 existing fully paid ordinary shares in AMA Group (**Existing Shares**) held as at 7.00 pm (Sydney, Australia time) on the record date (being, 22 July 2024) (**Record Date**) (**Entitlement**) at an offer price of \$0.042 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 22 July 2024, the Company announced that it had successfully raised approximately \$83.9 million under the Institutional Placement and Institutional Entitlement Offer.

The Retail Entitlement Offer is renounceable, and New Shares not taken up by Eligible Retail Shareholders (as defined below) and New Shares that would have been offered to ineligible shareholders had they been entitled to participate in the Entitlement Offer, will be sold through a bookbuild process to certain institutional investors to be conducted at the close of the Retail Entitlement Offer (**Retail Shortfall Bookbuild**). It is expected that the Retail Shortfall Bookbuild will be conducted on 9 August 2024. If the amount per New Share realised in the Retail Shortfall Bookbuild exceeds the Offer Price, the excess will be paid (net of expenses and any applicable withholding tax) on a pro-rata basis to Ineligible Retail Shareholders and Eligible Retail Shareholders (as defined below) with respect to any Entitlements they did not accept under the Retail Entitlement Offer.

Eligible Retail Shareholders can choose to take up all, part or none of their Entitlements. Retail Entitlements cannot be traded on ASX or transferred.

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 \$92.5 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 0.82 New Share for every 1 Existing Shares held as at 7.00 pm (Sydney, Australia time) on the Record Date, being 22 July 2024.

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 22 July 2024;
- (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).

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 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.

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 4000 (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

Brian Austin

Chair, AMA Group Limited

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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 underwriters. AMA Group and the underwriters, 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.