

Appendix

THIS NOTICE CONTAINS IMPORTANT INFORMATION THAT IS OF INTEREST TO THE BENEFICIAL OWNERS OF THE SUBJECT SECURITIES. IF APPLICABLE, ALL DEPOSITORIES, CUSTODIANS AND OTHER INTERMEDIARIES RECEIVING THIS NOTICE ARE REQUESTED TO EXPEDITE THE RE-TRANSMITTAL TO BENEFICIAL OWNERS OF THE SECURITIES IN A TIMELY MANNER.

Dated 22 July 2024

NOTICE TO NOTEHOLDERS

A\$50,000,000 4.000 per cent. Senior Convertible Notes due 2027 (the “**Notes**”)
issued by **AMA Group Limited** (the “**Issuer**”)
(ABN 50 113 883 560)
ISIN: XS2386304799; Common Code: 238630479

Reference is made to:

- (i) the trust deed dated 21 September 2021 (the “**Trust Deed**”) between the Issuer and The Bank of New York, London Branch as trustee (the “**Trustee**”) pursuant to which the Issuer issued the Notes; and
- (ii) the terms and conditions of the Notes (the “**Conditions**”) as set out in Schedule 4 of the Trust Deed.

Capitalized terms used and not defined in this Notice shall have the meanings set out in the Trust Deed, unless the context otherwise requires.

Equity Raising

Reference is made to the announcement on 18 July 2024 by the Issuer of a fully underwritten \$125.0 million issue of new fully paid ordinary shares (the “**Equity Raising**”), to be conducted as a combination of an institutional placement (the “**Placement**”) and an entitlement offer to existing shareholders (the “**Entitlement Offer**”).

Adjustment to the Conversion Price of the Notes

The terms and conditions of the Notes provides in Condition 6(b) for adjustments to be made to the Conversion Price of the Notes in the event that the Issuer undertakes such Placement and Entitlement Offer.

The Issuer hereby certifies the following details of such adjustments, as determined by Conv-Ex Advisors Limited acting as the Independent Adviser pursuant to Condition 6(b)(xi):

The effective date for the adjustment of the Conversion Price as a result of the Equity Raising will be 26 July 2024 (as determined by the Independent Adviser). The Conversion Price following adjustment on such effective date will be A\$0.3484, subject to adjustment from time to time in accordance with the Conditions.

AMA Group Limited

Level 13, 484 St Kilda Road, Melbourne, VIC 3004 ABN 50 113 883 560
+61 3 7066 5022 info@amagroupltd.com amagroupltd.com

Contact Details

If you have any questions regarding this notice, you may contact the Issuer at:

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(ABN 50 113 883 560)
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Melbourne, VIC 3004
Australia
Contact Number: +61 3 7066 5022
Email: info@amagroupltd.com

This notice is given by
AMA GROUP LIMITED
in its capacity as Issuer of the Notes

AMA Group Limited

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