



AMA GROUP

2023  
CORPORATE  
GOVERNANCE  
STATEMENT

AMA Group Limited ABN 50 113 883 560

# Corporate Governance Statement

## Contents

<b>INTRODUCTION</b>	<b>3</b>
<b>1. LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT</b>	<b>4</b>
Role of the Board and Management	4
Director appointment and election	4
Written agreement	4
Company Secretary	4
Diversity policy	5
Board performance evaluation	5
Senior Executive performance evaluation	5
<b>2. STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE</b>	<b>6</b>
Governance framework	6
Board structure and composition	6
Board Committees	7
Board and Committee meetings	7
Board skills matrix	8
Director independence	9
Induction and professional development	9
<b>3. INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY</b>	<b>10</b>
Code of conduct	10
Whistleblower policy	10
Anti-bribery and corruption policy	10
Modern slavery statement	10
<b>4. SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS</b>	<b>11</b>
Certification of Financial Reports	11
Releases to market	11
External auditor	11
<b>5. MAKE TIMELY AND BALANCED DISCLOSURE</b>	<b>11</b>
Continuous disclosure policy	11
<b>6. RESPECT THE RIGHTS OF SHAREHOLDERS</b>	<b>12</b>
Website	12
Investor relations	12
Shareholder participation at meetings	12
Communications	12
<b>7. RECOGNISE AND MANAGE RISK</b>	<b>13</b>
Risk management framework	13
Internal audit	13
Corporate social responsibility (CSR)	13
Community	13
Environment	13
Workplace and marketplace	14
Workplace health and safety	14
<b>8. REMUNERATE FAIRLY AND RESPONSIBLY</b>	<b>14</b>
Non-Executive Director remuneration	14
Securities trading policy	14



This is an interactive PDF designed to enhance your experience. The best way to view this document is with Adobe Reader. Click on the links on the contents pages to navigate the document. Click the **AMA Group** logo in the footer to return to this contents page.

## Introduction

The Board of AMA Group Limited (AMA Group or Group) is responsible for the Group's overall corporate governance framework. The Board recognises the importance of good corporate governance and its role in ensuring the accountability of the Board and management to shareholders.

AMA Group complied with the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (ASX Principles and Recommendations) for the year ended 30 June 2023 (the reporting period).

This Corporate Governance Statement (Statement):

- outlines the key aspects of the Group's corporate governance framework;
- is structured and numbered in order of the ASX Principles and Recommendations;
- includes cross references to the Group's charters and policies which can be found in the Corporate Governance section of the Group's website at <https://amagroupltd.com/corporate-governance/>; and
- should be read in conjunction with the Directors' Report and Remuneration Report (contained in the Group's 2023 Annual Report) which is available at <https://amagroupltd.com/investor-centre/annual-reports/> as those reports also contain information required to be included in the ASX Principles and Recommendations.

This Statement, together with ASX Appendix 4G, which summarises our compliance with the ASX Principles and Recommendations, has been lodged with the ASX and is available at <https://amagroupltd.com/corporate-governance/>

The information provided in this Statement is current as at 7 September 2023 and has been approved by the Board.

# 1. Lay solid foundations for management and oversight

## Role of the Board and Management

The Board is accountable to shareholders for the performance of the AMA Group.

The Board has a Charter that sets out the role of the Board and how it exercises its powers and responsibilities. The Charter also clearly establishes the relationship between the Board and management.

The primary roles of the Board are to demonstrate leadership and provide overall strategic guidance and effective oversight of management in implementing AMA Group's strategic objectives. To achieve these roles, the Board has reserved for itself the specific responsibilities listed in the Charter. To assist it in discharging these responsibilities, the Board has established Committees to give detailed consideration to key issues. Two standing Committees have been established: the Audit & Risk Committee and the People Committee.

The Board has also delegated responsibility for the day-to-day management of the AMA Group, including the implementation of the Board approved strategy, to the Group Chief Executive Officer (Group CEO). The Charter provides for the delegation of authority and power to the Group CEO, within levels of authority agreed from time to time by the Board. The Group CEO is accountable to the Board for the exercise of this delegation with the support of senior executives.

## Director appointment and election

The People Committee assists the Board in fulfilling its responsibilities relating to the composition and performance of the Board, Board appointments and succession planning. Before the Board appoints or recommends to shareholders a candidate for election, the People Committee will ensure that appropriate background and other checks on their suitability to serve as a Director are undertaken. If appropriate, external consultants are engaged to assist the Board in its search for new Directors.

Each Director's term of appointment is subject to the provisions of the *Corporations Act 2001* (Cth), the ASX Listing Rules, and the constitution of AMA Group.

New Non-Executive Directors (appointed by the Board during the year) are required to seek election as a Director at the Annual General Meeting (AGM) following their appointment and are then subject to re-election on a rotational basis with the other Non-Executive Directors. No Director (other than the Group CEO) may hold office without re-election past the third AGM following their appointment or three years, whichever is longer.

Prior to each AGM, the Board determines whether it will recommend to shareholders that they vote in favour of the re-election of each Non-Executive Director seeking re-election, having regard to any matters the Board considers relevant, including the Director's performance.

AMA Group provides shareholders with all material information in its possession which is relevant to a decision on whether or not to elect or re-elect a Non-Executive Director in the Notice of Annual General Meeting. The Notice of Annual General Meeting includes a statement from the Board as to whether it supports an election or re-election.

## Written agreement

The Group has a written agreement with each Director and senior executive setting out the terms of their appointment. The nature of the agreements differ between those for Non-Executive Directors and those for the Executive Director and senior executives, recognising and reflecting that the latter are employees of the Group.

Directors also receive a Deed of Access, Insurance and Indemnity.

## Company Secretary

The Company Secretary is directly accountable to the Board, through the Chair, on all matters relating to the proper functioning of the Board. Each Director has direct access to the Company Secretary. The responsibilities of the Company Secretary are outlined in the Board Charter and include advising the Board on governance matters, monitoring compliance with Board policy and procedures, and the coordination of all Board business including agendas, minutes and communication with regulatory bodies including the ASX.

## Diversity policy

AMA Group is committed to building a diverse workforce that recognises and embraces differences, and provides a safe, respectful and inclusive environment for our people. The Group recognises the benefits gained from having an inclusive and diverse workforce that reflects the communities that we work across including attraction and retention of talent, improved engagement, increased productivity and accessing broader perspectives and ideas.

The Group continues to progress its diversity and inclusion agenda through the development of a Diversity and Inclusion Strategy and implementation of associated policies, programs and initiatives.

The Group has lodged its annual public report with the Workplace Gender Equality Agency (WGEA). The industry in which the Group operates is traditionally a male orientated industry however management continues to follow good practice recruitment processes which bases key selection criteria on experience, merit and competency for each role with a focus on gender equality.

The Board has set the following measurable objectives as required by the Diversity Policy:

Objective	Initiatives to deliver
Increase female participation across the AMA Group <ul style="list-style-type: none"> <li>■ Apprentices</li> <li>■ Leadership</li> <li>■ Board</li> </ul>	<ul style="list-style-type: none"> <li>■ Women in Collision Awards</li> <li>■ Review and update recruitment practices to attract a broader talent pool</li> </ul>
Retention of female technicians	<ul style="list-style-type: none"> <li>■ Establish a mentoring program for female apprentices</li> <li>■ Establish the 'AMA Group Women in Trades' program</li> </ul>
Develop a pipeline of ready now female Centre Managers	<ul style="list-style-type: none"> <li>■ Identify future talent</li> <li>■ Establish emerging leaders program</li> </ul>

The following table shows the representation of men and women at various levels within the Group's workforce as at 30 June 2023:

Level	Proportion of Women %	Proportion of Men %
Non-Executive Directors (Board)	17%	83%
Senior Executives <sup>1</sup>	17%	83%
Other Levels	14%	86%
<b>Total</b>	<b>14%</b>	<b>86%</b>

<sup>1</sup> Senior Executives are defined as the Group CEO and direct reports to the Group CEO.

## Board performance evaluation

The Board is committed to evaluating its own performance, the performance of its Committees, and individual Directors, as well as the governance processes supporting the Board. The Board does this through an annual assessment process. This process is reviewed regularly by the People Committee, with the process subsequently approved by the Board.

During the reporting period, Directors provided written feedback in relation to the performance of the Board against a set of agreed criteria. The feedback was collected and was then presented to the Board for discussion and to identify actions for improvement. The results of the most recent formal assessment concluded that the Board is functioning in an appropriate manner.

## Senior Executive performance evaluation

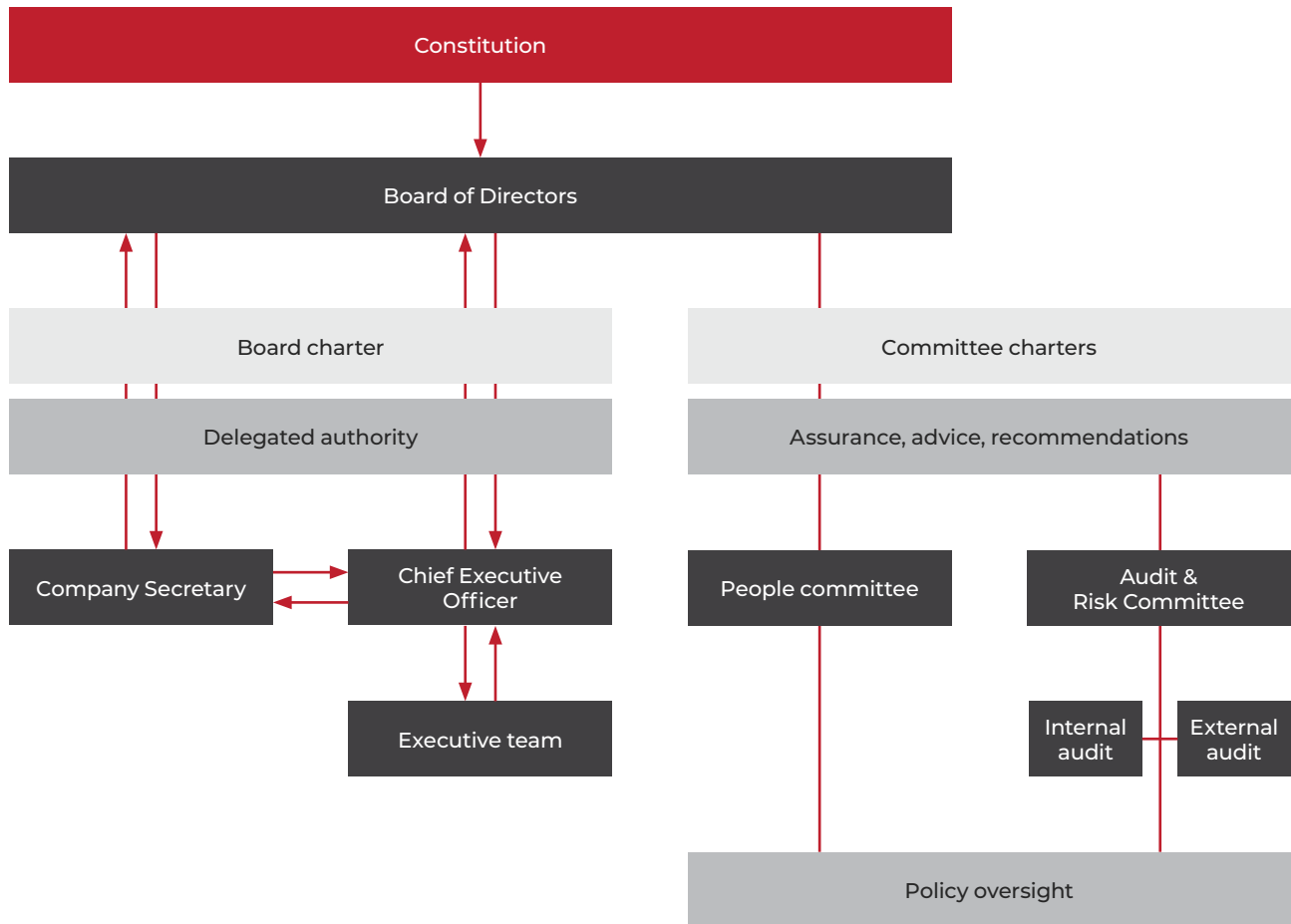
The performance of senior executives is formally evaluated annually by the Group CEO, which also includes the establishment of Key Performance Indicators (KPIs). KPIs include a range of people and customer-centric metrics focused on cementing desired behaviours that support the Board's ambition for the Group to become a purpose-led organisation. The Group CEO also engages with each of his direct reports on an ongoing basis in relation to their performance and has regular discussions with each of them to facilitate a process of ongoing continuous improvement of their performance across technical, business and leadership criteria.

Performance evaluations for senior executives, which accords with the process described above, took place in July 2023 for the 2023 financial year.

In the case of the Group CEO, a performance review is completed by the Chair of the Board and the results reported to the People Committee, and thereafter the Board. The most recent review was completed in August 2023.

## 2. Structure the Board to be effective and add value

### Governance framework



### Board structure and composition

The Board is structured so that it is comprised of individuals with the appropriate mix of skills, experience and diversity to develop and support AMA Group's strategy and enable it to discharge its responsibilities and add value, including facilitating effective discussion and decision-making. The Board determines its size and composition, subject to the constitution of AMA Group and applicable law.

The Board currently has five Directors, comprising four Non-Executive Directors and one Executive Director, the Group CEO.

Each Director, and their length of service is listed in the table below. Details of each Director's appointment, qualifications and experience is set out in the Group's 2023 Annual Report.

Non-Executive Directors	Period in office
Caroline Waldron, Chair	1 year and 6 months
Talbot Babineau, Deputy Chair	6 months
Simon Moore	4 years and 9 months
Kyle Loades	2 years and 3 months
Executive Directors	Period in office
Carl Bizon, Group CEO	2 years and 6 months (as Executive Director and Group CEO); and 1 year (as Non-Executive Director)

## Board Committees

To assist the Board in meeting its responsibilities, the Board has established the following two Committees:

- Audit & Risk Committee; and
- People Committee.

The members of these Committees are set out below:

Position	Audit & Risk Committee	People Committee
Chair	Simon Moore	Kyle Loades
Members	Caroline Waldron Talbot Babineau	Talbot Babineau Simon Moore

Each Committee is structured so that it:

- consists of a majority of independent Directors;
- is chaired by an independent Director; and
- has at least three members.

Committees report to and make recommendations to the Board.

Each Committee has a Charter that defines its roles and responsibilities. An overview of the roles and responsibilities of each Committee (inter alia) is set out below:

Audit & Risk Committee	People Committee
<ul style="list-style-type: none"> <li>■ oversee and monitor the Group's risk management framework;</li> <li>■ oversee the Group's relationship with the external auditor and the external audit function generally, including its independence, and make recommendations to the Board on the re-appointment or replacement of the external auditor;</li> <li>■ oversee the Group's relationship with the internal auditor and the internal audit function generally, including its performance and overall effectiveness;</li> <li>■ oversee the preparation of the Group's financial statements and reports and recommend to the Board whether they should be approved; and</li> <li>■ oversee the Group's financial controls and systems.</li> </ul>	<p>As they relate to remuneration matters:</p> <ul style="list-style-type: none"> <li>■ review and recommend to the Board remuneration and contractual arrangements for the Group CEO;</li> <li>■ review, at least annually, the performance of the Group CEO against individual and Group KPI's;</li> <li>■ review and recommend to the Board the establishment of any employee equity incentive plan; and</li> <li>■ review and recommend to the Board remuneration arrangements for the Chair and Non-Executive Directors.</li> </ul> <p>As they relate to nomination matters:</p> <ul style="list-style-type: none"> <li>■ review, assess and make recommendations to the Board on the composition, competencies and attributes of the Board;</li> <li>■ review and recommend to the Board succession plans, regarding the Chair and Group CEO;</li> <li>■ assist the Board to assess the performance of the Board, its Committees and individual Directors; and</li> <li>■ review and recommend to the Board membership of the Board including recommendations for the appointment and re-election of Directors.</li> </ul>

## Board and Committee meetings

Details of the number of Board and Committee meetings held during the 2023 financial year and the attendance of Directors and members of the Committees respectively are contained on page 31 of the 2023 Annual Report.















## Board skills matrix

The Board considers it important to maintain an appropriate mix of skills, experience, and diversity amongst its Directors to ensure that it is able to meet the present and future needs of the Group. The Board has developed a Board Skills Matrix which sets out the mix of skills and experience that the Board considers relevant to membership of the AMA Group Board.

During the reporting period, each Director undertook a self-assessment against the skills and experience listed below, and the results were discussed with the rest of the Board.

The Board collectively has the following key skills and experience.

Key:  Limited  Working  Extensive

Skills / Experience	Explanation	Evaluation
<b>Industry experience</b>	Experience in a senior position within industry (i.e. related businesses to the Company, complimentary industries / insurers).	
<b>Government and stakeholder relations</b>	Experience working with government, government organisations, regulators and other stakeholders (including shareholders / proxy advisors).	
<b>Customer experience</b>	Knowledge of, or experience in, organisations and operations managing large retail customer bases.	
<b>CEO and board experience</b>	Board, CEO and/or senior leadership experience in major organisations, enterprises or listed companies in Australia or overseas, and managing through periods of rapid change.	
<b>Technology</b>	An understanding of, or experience in organisations having a focus on new technologies and digital disruption, digital customer management and cyber security which assists with the development of appropriate business strategies.	
<b>Health, safety and environment</b>	Experience in health, safety and environmental matters (HSE), policies and strategies, including implementing HSE systems in organisations of significant size.	
<b>Strategic and commercial acumen</b>	An ability to define strategic objectives and constructively question business plans and implement strategy using commercial judgement.	
<b>Financial acumen</b>	Financial knowledge, accounting or related financial management qualifications and experience, including understanding the financial statements of organisations of significant size and complexity and the ability to probe the adequacies of financial and related risk controls.	
<b>Capital management</b>	Experience in capital markets, complex financing and/or capital management including economic drivers and global business perspectives.	
<b>Governance</b>	Experience in, and knowledge of governance issues, including the legal, compliance and regulatory environment applicable to the organisation.	
<b>Listed experience</b>	Experience as a director of a listed company (locally or overseas), including an understanding of ASX Listing Rules, compliance, reporting and shareholder meeting requirements.	
<b>Sustainability</b>	Experience in, and knowledge of sustainability issues, including environmental and social issues applicable to the organisation.	
<b>Marketing and business development</b>	Experience in marketing, sales and business development within industry.	
<b>People, culture and remuneration</b>	Experience in people matters including culture, morale, management development, succession and remuneration (including incentive programs and the legislative framework governing remuneration).	
<b>Risk management</b>	An understanding of financial and non-financial risk management, including operational conduct, compliance, environmental, technological and governance risk.	

To the extent that any skills are not directly represented on the Board, they are augmented through the senior executive team and external advisors.

It is the Board's view that the current Directors possess the appropriate skills, experience and diversity to meet the Board's responsibilities and strategic objectives. The Board benefits from the combination of Directors' individual skills and experience as well as the different perspectives and insights that each Director brings to the Board. In respect of diversity, the Board recognises the benefit of having, and looks to achieve in its membership, varying backgrounds, attributes and gender representation.

*(Continues next page)*



## Board skills matrix (Cont.)

Where a need or gap is identified or arises, the People Committee may commence a search process for potential appointees across a diverse candidate pool, with the assistance of external consultants as necessary. The People Committee then undertakes an assessment of short-listed potential candidates. Factors considered in the People Committee's assessment include the capability to devote the necessary time to the role, potential conflicts of interest and independence. The Chair of the Board, and other Directors then meet with candidates. Appropriate background and other checks are undertaken before any potential candidate is appointed to the Board or recommended to shareholders as a candidate for election.

During the reporting period, the People Committee considered the composition of the Board, taking into account AMA Group's strategic objectives, and existing and emerging requirements of the business. As a result, and in accordance with the search process described above, a new Non-Executive Director was appointed during the period. Talbot Babineau was appointed to the Board, effective 13 February 2023. AMA Group also announced the retirement of Director Nicole Cook effective from the conclusion of the 2022 AGM, and the retirement of Directors Anthony Day and Paul Ruiz effective from 1 September 2023.

## Director independence

The Board recognises the important contribution independent Directors make to good governance. Each Director is required to act in the best interests of the AMA Group.

The Board comprises a majority of independent Non-Executive Directors and has an independent Non-Executive Chair. The roles of the Chair and the Group CEO are exercised by separate individuals.

The Board defines an independent Director as a Non-Executive Director who is independent of management and free of any business or any other relationships that could, or reasonably be perceived to materially interfere with their capacity to bring independent judgement to bear on issues before the Board and to act in the best interests of AMA Group as a whole.

In assessing the independent status of a Non-Executive Director, the Board considers a range of factors including the factors relevant to assessing the independence of a Director as set out in the ASX Principles and Recommendations, and the information and circumstances set out in the Board Charter that the Board considers relevant. The Board considers thresholds of materiality for the purpose of determining independence on a case-by-case basis.

The Board regularly assesses the independence of each Non-Executive Director. During the reporting period, the Board reviewed the interests, positions, and relationships of the current Non-Executive Directors, and considers each of them to be independent. In reaching this conclusion, the Board noted that each Non-Executive Director retained independence of character and judgement and had not formed associations with management (or others, including substantial holders) that might compromise their ability to exercise independent judgement.

Directors are not permitted to be involved in decisions where they have, or could be perceived to have, a conflict of interest or a material personal interest. Any Director who considers that there may be a conflict of interest or a material personal interest in any matter concerning the Group must declare it immediately.

## Induction and professional development

AMA Group has an induction program for new Directors. Newly appointed Directors undergo their induction in the form of meetings with the Board, the Group CEO and senior executives. New Directors are also provided with copies of all relevant documents and policies governing the Group's business.

On an ongoing basis, management provides Directors with information to ensure they keep abreast of current business performance and major issues. This is supported by periodic site visits in conjunction with Board meetings as well as the opportunity to hear from senior executives on a regular basis.

All Directors are expected to undertake any necessary continuing professional education to enable them to discharge their duties. In addition, relevant professional development opportunities are provided from time to time to the Board.

### 3. Instil a culture of acting lawfully, ethically and responsibly

#### Code of conduct

The Board acknowledges the importance of and promotes the highest standard of corporate values, practice, and business conduct to ensure the Group operates its business openly, ethically, with honesty and integrity and in strict compliance with all laws and regulations.

The Group's Code of Conduct called the AMA Way ensures that all of our people, regardless of role, understand the expectations of them and of those that we do business with. It empowers team members to speak up when they notice something that doesn't align with those expectations, laws and regulations, and provides a simple 'Road Test' to undertake if they are unsure of what to do in a particular situation.

The AMA Way is divided into four key sections:

- **The way we value safety** outlines what is expected when it comes to health and safety.
- **The way we treat people** outlines how to behave towards others, regardless of whether they are a team member, customer, or supplier.
- **The way we respect the community, and the environment** covers AMA Group's commitment to making a positive impact on our communities and proactively managing our environmental impact.
- **The way we protect our business** covers topics such as:
  - obeying the law and operating fairly and ethically
  - inappropriate gifts or bribery
  - avoiding conflicts of interest
  - using technology responsibly, and
  - representing the business in the right way including use of social media.

Each section also includes a link to relevant policies and procedures, provides clear examples of what is acceptable versus unacceptable behaviour, and scenarios that bring The AMA Way to life.

Copies of The AMA Way have been provided across all sites as well as via the intranet and Group website. All team members have participated in training sessions to understand the importance of The AMA Way and new starters are required to complete an online learning module to help them understand their obligations in complying with this, as part of our broader compliance program.

The Group does not condone or tolerate unlawful behaviour or any form of discrimination, harassment or victimisation of AMA Personnel or any of its stakeholders.

Any material breach of the Group's Code of Conduct is raised at the People Committee level, with the latter reporting on them at the next Board meeting.

#### Whistleblower policy

The Group's Whistleblower Policy further supports AMA Group's commitment to maintaining a high standard of corporate compliance, ethical behaviour and a culture where all AMA Personnel are encouraged to raise concerns or report unethical behaviour and misconduct without fear of possible adverse repercussion as a result.

The policy encourages AMA Personnel to report any behaviour or situation where there is a genuine belief that it may breach the Code, Group policies and procedures or the law. The Group is committed to ensuring that those who do so are not disadvantaged or discriminated against when making reports in good faith. The Group has both an internal and externally facilitated whistleblowing service to enable AMA Personnel to report any concerns.

Any material breach of the Group's Whistleblower Policy is raised at the People Committee level, with the latter reporting on them at the next Board meeting.

#### Anti-bribery and corruption policy

The Group's Anti-Bribery and Corruption Policy demonstrates that the Group is committed to maintaining high standards of integrity and accountability in conducting its business. The policy, amongst other things, outlines instances of suspected misconduct which can be reported to the internal and external parties.

Any material breach of the Group's Anti-Bribery and Corruption Policy is raised at the Audit & Risk Committee level, with the latter reporting on them at the next Board meeting.

#### Modern slavery statement

AMA Group has implemented policies and practices to assess the risk of modern slavery and other unethical behaviour in our supply chain and aims to work with suppliers who have the same core values and similar approaches as the AMA Group. In accordance with Modern Slavery legislation, AMA Group submitted the Group's Modern Slavery Statement in August 2022 which outlines the actions that AMA Group took during the 2022 financial year and continue to take in our commitment to assess modern slavery risks within our operations and supply chain.

## 4. Safeguard the integrity of Corporate Reports

Details regarding the Board's Audit & Risk Committee can be found on page 7.

### Certification of Financial Reports

The Board receives written assurances from the Group CEO and Group Chief Financial Officer (Group CFO), prior to the Board's approval of the Group's half-year and full-year financial statements. In relation to the 2023 financial year the Group CEO and Group CFO confirmed that, in their opinion, the Group's financial records:

- are properly maintained;
- comply with the appropriate accounting standards and present a true and fair view of the financial position and performance of the Group; and
- are formed based on a sound system of risk management and internal control which is operating effectively.

### Releases to market

Periodic reports to the market which are not audited or reviewed by external auditors are subject to management review to ensure all content is materially accurate and appropriate. The Board reviews and approves all material market announcements prior to the release to the market via the ASX Market Announcements Platform.

### External auditor

KPMG was appointed as the external auditor of AMA Group on 20 November 2019.

KPMG provided a Statement of Independence to the Board, confirming that they have maintained their independence in accordance with the provisions of APES 110 *Code of Ethics for Professional Accountants* and the applicable provisions of the *Corporations Act 2001* (Cth). The external auditor's independence declaration is incorporated into the Directors Report in the Group's 2023 Annual Report.

An analysis of fees paid to the external auditor, including a breakdown of fees for non-audit services, is provided in the Group's 2023 Annual Report and in the notes to the financial statements. The performance of the external auditor is reviewed annually by the Audit & Risk Committee.

The external auditor is required to attend the AGM and to be available to respond to shareholder questions relating to the conduct of the audit and the preparation and content of the Audit Report. This requirement was complied with in respect of the Group's 2022 Annual General Meeting and representatives of KPMG will attend the 2023 AGM.

## 5. Make timely and balanced disclosure

### Continuous disclosure policy

The Group is committed to complying with its continuous disclosure obligations to keep the market fully informed of information which may have a material effect on the price or value of the Group's securities.

The Group discharges these obligations by releasing information in ASX announcements and by disclosure of other relevant documents to the ASX and to shareholders (e.g. Annual Reports).

The Group's Continuous Disclosure Policy is designed to ensure the timely release of material price sensitive information to the market. The policy establishes procedures to ensure the Directors and management are aware of the Group's disclosure obligations. The policy also sets out procedures that must be followed in relation to the release of announcements to the market and discussions with analysts, the media or shareholders.

All material market announcements are reviewed and approved by the Board prior to release. All Directors receive confirmation of release of all market announcements directly from the ASX Market Announcements Platform.

It is AMA Group's policy that any new or substantive investor or analyst presentation is released on the ASX Market Announcements Platform prior to the presentation being made to investors or analysts.

## 6. Respect the rights of Shareholders

AMA Group ensures it provides its shareholders with appropriate information and facilities to allow them to execute their rights as shareholders effectively.

### Website

One of the Group's key communication tools is its website located at <https://amagroupltd.com/>.

AMA Group has a separate landing page titled 'Corporate Governance' at <https://amagroupltd.com/corporate-governance/>. Important information about the Group can be found in that section on the website. This includes the Board and Committee charters, AMA Group's constitution and other key corporate governance policies.

### Investor relations

AMA Group communicates with its investors on three main occasions during the year. These are when its half and full year results are released, and at the AGM. The Group holds a results briefing at the release of each of the half-year and full-year results and those briefings are open to all investors, analysts and other interested stakeholders. Participants have the opportunity to ask questions of the Group.

AMA Group may present at other forums during the year. Presentation materials are lodged with the ASX and placed on the Group's website so that all investors have the benefit of knowing what the Group presents.

During the year, the Group also meets with investors and other market participants upon request within the parameters of its Continuous Disclosure Policy. This interaction allows AMA Group to obtain an understanding of areas of interest or matters for concern. These are then considered by management, and, where relevant, communicated to the Board.

### Shareholder participation at meetings

In line with best practice, AMA Group's 2022 AGM was conducted as a hybrid meeting. Shareholders were encouraged and provided with information to access, attend and vote at the meeting. There was also an opportunity for shareholders to ask questions on the business of the Group, its financial results and in relation to specific business of the meeting both through participating at the meeting or by sending questions to AMA Group ahead of the AGM. All questions asked were responded to at the AGM. The Group also had a live webcasting at its AGM so that shareholders who were unable to attend the meeting could view the proceedings at a later time.

To recognise the votes of shareholders present at the AGM and those who vote by proxy, consistent with the approach in 2022, at the 2023 AGM all items of business will be decided on a poll.

### Communications

AMA Group promotes effective communication with its shareholders. Information is communicated to shareholders through the lodgement of all relevant financial and other information with the ASX in accordance with its continuous disclosure obligations as well as on its website at <https://amagroupltd.com/investor-centre/asx-announcements/> following release to the ASX.

To ensure prompt and efficient shareholder communications as well as reducing costs and promoting environmental best practice, the Group encourages its shareholders to opt to receive communications from and send communications to the Group and its share registry, Computershare Investor Services Pty Limited, electronically.

## 7. Recognise and manage risk

Details regarding the Board's Audit & Risk Committee can be found on page 7.

### Risk management framework

The Board is responsible for overseeing and approving the Group's risk management framework. The Board has delegated to the Audit & Risk Committee (ARC) responsibility for periodically reviewing the effectiveness of the Group's risk management processes, including that material business risks are identified, assessed and appropriately managed.

The Executive General Managers of each of the divisions assess, implement and regularly monitor appropriate risk mitigation measures relevant to and appropriate for the respective business operations. During the period, the ARC reviewed several key enterprise risks and the enterprise risk register.

### Internal audit

The Group's internal audit function provides independent and objective assurance to the Board and ARC regarding the effectiveness and of the Group's internal compliance and control systems. During the year, the Group transitioned from a fully outsourced service provided by PriceWaterhouseCoopers (PwC) to a co-sourced function working with the Group's resources.

Each year, in consultation with the ARC and Group CFO, an internal audit plan is established. The auditor reported to the ARC at every scheduled Committee meeting on findings and recommendations in relation to the internal audit work performed during the 2023 financial year.

The Group monitors its exposure to all risks including economic, environmental, and corporate social sustainability risks. The Board acknowledges that the Group faces risks inherent to its business which include economic risks, which may materially affect the Group's ability to preserve value for shareholders. The Board does not consider that it has any material exposure to environmental or social sustainability risks, however, acknowledges that material exposure outside of its control may arise.

### Corporate social responsibility (CSR)

Through the delivery of several engagement programs and partnerships, AMA Group is continuously improving its level of social and ethical responsibility to create positive change within the Community, Environment and Workplace.

### Community

AMA Group connects with and supports local communities in which it has customers, shareholders, employees, and other stakeholders. During the year, the Group and its employees supported numerous vital community based programs such as R U OK? Day, The Biggest Morning Tea and International Women's Day. The Group also encourages its teams across Australia and New Zealand to be involved in community initiatives, with a focus on authentic local engagement. Such initiatives in FY23 included: a bursary agreement with NRL Cowboys House as well as contributions to their program to get participants driving lessons and participation in the NRL Cowboys 50-50 raffle; the donation of a large collection of soft toys to the Wheelchairs for Kids program in Western Australia; supporting the Movember campaign; and being the first to support a six-week government community "Deterring Drivers" project aimed at educating at-risk youth.

AMA Group has a focus on enhancing and protecting the health and safety of the communities in which we live and work, and as such have a number of health and safety initiatives designed to benefit more than within the Group. Defibrillators are installed at every site and on the National register, as well as a number being given away to community in FY22 and FY23, to provide community and site level access to these lifesaving devices in case of emergency. The Group also offers first aid training for all staff, regardless of their intention to become a First Aid officer at work, improving their ability to support their families and community in the event of an emergency.

### Environment

At our core, AMA Group's operations seek to promote socially responsible outcomes in an environmentally sustainable manner.

Through our collision repair, end-of-life vehicle dismantling and parts distribution businesses, we repair to extend vehicle life, reuse and renew components, and reduce waste.

- Through production techniques and facilities-based initiatives, AMA Group seeks to minimise the impact of our operations on the environment.
- AMA Group, partnering with our paint supplier, uses water-based paint technology throughout our vehicle repair network. The water-based product releases less organic solvents (<10%) into the atmosphere compared to solvent-based paint, which is a significant environmental benefit, as well as supporting the safety and wellbeing of our employees.
- AMA Group is dedicated to good corporate citizenship and is committed to ensuring compliance with all statutory and government requirements pertaining to environment and sustainability.
- AMA Group is committed to supporting new technologies for the betterment of our environment, by ensuring our network is equipped for the repair of these new technologies.
- We are committed to meeting our high standard of business excellence in an environmentally responsible and sustainable way through a formalised Environment & Sustainability Policy.

We recognise that climate change, and associated policy changes and regulation will impact the Group. While the underlying operations of the business will continue to evolve to support the change in vehicle technology, the Group also recognises that climate change, policy and regulation poses a business risk. This is reflected in the formal incorporation of climate risk in the Group's risk register. AMA Group has a commitment to further assessment of climate risk and development of any relevant action plans in the future.

## Workplace and marketplace

AMA Group is aligned with various governing bodies and associations to assist in the attraction, development and promotion of industry skills as well as developing and enhancing the operational expertise of the industry.

AMA Group has a strong focus on the development, retention and engagement of our existing workforce while continuing to build the workforce of tomorrow. This is reflected through the 'Great place to work' pillar of the Group strategy. Key initiatives include:

- Continuation of building the capability of our leaders through the introduction of a 3-day Frontline Leadership Program for over 60 Centre Managers and Operational Leaders.
- Growing our Apprentice program to ensure a sustainable skilled workforce for the benefit of the AMA Group and the broader industry. The Group has over 350 apprentices.
- Ongoing skill development for qualified tradespeople through partnerships with I-CAR and key suppliers.
- Introducing flexible working through compressed working weeks and early finish times.
- Enhancing how we communicate to team members via a range of leader-led forums and our Quarterly Magazine.
- Supporting the well-being of our workforce through our Employee Assistance Program which provides valuable support to team members and their families.
- Mental Health First Aid training for the HR team to further support employee wellbeing.

## Workplace health and safety

AMA Group has developed its entire safety management from scratch; from incident reporting (AMAlert) to high risk equipment maintenance, through to first aid and safety warden training, AMA Group are leading the way in proactive safety awareness and continuous improvement.

A cultural behavioural program called Take the LEAD, enables all team members to take the lead on their safety, while LOOKING for hazards, ENGAGING with each other to recognise safe and at risk behaviours, ACTING on incidents and reporting even the most minor injuries, to DEBRIEFING in toolbox talks to ensure incidents are learnt from and do not reoccur.

Monthly Take the LEAD campaigns target key injury themes in the form of educational toolbox talks. Information is provided to every team member on safer ways to complete tasks, as well as the most appropriate equipment and personal protective equipment to be used. These targeted campaigns have significantly reduced the re-occurrence of trending themes.

Proactive defect reporting via QR Codes also ensures that high risk equipment including hoists, mobile plant and spray booths remain in good condition, removing the risk of a serious event from occurring. Monthly checklists have been developed for the 7 highest operational risks in AMA Group sites; Hoists, Mobile Plant, Electrical Exposure, Dangerous Goods, Fall from Height, Traffic Management and Vehicle Dismantling. By completing the monthly checklists, team members can feel satisfied that the high-risk equipment, traffic layouts and chemical storage areas on their site are in safe condition without defects or hazards. If a defect is noted while completing a high-risk checklist, team members can ACT and log appropriate correct actions to ensure rectification in a timely manner.

As a result of the strong focus on safety, the Group has actively reduced its Lost Time Injury Frequency Rate (LTIFR) by 54% over the previous 12-month period.

## 8. Remunerate fairly and responsibly

Details regarding the Board's People Committee can be found on page 7.

### Non-Executive Director remuneration

Details regarding the structure of Non-Executive Directors' and Key Management Personnel (including the Group CEO's) remuneration are contained in the Remuneration Report which is located in AMA Group's 2023 Annual Report.

An increase in the aggregate maximum annual fee for Non-Executive Directors to \$1,100,000 was approved by shareholders at AMA Group's 2019 Annual General Meeting.

During the reporting period, the People Committee benchmarked its Non-Executive Director fees against companies of a similar size and market capitalisation aimed at ensuring the Group positions itself to retain and attract Non-Executive Directors with appropriate skills and expertise to meet the longer-term objectives of the business. Upon the appointment to the role of Chair of the People Committee on 25 November 2022, Kyle Loades received an increase of \$15,000 in his annual fee. All other Non-Executive Directors' fees remain at current levels as outlined in the Remuneration Report. The Group does not have any schedule for retirement benefits, other than superannuation, for Non-Executive Directors.

Following the approval of shareholders at AMA Group's 2021 AGM, the Group has implemented an equity based long term incentive plan (LTIP), which has taken effect for the Group CEO and for other senior executives from the 2022 financial year. Further information on the Group's LTIP is located at page 41 of the 2023 Annual Report.

### Securities trading policy

The Group's Securities Trading Policy, aimed at minimising the risk of actual or the appearance of insider trading, applies to all employees of the Group which includes all Non-Executive and Executive Directors, officers and their associates, contractors, consultants, advisors, and auditors.

The policy outlines conduct, procedures, closed trading periods and restrictions (including restrictions which limit entry by equity-based remuneration scheme participants into transactions which limit the economic risk of participating in the scheme) in relation to dealings in the Group's securities by employees.

# AMA GROUP

**AMA Group Limited**  
ABN 50 113 883 560  
Level 13  
484 St Kilda Road  
Melbourne VIC 3004

[amagroupltd.com](http://amagroupltd.com)