



ASX: IHR Release

27th March 2023

Receipt of Improved Binding Proposal

intelliHR Limited ('**intelliHR**' or '**Company**') (ASX: IHR/Company) advises that it has this morning received an improved binding proposal from The Access Group (TAG) to acquire 100% of the Company for up to \$0.22 per share. A copy of the improved terms of offer are attached.

The Board of intelliHR recommends that Shareholders **TAKE NO ACTION** in relation to their Shareholding at this time. This Board expects to update the market later today.

Authorised for release by Lead Independent Director, Tony Bellas

Further Information

intelliHR Investor Relations

investor.relations@intellihr.com

About ASX:IHR

intelliHR is the intelligent people platform that empowers global leaders to make more intelligent people decisions. Helping them create an inclusive, engaging, performing, and aligned working culture. The intelliHR platform is the cloud-based way to drive employee engagement, performance and retention, in today's hybrid working world. Easily implemented, employing best-of-breed integrations, with powerful data at its core, intelliHR is the HR software choice for 330+ progressive organisations and over 84,000 users across 20 countries. For more information, visit www.intellihr.com



27 March 2023

Board of Directors
intelliHR Limited (ACN 600 548 516)
Level 3, Transport House, 230 Brunswick Street, Fortitude Valley, QLD 4006

Attention: Mr Matthew Donovan, Executive Chairman & Chief Executive Officer:
matt.donovan@intellihr.com.
Cc Ms Suzanne Yeates, Chief Financial Officer & Secretary:
suzanne.yeates@intellihr.com

Improved Binding Proposal

Dear Directors,

We refer to our binding all cash proposal to acquire 100% of intelliHR Limited (the **Company** or **you**) dated 19 March 2023 (the **Binding Proposal**). Unless defined, capitalised terms in this letter have the meanings given to them in the Binding Proposal.

Improved Binding Proposal

The Access Group (**TAG**) is pleased confirm that it is prepared to amend the Binding Proposal as follows:

- the Transaction will proceed as a IHR Board recommended scheme of arrangement (**Scheme**) and simultaneous takeover bid (**Takeover Bid**). The Takeover Bid will be conditional on the following:
 - the Scheme not being approved by IHR Shareholders or the Court;
 - FIRB approval;
 - TAG receiving acceptances under the Takeover Bid of at least 50.1% of IHR Shares (on a fully diluted basis); and
 - the TID (as defined below) not being terminated by TAG due to a material breach of the TID by IHR;
- if the Transaction is effected by way of the Scheme, the offer price will be **\$0.22**;
- if the Transaction is effected by way of the Takeover Bid, and TAG obtains a relevant interest in more than **75%** of IHR's Shares (on a fully diluted basis), the offer price will be **\$0.215**; and
- if the Transaction is effected by way of the Takeover Bid, and TAG obtains a relevant interest in more than **50%** of IHR's Shares (on a fully diluted basis), the offer price will be **\$0.21**,

(the **Improved Binding Proposal**).

The Improved Binding Proposal is conditional on entry by IHR and TAG into the Transaction Implementation Deed (**TID**) on substantially similar terms to the scheme implementation deed shared with you previously (save for any corresponding amendments to reflect the terms and conditions of the Takeover Bid).



We confirm that as part of the Improved Binding Proposal, TAG is prepared to sign the agreed form Loan Agreement with IHR upon mutual entry into the TID.

Conditions

TAG confirms that it has obtained all internal approvals to submit this Improved Binding Proposal. However, the Improved Binding Proposal is conditional on the following:

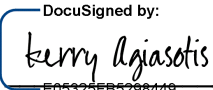
- A public statement from IHR that states:
 - the Improved Binding Proposal is a **SUPERIOR PROPOSAL** compared to the HF Scheme and the HF Takeover;
 - the HF Takeover at \$0.195 is **INFERIOR** to the Improved Binding Proposal;
 - IHR Shareholders should **TAKE NO ACTION** in relation to the HF Takeover at this time;
 - IHR Shareholders should **TAKE NO ACTION** in relation to the HF Scheme at this time; and
- Entry into the TID.

For the avoidance of doubt, this letter is not, and cannot be considered to be, notification or a public announcement of an intention to make a takeover offer pursuant to section 631 of the Corporations Act.

We look forward to engaging with you on the TID with a view to entering into a binding transaction which delivers a superior outcome to IHR Shareholders.

For and on behalf of

The Access Group

By:  _____
DocuSigned by:
E05326F55296449...

Name: Kerry Agiasotis

Title: President Access Asia Pacific