

Notice of Annual General Meeting 2023

Notice is given that the 2023 Annual General Meeting of APM Human Services International Limited ABN 38 639 621 766 (**APM** or **Company**) will be held on Friday, 10 November 2023 at 10.00am (AWST).



This Notice of Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Annual General Meeting will be held as a hybrid meeting, online and at the University Club of Western Australia, Entrance 1, Hackett Dr, Crawley WA 6009. If you wish to virtually attend the Annual General Meeting, please use the SRN or HIN and Australian postcode or overseas country on your personalised Proxy Form to login to the Meeting at <https://meetnow.global/MYDW9H9>.

This Notice of Meeting can be accessed on the Company's website at apminvestors.net.au. The Proxy Form is enclosed or has otherwise been provided to you. Shareholders are also strongly encouraged to lodge their completed Proxy Forms in accordance with the instructions in this Notice of Meeting.

If you are unable to attend the Annual General Meeting, please complete and return the Proxy Form in accordance with the specified directions.

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of APM Human Services International Limited will be held on:

Date: Friday, 10 November 2023

Time: 10.00am (AWST)

Place: To be held as a hybrid meeting, online and at the University Club of Western Australia, Entrance 1, Hackett Dr, Crawley WA 6009.

Webcast: Shareholders and their proxyholders, corporate representatives and attorneys can view and participate in the meeting at <https://meetnow.global/MYDW9H9>. Online registration will open at 9.00am (AWST). Further information on how to join the meeting virtually is set out in the Online Platform Guide.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

Ordinary Business

Annual Financial Report

To receive and consider the 2023 Annual Financial Report of the Company, which includes the financial report of the Company for the financial year ended 30 June 2023, together with notes to the financial statements, the Directors' Declaration, the Directors' Report, and the Auditor's Report, as set out in the Annual Report.

Note: No resolution is required for this item of business.

Resolution 1: Non-binding resolution to adopt remuneration report

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

"That the Remuneration Report for the financial year ended 30 June 2023, as set out in the 2023 Annual Report, be adopted."

In accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this resolution.

Resolution 2: Re-election of Ms Megan Wynne as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Ms Megan Wynne, who retires in accordance with clause 6.1(f) of the Constitution and who has consented to stand for re-election (being eligible), be re-elected as a Director of the Company in accordance with clause 6.1(m) (i) of the Constitution."

Resolution 3: Re-election of Ms Simone Blank as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Ms Simone Blank, who retires in accordance with clause 6.1(f) of the Constitution and who has consented to stand for re-election (being eligible), be re-elected as a Director of the Company in accordance with clause 6.1(m) (i) of the Constitution."

Resolution 4: Re-election of Mr Robert Melia as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr Robert Melia, who retires in accordance with clause 6.1(f) of the Constitution and who has consented to stand for re-election (being eligible), be re-elected as a Director of the Company in accordance with clause 6.1(m) (i) of the Constitution."

Resolution 5: Re-election of Mr Timothy Sullivan as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr Timothy Sullivan, who retires in accordance with clause 6.1(f) of the Constitution and who has consented to stand for re-election (being eligible), be re-elected as a Director of the Company in accordance with clause 6.1(m) (i) of the Constitution."

Resolution 6: Grant of performance rights to Ms Megan Wynne, or her nominee(s)

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue up to 413,907 Performance Rights for no consideration to Ms Megan Wynne or her nominee(s), on the terms and conditions set out in the Explanatory Memorandum."

Resolution 7: Grant of performance rights to Mr Michael Anghie, or his nominee(s)

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue up to 1,158,940 Performance Rights for no consideration to Mr Michael Anghie or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."

By order of the Board

Peter Torre

Joint Company Secretary

Dated: 6 October 2023

Voting Exclusions and Prohibitions

Resolution 1

In accordance with sections 250R and 250BD of the Corporations Act, a vote on Resolution 1 must not be cast, and the Company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the Key Management Personnel (KMP), whose remuneration details are included in the Remuneration Report and/or any Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or
- (b) as proxy by any person who is a member of the KMP as at the time Resolution 1 is voted on at the meeting or a Closely Related Party of such a member.

However, members of the KMP details of whose remuneration are included in the Remuneration Report and their Closely Related Parties, may cast a vote on Resolution 1 as proxy if the vote is not cast on their behalf and either:

- (a) the proxy appointment is in writing and specifies the way the proxy is to vote on Resolution 1; or
- (b) the vote is cast by the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

If you are a member of the KMP or a Closely Related Party of a member of the KMP (or acting on behalf of such a person) and purport to cast a vote on Resolution 1 that will be disregarded by APM, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Resolution 2 to 5

There are no voting exclusions for Resolutions 2 to 5.

Resolution 6

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) the Executive Chair, Megan Wynne (or her Nominee(s)); or
- (b) an Associate of Megan Wynne;
- (c) A Director of the Company who is eligible to participate in the LTI plan;
- (d) An Associate of a Director of the Company; and

- (e) Any person whose relationship with the Company or with a Director or Associate of a Director is such that, in ASX's opinion should be disregarded,

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 6; and
 - (ii) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Resolution 6 by the KMP or their Closely Related Parties, or by those persons as proxy where the appointment as proxy does not specify the way the proxy is to vote on the relevant Resolution (i.e. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, the Company need not disregard votes cast in favour of Resolution 6 if the votes are cast by the Chair and the appointment of the Chair as proxy expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 7

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) the CEO, Michael Anghie (or his Nominee(s)); or
- (b) an Associate of Michael Anghie.
- (c) A Director of the Company who is eligible to participate in the LTI plan;
- (d) An Associate of a Director of the Company; and
- (e) Any person whose relationship with the Company or with a Director or Associate of a Director is such that, in ASX's opinion should be disregarded,

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 7; and
 - (ii) the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Resolution 7 by KMP or their Closely Related Parties, or by those persons as proxy where the appointment as proxy does not specify the way the proxy is to vote on the relevant Resolution (i.e. for, against, abstain). However, in accordance with section 250BD(2) of the Corporations Act, the Company need not disregard votes cast in favour of Resolution 7 if the votes are cast by the Chair and the appointment of the Chair as proxy expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Voting intentions of the Chair

Shareholders should note that the Chair intends to vote any undirected proxies in favour of each item of business. In exceptional circumstances, the Chair may change their voting intention on the Resolutions, in which case an ASX announcement will be made.

Information for Shareholders

Participating in the Annual General Meeting	<p>Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective, a certified copy of the Power of Attorney, or the original power of attorney, must be received by the Company in the same manner, and by the same time as outlined for the Proxy Form below.</p> <p>Shareholders and proxyholders have the option at the Annual General Meeting to participate in real-time using the online platform. To use the online platform, you will require a computer, tablet or mobile device with internet connection. It is recommended that Shareholders login to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:</p> <ul style="list-style-type: none"> • Online registration will open from 9.00am (AWST) on 10 November 2023 • Shareholders can participate in the Meeting via the online platform by using a web browser or mobile device: https://meetnow.global/MYDW9H9 • Click on 'Join Meeting Now'. • Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 (3) 9415 4024 prior to the Meeting to obtain their login details. • Enter your postcode registered to your holding if you are an Australian Shareholder. If you are an overseas Shareholder select the country of your registered holding from the drop-down list. • Read and, if you are prepared to do so, accept the Terms and Conditions and click 'Continue'. • Participating in the Meeting online enables Shareholders to view the AGM live, comment and ask questions (written or oral), and vote in real-time at the appropriate times during the Meeting. <p>It is possible that technical difficulties may arise during the course of the Meeting, in which case the Chair has discretion as to whether and how the Meeting should proceed.</p> <p>If you require assistance before or during the meeting, please call +61 (3) 9415 4024.</p> <p>More information about online participation is available via the online meeting guide at: www.computershare.com.au/virtualmeetingguide</p>
How can I vote at the Meeting?	<p>While it is anticipated that voting (whether in person or online) will be possible at the Meeting, Shareholders are nevertheless encouraged to lodge proxy votes in advance of the Meeting to ensure that their voting instructions will be received, and votes cast.</p> <p>Shareholders can vote at the Meeting by:</p> <ul style="list-style-type: none"> • attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or • appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via email or the internet, or by facsimile. <p>Shareholders wishing to vote virtually on the day of the Meeting will need to login as a shareholder or proxyholder in the Meeting via the online platform by using a web browser or mobile device: https://meetnow.global/MYDW9H9</p> <p>When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen. To vote, select your voting direction. A tick will appear to confirm receipt of your vote.</p>

Information for Shareholders (cont)

Who may vote?	In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 4.00pm (AWST) on Wednesday, 8 November 2023.
Proxy instructions	<p>A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint an individual to act as proxy to attend and vote on that Shareholder's behalf. A Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of the Shareholder's votes each proxy is entitled to exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise an equal proportion of the votes. A proxy need not be a Shareholder of the Company.</p> <p>The Proxy Form (and power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and a certified copy of the power of attorney or other authority) must be delivered by no later than 10.00am (AWST) on Wednesday, 8 November 2023 (i.e. at least 48 hours prior to the Meeting) to:</p> <ul style="list-style-type: none"> the Company's share registry, Computershare, by: <ul style="list-style-type: none"> post or facsimile – completed proxy forms may be posted to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 or sent by facsimile to 1800 783 447 (within Australia) or +61 (3) 9473 2555 (outside Australia); or the Company's registered office by: <ul style="list-style-type: none"> post to 58 Ord Street. West Perth WA 6005; or email to companysecretary@apm.net.au <p>Alternatively, you may register your proxy instructions electronically at the share registry website: www.investorvote.com.au, or on your mobile device by scanning the QR code on the Proxy Form.</p> <p>For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.</p>
Attending the Meeting as a guest	Please follow the instructions published on the Company's website if you wish to attend the Meeting as a guest.
Votes on Resolutions	You may direct your vote by placing a mark in one of the boxes opposite the Resolutions in the Proxy Form. All of your shareholding will be voted in accordance with such a direction unless you indicate only a proportion of voting rights are to be voted on the Resolutions by inserting the proportion or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes with respect to a Resolution, your proxy may vote as he or she chooses with respect to that Resolution, subject to any voting exclusions that apply to your appointed proxy. If you mark more than one box on a Resolution, your vote on that Resolution will be invalid.

Information for Shareholders (cont)

Voting as a corporation	<p>A Shareholder who is a body corporate and who is entitled to vote at the Annual General Meeting, or a proxy who is a body corporate and who is appointed by a Shareholder who is entitled to vote at the Annual General Meeting, may appoint a person to act as its representative at the Annual General Meeting. The body corporate will need to ensure that it:</p> <ul style="list-style-type: none"> • appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act; and • provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting. <p>Body corporate representatives should lodge this documentation with the Company's share registry, Computershare, by no later than 10.00am (AWST) on Wednesday, 8 November 2023, unless it has been previously given to the Company.</p> <p>Corporate Shareholders or proxies wishing to vote by corporate representative should:</p> <ul style="list-style-type: none"> • obtain an appointment of corporate representative form from Computershare; and • complete and send the form in accordance with the instructions on the form.
I hold my Shares jointly with another person. Are we both entitled to vote?	<p>When joint holders are named in the Company's share register, only one joint holder may vote. If more than one of the joint holders is present at the Meeting, only the person whose name appears first in the Company's share register will be entitled to vote. If more than one holder votes at the Meeting, only the vote of the first named of the joint holders in the Company's share register will be counted.</p>
How can I ask a question at the Meeting?	<p>In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders as a whole to ask questions about or to make comments upon the management of the Company, including the Remuneration Report and the Resolutions at the meeting via the online platform. Please note, only Shareholders may ask questions once they have been verified. It may not be possible to respond to all questions.</p> <p>Questions that are relevant to:</p> <ul style="list-style-type: none"> • the contents of the Auditor's Report; or • the conduct of the audit of the Company's financial report, <p>may be addressed to the Company's auditor, PricewaterhouseCoopers.</p> <p>A Shareholder who is entitled to vote at the meeting may submit a written question to the Company in advance of the Meeting. We ask that all pre-Meeting questions be received by the Company no later than one week before the date of the Annual General Meeting, being 5.00pm (AWST) on Friday, 3 November 2023.</p> <p>Any questions should be directed to PricewaterhouseCoopers.</p>
What if there are changes to the meeting?	<p>APM may be required to make changes to the arrangements for the Meeting at short notice. APM will keep Shareholders informed if this becomes necessary and details will be made available at https://www.apminvestors.net.au, with any changes also notified by an ASX release.</p>

Information for Shareholders (cont)

Voting restrictions that may affect your proxy appointment	<p>Due to the voting exclusions that may apply to Resolutions 1, 6 and 7, the KMP and their Closely Related Parties, and with respect to Resolutions 6 and 7, Associates, will generally not be able to vote your proxy on Resolutions 1, 6 and 7 unless you have directed them how to vote, or in the case of the Chair, if you expressly authorise her to exercise the proxy even though the Resolutions are in connection with the remuneration of the Company's KMP.</p>
Receiving documents from the Company	<p>Shareholders can elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports.</p> <p>The Company encourages Shareholders to provide an email address so we can communicate with you electronically for items such as notices of meeting and annual reports. To review or update your communication preferences, please contact the Company's share registry, Computershare, on www.computershare.com.au/easyupdate/apm</p>

Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying 2023 Notice of Annual General Meeting of the Company.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

The Resolutions 1 to 7 to be put to Shareholders are ordinary resolutions. Ordinary resolutions require approval by a simple majority of votes by Shareholders present (either in person, or by representative or proxy) and entitled to vote on the resolution, in order to be passed.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

Financial reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2023, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor to the Company in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

Resolution 1: Non-binding resolution to adopt remuneration report

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2023 Annual Report be adopted. The Remuneration Report is set out in the Company's 2023 Annual Report and is also available on the Company's website (<https://www.apminvestors.net.au>).

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive Annual General Meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The Company received 98.39% of the votes cast at its 2022 AGM in favour of the adoption of the 2022 Remuneration Report. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report, it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity-based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Note that a voting exclusion applies to this Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

Resolution 2: Re-election of Ms Megan Wynne as a Director

Pursuant to clause 6.1(f) of the Constitution, Ms Megan Wynne, being a Director, retires by way of rotation and, being eligible, offers herself for re-election as a Director.

Ms Wynne established APM in January 1994 and has since been responsible for driving APM's strategy and growth over the past 29 years. Ms Wynne is an Occupational Therapist and has a background in vocational rehabilitation. While working in the Department of Rehabilitation Medicine at Royal Perth Rehabilitation Hospital, she established a private Occupational Therapy practice at St John of God Hospital in 1990, and subsequently went on to manage the Vocational Rehabilitation and occupational Therapy Services of Perth Pain Management Centre. Ms Wynne holds a Master of Science (Rehabilitation), a Post Graduate Diploma (Health Sciences), and a Bachelor of Applied Science Occupational Therapy, Curtin University of Technology. Ms Wynne was appointed to the Board on 30 June 2020.

Given Ms Wynne is the Executive Chair and a substantial shareholder of the Company, she is not classified as an Independent Director.

The Directors (with Ms Wynne abstaining) unanimously recommend that all Shareholders vote in favour of Resolution 2 to support the re-election of Ms Wynne as a director of the Company.

Resolution 3: Re-election of Ms Simone Blank as a Director

Pursuant to clause 6.1(f) of the Constitution, Ms Simone Blank, being a Director, retires by way of rotation and, being eligible, offers herself for re-election as a Director.

From May 2006 to October 2013, Ms Blank served as a member of the Board of Sirona Dental Systems Inc., or Sirona, a dental technology manufacturer previously listed on Nasdaq. From July 1999 to October 2013, she served as Executive Vice President and Chief Financial Officer of Sirona. Prior to July 1999, Ms Blank was an engagement manager in the merger and acquisition transaction group of PricewaterhouseCoopers after having gained global financial experience as a certified public accountant and tax advisor. Ms Blank is also the owner of a private investment company, has served on the boards of several private healthcare companies and is currently a Director of Nasdaq listed Evolus Inc. Ms Blank holds a Master of Economics from the University of Duisburg. Ms Blank was appointed to the Board on 23 July 2020.

Ms Blank is the Chair of the Company's Audit and Risk Management Committee. The Board considers that Ms Blank is an Independent Director.

The Directors (with Ms Blank abstaining) unanimously recommend that all Shareholders vote in favour of Resolution 3 to support the re-election of Ms Blank as a director of the Company.

Resolution 4: Re-election of Mr Robert Melia as a Director

Pursuant to clause 6.1(f) of the Constitution, Mr Robert Melia, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Melia has more than 30 years' experience in managing and growing human services businesses. He is experienced in helping governments design and deliver programs for the long-term unemployed, adults with intellectual disabilities and at-risk youth. Mr Melia began his career in Massachusetts State Government where he worked in budget planning, tax policy analysis and child support enforcement. His private sector experience spans over 20 years, primarily with MAXIMUS where he served as President of the Workforce Services Division and The Mentor Network, where he served as an Operating Group President and as Chief Development Officer. Mr Melia's experience includes work in the US, UK and Australia and covers acquisitions and divestment, business development, operations management, and contract negotiation. Mr Melia holds a Master of Human Services Management from Brandeis University and a Bachelor of Arts from Massachusetts Amherst. Mr Melia was appointed to the Board on 30 June 2020.

Mr Melia is a member of the Remuneration and Nomination Committee, and Finance and Investment Committee. The Board considers that Mr Melia is an Independent Director.

The Directors (with Mr Melia abstaining) unanimously recommend that all Shareholders vote in favour of Resolution 4 to support the re-election of Mr Melia as a director of the Company.

Resolution 5: Re-election of Mr Timothy Sullivan as a Director

Pursuant to clause 6.1(f) of the Constitution, Mr Timothy Sullivan, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Sullivan is Co-CEO and co-founder at Madison Dearborn Partners ("MDP"), a leading private equity firm based in Chicago Illinois. Since MDP's formation in 1992,

the firm has raised eight funds with aggregate capital of over \$22 billion and has completed investments in 140 companies across a broad spectrum of industries. Mr Sullivan has over 30 years of private equity experience. Prior to co-founding MDP in 1992, Mr Sullivan was with First Chicago Venture Capital after serving as an Officer in the US Navy for over 7 years of active duty. Mr Sullivan holds a Bachelor of Science from the United States Naval Academy, a Master of Science from the University of Southern California, and a Master of Business administration from Stanford University Graduate School of Business. Mr Sullivan is currently a Director of Nasdaq listed Option Care Health Inc.

Mr Sullivan was appointed to the Board on 30 June 2020 and is Chair of the Remuneration and Nomination Committee. Mr Sullivan has been appointed by MDP as a Board Nominee of MDP under the MDP Relationship Deed (please see section 9.6.1 of the Prospectus for a summary of the MDP Relationship Deed). As such, Mr Sullivan is not considered to be an Independent Director.

The Directors (with Mr Sullivan abstaining) unanimously recommend that all Shareholders vote in favour of Resolution 5 to support the re-election of Mr Sullivan as a director of the Company.

Resolution 6:

Grant of performance rights to Ms Megan Wynne, or her nominee(s)

The Company proposes to grant a total of up to 413,907 Performance Rights (each with a nil exercise price and an expiry date of 10 November 2038) to Ms Megan Wynne. The grant of the Performance Rights relates to the long-term variable remuneration of Ms Wynne's remuneration package for FY24 and is to be made under the LTI Plan.

This resolution is not seeking approval for the total remuneration of Ms Wynne. Rather, it relates to the issue of Performance Rights to Ms Wynne under the LTI Plan, which is one component of Ms Wynne's total remuneration package. The terms and conditions of the proposed grant are summarised in this Explanatory Memorandum.

The grant of Performance Rights is consistent with Ms Wynne's employment agreement and the LTI Plan. The Board believes that it is appropriate to proceed with granting Performance Rights (which is a key component of APM's remuneration framework) to drive long-term business performance and shareholder value creation.

Specifically, the FY24 long-term incentive awards under the LTI Plan aim to focus on repositioning the business for growth and robust financial performance. It is proposed that the FY24 long-term incentive awards for

Ms Wynne under the LTI Plan be allocated in the form of Performance Rights. If certain conditions (including a performance hurdle) are met over a three-year performance period, the Performance Rights will vest as set out in the LTI Plan rules and the conditions of the grant letter provided to Ms Wynne (the terms of which are outlined below).

Listing Rule 10.14.1 requires Shareholder approval for the issue of securities to a director under an employee incentive scheme, unless certain exceptions apply. The grant of the Performance Rights to Ms Wynne falls within Listing Rule 10.14.1 as she is a Director and therefore requires the approval of Shareholders under Listing Rule 10.14. Approval is sought to grant Ms Wynne 413,907 Performance Rights under the LTI Plan. The issue price of the Performance Rights is nil.

If Shareholder approval is not obtained, the Board will consider alternative approaches to rewarding Ms Wynne. This may include purchasing shares on-market or paying her a cash equivalent, each subject to the same performance conditions as the Performance Rights would have been subject to, as described below.

The proposed FY24 grant to Ms Wynne is 413,907 Performance Rights. This is the maximum number of Performance Rights that will be granted to Ms Wynne and represents the long-term variable component of her FY24 remuneration package.

The Company adopted a valuation based on the Volume Weighted Average Price of Shares in the 5 trading days leading up to and including 14 September 2023, being, \$1.812. Based on this, each of the 3 Tranches of Performance Rights set out below are valued \$1.812 per Performance Right.

As such, the face value of the maximum number of Performance Rights of \$750,000 represents 100% of Ms Wynne's total fixed remuneration as of 14 September 2023. Ms Wynne's remuneration package for FY23 also includes:

- total fixed remuneration of \$750,000 (**Base Salary**); and
- based on Ms Wynne's achievement of certain key performance indicators, an annual cash-based short term incentive with an STI target opportunity of 50% of Base Salary up to a maximum 75% of base Salary (150% of STI target opportunity for outperformance).

The actual value (if any) that Ms Wynne will receive from the proposed FY24 long-term incentive grant cannot be determined until the end of the FY26 and will depend on the extent to which the performance conditions are achieved, the number of Performance Rights that vest in accordance with the performance conditions and the Share price at the time of vesting.

The Board determined the value and form of Ms Wynne's FY24 long-term incentive award under the LTI Plan in Performance Rights with regard to her overall remuneration package, the nature of her position, the purpose of the long-term incentive component in APM's remuneration strategy and independent benchmarking regarding current market practice. The Performance Rights are granted under the LTI Plan rules and are intended to reward superior long-term performance and encourage retention and alignment with Shareholders.

The key terms of the Performance Rights proposed to be granted to Ms Wynne for FY24, and the material terms of the LTI Plan (that will apply to those Performance Rights), are outlined below.

Term	Details
Eligibility	The Board determines the employees who are eligible to participate. Currently the long-term incentive is open to the executives, including Ms Wynne and Mr Anghie.
Entitlement	413,907 Performance Rights, each being a right to acquire a Share for nil exercise price, upon specified performance measures being satisfied over the relevant performance period. They do not carry voting or dividend rights prior to vesting.
Grant date	If Shareholder approval is obtained, the Performance Rights will be granted as soon as practicable after the AGM, but in any event, within three years of the AGM, and will have an effective grant date of when the grant notice is issued.
Expiry Date	Performance Rights which have not been exercised by the date fifteen years from the date of grant of the Performance Rights, or such other date determined by the Board and specified in the invitation, will lapse unless the Board determines otherwise.
Grant Calculation	The number of Performance Rights proposed to be granted to Ms Wynne for FY24 are calculated via the application of the following formula:
Opportunity	

Term	Details																														
Performance period	The FY24 long-term incentive performance period is from 1 July 2023 to 30 June 2026 (three years) (Measurement Period).																														
Vesting Conditions	<p>The Board has discretion to set vesting conditions for each tranche of each invitation. For FY24 Performance Rights grants, the following vesting conditions are anticipated to apply:</p> <p>Tranche 1 – Total Shareholder Return – 35% weighting</p> <p>Vesting of 35% of the Performance Rights are subject to the following relative Total Shareholder Return (TSR) performance vesting scale (which requires outperformance of the ASX 300 Industrial Total Return Index for target and stretch vesting) and an ongoing service requirement for the duration of the Measurement Period.</p> <table><tr><th>Performance Level</th><th>APM TSR per annum compared to TSR of the ASX 300 Industrial TR Index</th><th>% of Stretch Grant Vesting</th></tr><tr><td>Stretch</td><td>≥Index TSR + 8% TSR</td><td>100%</td></tr><tr><td>Target</td><td>Index TSR +4% TSR</td><td>50%</td></tr><tr><td>Threshold</td><td>= Index TSR</td><td>25%</td></tr><tr><td>Below Threshold</td><td>< Index TSR</td><td>0%</td></tr></table> <p>Between threshold and target, and between target and stretch, there will be straight line pro rata vesting applied.</p> <p>Tranche 2 – Earnings per Share (EPS) – 35%</p> <p>Vesting of 35% of the Performance Rights are subject to the following vesting conditions linked to EPS consolidated average growth rate (CAGR) for FY26 measured from the base year FY23.</p> <table><tr><th>Performance Level</th><th>APM EPS CAGR</th><th>% of EPS-hurdled award vesting</th></tr><tr><td>Stretch</td><td>17% or more</td><td>100%</td></tr><tr><td>Target</td><td>15%</td><td>50%</td></tr><tr><td>Threshold</td><td>13%</td><td>25%</td></tr><tr><td>Below Threshold</td><td>< 13%</td><td>Nil</td></tr></table> <p>For EPS growth between threshold and target, and between target and stretch, pro-rata vesting will apply on a straight-line basis with between 25-50% and between 50-100% vesting respectively.</p> <p>Underlying EPS will be used to determine EPS growth at the conclusion of the vesting period.</p> <p>The Board has discretion in exceptional circumstance to adjust or modify the EPS performance condition where considered appropriate to take account of matters outside of management’s control or to ensure like-for-like testing of EPS performance against the hurdles.</p>	Performance Level	APM TSR per annum compared to TSR of the ASX 300 Industrial TR Index	% of Stretch Grant Vesting	Stretch	≥Index TSR + 8% TSR	100%	Target	Index TSR +4% TSR	50%	Threshold	= Index TSR	25%	Below Threshold	< Index TSR	0%	Performance Level	APM EPS CAGR	% of EPS-hurdled award vesting	Stretch	17% or more	100%	Target	15%	50%	Threshold	13%	25%	Below Threshold	< 13%	Nil
Performance Level	APM TSR per annum compared to TSR of the ASX 300 Industrial TR Index	% of Stretch Grant Vesting																													
Stretch	≥Index TSR + 8% TSR	100%																													
Target	Index TSR +4% TSR	50%																													
Threshold	= Index TSR	25%																													
Below Threshold	< Index TSR	0%																													
Performance Level	APM EPS CAGR	% of EPS-hurdled award vesting																													
Stretch	17% or more	100%																													
Target	15%	50%																													
Threshold	13%	25%																													
Below Threshold	< 13%	Nil																													

Term	Details														
Vesting Conditions (continued)	<p>Tranche 3 – Strategic Objective – 30% weighting</p> <p>Vesting of 30% of the Performance Rights are subject to the following vesting conditions based on achievement of strategic objectives.</p> <table> <tr> <th>Pillar</th><th>Objective</th></tr> <tr> <td>Grow existing business</td><td>Execute on our existing programs supporting underlying market growth.</td></tr> <tr> <td>Pursue new markets</td><td>Access new market opportunities in terms of contracts, services, and locations</td></tr> <tr> <td>Integrate and scale M&A</td><td>Execute on strategic mergers and acquisitions to build scale, enter new markets and new service areas.</td></tr> </table> <p>Achievement of each of the strategic measure will be assessed by the Board on the following scale.</p> <table> <tr> <th>Performance Level</th><th>%</th></tr> <tr> <td>Stretch</td><td>100%</td></tr> <tr> <td>Target</td><td>50%</td></tr> </table>	Pillar	Objective	Grow existing business	Execute on our existing programs supporting underlying market growth.	Pursue new markets	Access new market opportunities in terms of contracts, services, and locations	Integrate and scale M&A	Execute on strategic mergers and acquisitions to build scale, enter new markets and new service areas.	Performance Level	%	Stretch	100%	Target	50%
Pillar	Objective														
Grow existing business	Execute on our existing programs supporting underlying market growth.														
Pursue new markets	Access new market opportunities in terms of contracts, services, and locations														
Integrate and scale M&A	Execute on strategic mergers and acquisitions to build scale, enter new markets and new service areas.														
Performance Level	%														
Stretch	100%														
Target	50%														
Vesting	<p>Based on performance relative to the vesting conditions, the relevant number of Performance Rights will vest, and Ms Wynne will receive a Share in respect of each vested Performance Right (unless the Board, in its sole discretion, determines to settle vested Performance Rights by making a cash equivalent payment in lieu of the allocation of Shares).</p> <p>On vesting, each Performance Right will convert into one Share. The allocation of Shares on vesting may be satisfied by issuing new Shares or by acquiring Shares on-market. If the performance conditions are not achieved for some or all of the Performance Rights granted, those Performance Rights will lapse immediately.</p> <p>The Board will determine whether, and the extent to which, the performance conditions have been met following the announcement of APM's full-year results for the final financial year of the performance period.</p>														
Malus	APM's malus policy applies to unpaid variable remuneration opportunities (including unvested Performance Rights). Performance Rights grants are not subject to deferral following vesting, so cannot be clawed back.														
Cessation of employment	Under the LTI Plan rules, in addition to the performance conditions, continued service during the full first year of the Measurement Period is a requirement for all Performance Rights to become eligible to vest. Termination during the first year will generally result in pro-rata forfeiture for the incomplete portion of the year, unless otherwise determined by the Board.														
Change of control	In the event of a change of control the Board, in its discretion, can alter the terms of the unvested Rights for the purposes of ensuring vesting opportunities are not adversely impacted by the change in control, subject to the Listing Rules.														

Term	Details
Other details	<p>Further information in accordance with Listing Rule 10.15:</p> <ul style="list-style-type: none"> • Mr Anghie and Ms Wynne are the only Directors currently eligible to participate in the LTI Plan; • Mr Anghie and Ms Wynne have each received a grant of any equity securities under the LTI Plan; • Ms Wynne has previously been granted 224,568 Performance Rights in FY22 and 247,280 Performance Rights in FY23, all of which were issued for nil consideration; and • no loan will be provided by the Company in relation to the grant or exercise of the Performance Rights proposed to be provided to Ms Wynne. <p>Details of any securities issued under the LTI Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI Plan after this Resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.</p> <p>A voting exclusion statement applies to this Resolution, as set out in the Notice of Meeting.</p>

The Directors (with Ms Wynne abstaining) unanimously recommend that all Shareholders vote in favour of Resolution 6 to approve the grant of Performance Rights to Ms Wynne.

Resolution 7:

Grant of performance rights to Mr Michael Anghie, or his nominee(s)

The Company proposes to grant a total of up to 1,158,940 Performance Rights (each with a nil exercise price and an expiry date of 10 November 2038) to Mr Michael Anghie. The grant of the Performance Rights relates to the long-term variable remuneration of Mr Anghie's remuneration package for FY24 and is to be made under the LTI Plan.

This resolution is not seeking approval for the total remuneration of Mr Anghie. Rather, it relates to the issue of Performance Rights to Mr Anghie under the LTI Plan, which is one component of Mr Anghie's total remuneration package. The terms and conditions of the proposed grant are summarised in this Explanatory Memorandum.

The grant of Performance Rights is consistent with Mr Anghie's employment agreement and the LTI Plan. The Board believes that it is appropriate to proceed with granting Performance Rights (which is a key component of APM's remuneration framework) to drive long-term business performance and shareholder value creation.

Specifically, the FY24 long-term incentive awards under the LTI Plan aim to focus on repositioning the business for growth and robust financial performance. It is proposed that the FY24 long-term incentive awards for Mr Anghie under the LTI Plan be allocated in the form

of Performance Rights. If certain conditions (including a performance hurdle) are met over a three-year performance period, the Performance Rights will vest as set out in the LTI Plan rules and the conditions of the grant letter provided to Mr Anghie (the terms of which are outlined below).

Listing Rule 10.14.1 requires Shareholder approval for the issue of securities to a director under an employee incentive scheme, unless certain exceptions apply. The grant of the Performance Rights to Mr Anghie falls within Listing Rule 10.14.1 as he is a Director and therefore requires the approval of Shareholders under Listing Rule 10.14. Approval is sought to grant Mr Anghie 1,158,940 Performance Rights under the LTI Plan. The issue price of the Performance Rights is nil.

If Shareholder approval is not obtained, the Board will consider alternative approaches to rewarding Mr Anghie. This may include purchasing shares on-market or paying him a cash equivalent, each subject to the same performance conditions as the Performance Rights would have been subject to, as described below.

The proposed FY24 grant to Mr Anghie is 1,158,940 Performance Rights. This is the maximum number of Performance Rights that will be granted to Mr Anghie and represents the long-term variable component of his FY24 remuneration package.

The Company adopted a valuation based on the Volume Weighted Average Price of Shares in the 5 trading days leading up to and including 14 September 2023, being, \$1.812. Based on this, each of the 3 Tranches of Performance Rights set out below are valued \$1.812 per Performance Right.

As such, the face value of the maximum number of Performance Rights of \$2,100,000 represents 100% of Mr Anghie's total fixed remuneration as of 14 September 2023. Mr Anghie's remuneration package for FY24 also includes:

- total fixed remuneration of \$2,100,000 (**Base Salary**); and
- based on Mr Anghie's achievement of certain key performance indicators, an annual cash-based short term incentive with an STI target opportunity of 50% of Base Salary up to a maximum 75% of base Salary (150% of STI target opportunity for outperformance).

The actual value (if any) that Mr Anghie will receive from the proposed FY24 long-term incentive grant cannot be determined until the end of FY26 and will depend on the extent to which the performance conditions are achieved, the number of Performance Rights that vest in accordance with the performance conditions and the Share price at the time of vesting.

The Board determined the value and form of Mr Anghie's FY24 long-term incentive award under the LTI Plan in Performance Rights with regard to her overall remuneration package, the nature of his position, the purpose of the long-term incentive component in APM's remuneration strategy and independent benchmarking regarding current market practice. The Performance Rights are granted under the Performance Rights Plan rules and are intended to reward superior long-term performance and encourage retention and alignment with Shareholders.

The key terms of the Performance Rights proposed to be granted to Mr Anghie for FY24, and the material terms of the LTI Plan (that will apply to those Performance Rights), are outlined below.

Term	Details
Eligibility	The Board determines the employees who are eligible to participate. Currently the long-term incentive is open to the executives, including Ms Wynne and Mr Anghie.
Entitlement	1,158,940 Performance Rights, each being a right to acquire a Share for nil exercise price, upon specified performance measures being satisfied over the relevant performance period. They do not carry voting or dividend rights prior to vesting.
Grant date	If Shareholder approval is obtained, the Performance Rights will be granted as soon as practicable after the AGM, but in any event, within three years of the AGM, and will have an effective grant date of when the grant notice is issued.
Expiry Date	Performance Rights which have not been exercised by the date fifteen years from the date of grant of the Performance Rights, or such other date determined by the Board and specified in the invitation, will lapse unless the Board determines otherwise.

Term	Details															
Grant Calculation	The number of Performance Rights proposed to be granted to Mr Anghie for FY24 are calculated via the application of the following formula:															
	The total number of Performance Rights to be granted to Ms Wynne is 413,907.															
Opportunity	<table><tr><th colspan="2">Opportunity as % of Fixed Pay</th></tr><tr><th>Target</th><th>Stretch</th></tr><tr><td>50%</td><td>100%</td></tr></table>	Opportunity as % of Fixed Pay		Target	Stretch	50%	100%									
Opportunity as % of Fixed Pay																
Target	Stretch															
50%	100%															
Performance period	The FY24 long-term incentive performance period is from 1 July 2023 to 30 June 2026 (three years) (Measurement Period).															
Vesting Conditions	<p>The Board has discretion to set vesting conditions for each tranche of each invitation. For FY24 Performance Rights grants, the following vesting conditions are anticipated to apply:</p> <p>Tranche 1 – Total Shareholder Return – 35% weighting</p> <p>Vesting of 35% of the Performance Rights are subject to the following relative Total Shareholder Return (TSR) performance vesting scale (which requires outperformance of the ASX 300 Industrial Total Return Index for target and stretch vesting) and an ongoing service requirement for the duration of the Measurement Period.</p> <table><tr><th>Performance Level</th><th>APM TSR per annum compared to TSR of the ASX 300 Industrial TR Index</th><th>% of Stretch Grant Vesting</th></tr><tr><td>Stretch</td><td>≥Index TSR + 8% TSR</td><td>100%</td></tr><tr><td>Target</td><td>Index TSR +4% TSR</td><td>50%</td></tr><tr><td>Threshold</td><td>= Index TSR</td><td>25%</td></tr><tr><td>Below Threshold</td><td>< Index TSR</td><td>0%</td></tr></table> <p>Between threshold and target, and between target and stretch, there will be straight line pro rata vesting applied.</p>	Performance Level	APM TSR per annum compared to TSR of the ASX 300 Industrial TR Index	% of Stretch Grant Vesting	Stretch	≥Index TSR + 8% TSR	100%	Target	Index TSR +4% TSR	50%	Threshold	= Index TSR	25%	Below Threshold	< Index TSR	0%
Performance Level	APM TSR per annum compared to TSR of the ASX 300 Industrial TR Index	% of Stretch Grant Vesting														
Stretch	≥Index TSR + 8% TSR	100%														
Target	Index TSR +4% TSR	50%														
Threshold	= Index TSR	25%														
Below Threshold	< Index TSR	0%														

Term	Details														
Vesting Conditions	Tranche 2 – Earnings per Share (EPS) – 35%														
	Vesting of 35% of the Performance Rights are subject to the following vesting conditions linked to EPS CAGR for FY26 measured from the base year FY23.														
	Performance Level	APM EPS CAGR	% of EPS-hurdled award vesting	Stretch	17% or more	100%	Target	15%	50%	Threshold	13%	25%	Below Threshold	< 13%	Nil
	Performance Level	APM EPS CAGR	% of EPS-hurdled award vesting												
	Stretch	17% or more	100%												
	Target	15%	50%												
	Threshold	13%	25%												
	Below Threshold	< 13%	Nil												
	For EPS growth between threshold and target, and between target and stretch, pro-rata vesting will apply on a straight-line basis with between 25-50% and between 50-100% vesting respectively.														
	Underlying EPS will be used to determine EPS growth at the conclusion of the vesting period.														
The Board has discretion in exceptional circumstance to adjust or modify the EPS performance condition where considered appropriate to take account of matters outside of management’s control or to ensure like-for-like testing of EPS performance against the hurdles.															
Tranche 3 – Strategic Objective – 30% weighting															
Vesting of 30% of the Performance Rights are subject to the following vesting conditions based on achievement of strategic objectives.															
Pillar	Objective	Grow existing business	Execute on our existing programs supporting underlying market growth.	Pursue new markets	Access new market opportunities in terms of contracts, services, and locations	Integrate and scale M&A	Execute on strategic mergers and acquisitions to build scale, enter new markets and new service areas.								
Pillar	Objective														
Grow existing business	Execute on our existing programs supporting underlying market growth.														
Pursue new markets	Access new market opportunities in terms of contracts, services, and locations														
Integrate and scale M&A	Execute on strategic mergers and acquisitions to build scale, enter new markets and new service areas.														
Achievement of each of the strategic measure will be assessed by the Board on the following scale.															
Performance Level	%	Stretch	100%	Target	50%	Not achieved	0								
Performance Level	%														
Stretch	100%														
Target	50%														
Not achieved	0														
Vesting	<p>Based on performance relative to the vesting conditions, the relevant number of Performance Rights will vest, and Mr Anghie will receive a Share in respect of each vested Performance Right (unless the Board, in its sole discretion, determines to settle vested Performance Rights by making a cash equivalent payment in lieu of the allocation of Shares).</p> <p>On vesting, each Performance Right will convert into one Share. The allocation of Shares on vesting may be satisfied by issuing new Shares or by acquiring Shares on-market. If the performance conditions are not achieved for some or all of the Performance Rights granted, those Performance Rights will lapse immediately.</p> <p>The Board will determine whether, and the extent to which, the performance conditions have been met following the announcement of APM’s full-year results for the final financial year of the performance period.</p>														

Term	Details
Malus	APM's malus policy applies to unpaid variable remuneration opportunities (including unvested Performance Rights). Performance Rights grants are not subject to deferral following vesting, so cannot be clawed back.
Cessation of employment	Under the LTI Plan rules, in addition to the performance conditions, continued service during the full first year of the Measurement Period is a requirement for all Performance Rights to become eligible to vest. Termination during the first year will generally result in pro-rata forfeiture for the incomplete portion of the year, unless otherwise determined by the Board.
Change of control	In the event of a change of control the Board, in its discretion, can alter the terms of the unvested Rights for the purposes of ensuring vesting opportunities are not adversely impacted by the change in control, subject to the Listing Rules.
Other details	<p>Further information in accordance with Listing Rule 10.15:</p> <ul style="list-style-type: none"> • Mr Anghie and Ms Wynne are the only Directors currently eligible to participate in the LTI Plan; • Mr Anghie and Ms Wynne have each received a grant of any equity securities under the LTI Plan; • Mr Anghie has previously been granted 632,591 Performance Rights in FY22 and 692,384 Performance Rights in FY23, all of which were issued for nil consideration (which was set out in the Prospectus); and • no loan will be provided by the Company in relation to the grant or exercise of the Performance Rights proposed to be provided to Mr Anghie. <p>Details of any securities issued under the LTI Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI Plan after this Resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.</p> <p>A voting exclusion statement applies to this Resolution, as set out in the Notice of Meeting</p>

The Directors (with Mr Anghie abstaining) unanimously recommend that all Shareholders vote in favour of Resolution 7 to approve the grant of Performance Rights to Mr Anghie.

Glossary

\$ means Australian dollars.

Annual General Meeting means the Annual General Meeting of the Company to be held at 10.00am (AWST) on Friday, 10 November 2023 at the University Club of Western Australia, Entrance 1, Hackett Dr, Crawley WA 6009.

Annual Report means the annual report of the Company for the financial year ended 30 June 2023.

APM or **Company** means APM Human Services International Limited ABN 38 639 621 766.

ASIC means the Australian Securities & Investments Commission.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time (if any).

Auditor's Report means the report of the Auditor contained in the Annual Report for the financial year ended 30 June 2023.

AWST means western standard time as recognised in Perth, Western Australia.

Base Salary has the meaning given on pages [12] and [17] respectively in this Explanatory Memorandum.

Board means the Directors.

Board Nominee has the meaning given in the Relationship Deed.

CAGR means consolidated average growth rate.

Chair means the individual elected to chair any meeting of the Company from time to time.

Closely Related Party has the meaning given to that term in the Corporations Act.

Code of Conduct means the Company's code of conduct.

Computershare means Computershare Investor Services Pty Limited.

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Directors means the directors of the Company.

Directors' Report means the report of the Directors contained in the Annual Report for the financial year ended 30 June 2023.

EPS means earnings per Share.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice.

FY23 means the financial year ended 30 June 2023.

FY24 means the financial year ending 30 June 2024.

FY25 means the financial year ending 30 June 2025.

FY26 means the financial year ending 30 June 2026.

Key Management Personnel or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of APM, directly or indirectly, including any Director (whether executive or otherwise) of APM (noting that the KMP for APM during FY23 are identified in the Directors' report contained in APM's Annual Report).

Listing Rules means the Listing Rules of the ASX.

Long Term Incentive Plan or **LTI Plan** means the Company's Long Term Incentive Plan as approved at the Company's 2023 Annual General Meeting.

MDP or **Madison Dearborn Partners** means Madison Dearborn Capital LLC.

Measurement Period means the period from 1 July 2023 to 30 June 2026 (three years).

Meeting means the Annual General Meeting convened by the Notice.

Notice or **Notice of Meeting** means this Notice of Annual General Meeting.

Performance Rights means the performance rights granted under the LTI Plan.

Prospectus means the Company's replacement prospectus for the initial public offering of Shares dated 4 November 2021.

Proxy Form means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of post where the Shareholder has not elected to receive notices by email.

Relationship Deed means the relationship deed between Madison Dearborn Capital Partners VIII-A, L.P., Madison Dearborn Capital Partners VIII-C, L.P., Madison Dearborn Capital Partners VIII Executive-A, L.P. and the Company dated 13 October 2021.

Remuneration Report means the remuneration report set out in the Annual Report for the financial year ended 30 June 2023.

Resolution means a resolution contained in the Notice.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Spill Meeting has the meaning set out on page [10].

Spill Resolution has the meaning set out on page [10].

TSR means Total Shareholder Return.

APMRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Wednesday, 8 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of APM Human Services International Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of APM Human Services International Limited to be held at the University Club of Western Australia, Entrance 1, Hackett Dr, Crawley, WA 6009 and as a virtual meeting on Friday, 10 November 2023 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 6 and 7 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Non-binding resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Ms Megan Wynne as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Ms Simone Blank as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Robert Melia as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Mr Timothy Sullivan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Grant of Performance Rights to Ms Megan Wynne, or her nominee(s)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Grant of Performance Rights to Mr Michael Anghie, or his nominee(s)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	/ /
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date
Update your communication details (Optional)			
Mobile Number	Email Address	By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically	
<input type="text"/>	<input type="text"/>		



6 October 2023

Dear Shareholder

APM HUMAN SERVICES INTERNATIONAL LIMITED – ANNUAL GENERAL MEETING OF SHAREHOLDERS

APM Human Services International Limited (ASX: APM) (**APM** or the **Company**) is pleased to invite you to attend the 2023 annual general meeting of shareholders (**Shareholders**) at 10.00am (AWST) on Friday, 10 November 2023 at the University Club of Western Australia, Entrance 1, Hackett Dr, Crawley WA 6009, and virtually via the Computershare Meeting Platform (**Meeting**).

In accordance with the provisions of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Annual General Meeting to Shareholders (**Notice of Meeting**) unless a Shareholder has requested to receive documents from the Company in physical form. The Notice of Meeting can be viewed and downloaded from this website link: [Advanced Personnel Management / Investor Relations \(apminvestors.net.au\)](https://www.apminvestors.net.au/AdvancedPersonnelManagement/InvestorRelations)

A copy of your personalised proxy form is enclosed for your convenience. If you would like to vote by proxy in lieu of attending the Meeting in person (or by participating virtually via the meeting platform), please ensure that proxy forms are completed and lodged before 10.00am (AWST) on Wednesday 8 November 2023 in accordance with the instructions on that form.

The Company advises that, having regard to the significant number of Shareholders not located in Western Australia, in addition to a physical meeting, the Company has made arrangements for Shareholders eligible to attend and vote at the Meeting to remotely participate in the Meeting via the Computershare Meeting Platform.

To participate in the virtual Meeting, you can log in by entering the following URL <https://meetnow.global/MYDW9H9> on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details as detailed in paragraph (b) below.

To participate in the Meeting online, please follow the instructions below:

- (a) Click on 'Join Meeting Now'.
- (b) Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the Meeting to obtain their login details.
- (c) Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder, select the country of your registered holding from the drop-down list.
- (d) Accept the Terms and Conditions and 'Click Continue'.

Shareholders who elect to attend the Meeting via the Computershare Meeting Platform will be able to view proceedings, ask questions via audio link, submit text questions and/or make text comments, and vote at the appropriate times while the Meeting is in progress. All resolutions will be conducted by poll.

Shareholders can also submit and are encouraged to submit any questions in advance of the Meeting. We ask that all pre-Meeting questions be received by the Company no later than one week before the date of the Annual General Meeting, being 5.00pm (AWST) on Friday, 3 November 2023 by emailing the questions to the Company Secretary at cosec@apm.net.au

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform at www.asx.com.au and on the Company's website at [Advanced Personnel Management / Investor Relations \(apminvestors.net.au\)](http://Advanced Personnel Management / Investor Relations (apminvestors.net.au)) prior to commencement of the Meeting.

We encourage you to read the Company's 2023 Annual Report prior to the Meeting, which can be located on the Company's website at [Advanced Personnel Management / Investor Relations \(apminvestors.net.au\)](http://Advanced Personnel Management / Investor Relations (apminvestors.net.au))

The Notice of Meeting and accompanying explanatory memorandum should be read in its entirety. If a Shareholder is in doubt as to how to vote, that Shareholder should seek advice from an accountant, solicitor or other professional adviser prior to voting.

Further information in relation to the Meeting is contained in the Notice of Meeting. If you have any difficulties obtaining a copy of the Notice of Meeting, please contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Yours sincerely



Peter Torre
Joint Company Secretary
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T (08) 9486 1244