

25 September 2024

SCHEME BECOMES LEGALLY EFFECTIVE

APM Human Services International Limited (ASX: APM; 'APM') refers to its announcement made earlier today and confirms that it has lodged with the Australian Securities and Investments Commission (**ASIC**) an office copy of the orders made by the Supreme Court of New South Wales (**Court**) approving the proposed acquisition by Ancora BidCo Pty Ltd, a wholly-owned indirect subsidiary of funds managed and advised by Madison Dearborn Partners, LLC (**MDP**), of all of the shares of APM not already held by MDP or its affiliates, by way of a scheme of arrangement under part 5.1 of the *Corporations Act 2001* (Cth) (**Scheme**).

Unless defined otherwise in this announcement, capitalised terms have the meanings given to them in the scheme booklet dated 16 August 2024.

Lodgement of Court orders and suspension of trading

An office copy of the Court orders lodged with ASIC is attached to this announcement as **Annexure A**.

The Scheme is now legally Effective, and it is expected that quotation of APM Shares will be suspended from the close of trading today, Wednesday, 25 September 2024.

Payment of Scheme Consideration

APM Shareholders will be provided the Scheme Consideration (being either the All Cash Consideration, the Mixed Consideration, or the All Scrip Consideration, as applicable) on Implementation of the Scheme, which is expected to take place on Thursday, 10 October 2024 in respect of APM Shares held at the Scheme Record Time of 7:00 pm (Sydney time) on 30 September 2024.

Any changes to the timeline set out above will be announced by APM on the ASX.

Further information

If you have any questions in relation to the Scheme, please contact the APM Shareholder Information Line 1300 396 568 (within Australia) or 03 9415 4126 (outside Australia) Monday to Friday between 8:30am and 5:30pm (Sydney time).

- Ends -

Authorised for release by the Company Secretary of APM Human Services International Limited.

For further information please contact:

Investors

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About APM

Founded in 1994 in Perth, Western Australia, APM is an international human services provider with the purpose of "Enabling Better Lives".

Each financial year, APM supports more than 2 million people of all ages and stages of life through its service offerings that include assessments; allied health and psychological intervention; medical, psycho-social and vocational rehabilitation; vocational training and employment assistance; and community-based support services.

With over 1,400 sites spanning 11 countries (Australia, United Kingdom, Canada, United States of America, New Zealand, Germany, Switzerland, Sweden, Spain, Singapore, and South Korea), APM's more than 15,000 team members work to enhance community health and wellbeing, delivering services to clients across the early childhood, youth, employment, insurance, justice, veterans, disability, and aged care sectors.

For further information please visit: <https://apm.net.au>

ASX ANNOUNCEMENT



ANNEXURE A — OFFICE COPY OF COURT ORDERS LODGED WITH ASIC



Issued: 25 September 2024 11:14 AM

JUDGMENT/ORDER

COURT DETAILS

| | |
|-------------|----------------------|
| Court | Supreme Court of NSW |
| Division | Equity |
| List | Corporations List |
| Registry | Supreme Court Sydney |
| Case number | 2024/00288243 |

TITLE OF PROCEEDINGS

| | |
|-----------------|---|
| First Plaintiff | APM HUMAN SERVICES INTERNATIONAL LIMITED ACN 639621766 |
|-----------------|---|

First

DATE OF JUDGMENT/ORDER

| | |
|--------------------|-------------------|
| Date made or given | 25 September 2024 |
| Date entered | 25 September 2024 |

TERMS OF JUDGMENT/ORDER

VERDICT, ORDER OR DIRECTION:

- Black J grants leave to Ancora BidCo Pty Ltd and Ancora TopCo Ltd to appear under r 2.13 of the Supreme Court (Corporations) Rules.

Hearing of Originating Process filed 6 August 2024. Second Court hearing.

Affidavit evidence read. Exhibits marked.

Black J makes orders in accordance with Short Minutes of Order initialled by him and placed in the file.

THE COURT ORDERS THAT:

1 Pursuant to section 411(4)(b) of the Corporations Act 2001 (Cth) (the Act), the scheme of arrangement between APM Human Services International Ltd ACN 639 621 766 (APM) and Scheme Shareholders (as defined in the Scheme), the terms of which are contained in Attachment B to the Scheme Booklet dated 13 August 2024 (a copy of which is Exhibit 1 in the proceeding) (Scheme), as amended by Order 2 below, be approved.

2 Pursuant to section 411(6) of the Act, the Scheme be amended by replacing the definition of "Excluded Shareholder" in clause 1.1 of the Scheme with the words:

"Excluded Shareholder means 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., Madison Dearborn Capital Partners VIII Executive A2, L.P., Harry M Jansen Kraemer Jr, Daniel Scott Brown ATF D Scott Brown 2001 Revocable Trust, Joanne C Smith MD and Rory T Repicky, JTWROS, John J Jiganti ATF Daniel B Brown 2001 Irrevocable Trust, John J Jiganti ATF Kristine M Brown 2001 Irrevocable Trust, and The DeCresce Family LLLP."

3 Pursuant to section 411(12) of the Act, APM be exempted from compliance with section 411(11) of the Act in relation to the Scheme.

4 These orders be entered forthwith.

SEAL AND SIGNATURE



Signature Rebel Kenna
Capacity Principal Registrar
Date 25 September 2024

If this document was issued by means of the Electronic Case Management System (ECM), pursuant to Part 3 of the Uniform Civil Procedure Rules (UCPR), this document is taken to have been signed if the person's name is printed where his or her signature would otherwise appear.

PERSON PROVIDING DOCUMENT FOR SEALING UNDER UCPR 36.12

Name APM HUMAN SERVICES INTERNATIONAL LIMITED, Plaintiff
1

Legal representative Alexandra Whitby
Legal representative reference
Telephone 02 9263 4372

FURTHER DETAILS ABOUT Plaintiff(s)

First Plaintiff
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ACN 639621766
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BARANGAROO NSW 2000

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Client reference

Legal representative

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FURTHER DETAILS ABOUT (s)