

18 September 2024

VOTING RESULTS OF GENERAL AND SCHEME MEETINGS

APM Human Services International Limited (ASX: APM; 'APM') is pleased to announce that today at the General and Scheme Meetings, APM Shareholders approved by the requisite majorities:

- the resolution to approve the scheme of arrangement under which Ancora BidCo Pty Ltd, an entity controlled by Madison Dearborn Partners, LLC (**MDP**), will acquire 100% of the issued share capital of APM (other than shares held by MDP affiliates) by way of a scheme of arrangement (**Scheme**) (**Scheme Resolution**); and
- the resolution to approve the transfer of APM Shares held by MDP affiliates to Ancora TopCo Pty Ltd on implementation of the Scheme in accordance with item 7 of section 611 of the *Corporations Act 2021* (Cth) (**Item 7 Resolution**).

Results of Meetings

In accordance with ASX Listing Rule 3.13.2, APM advises that the Item 7 Resolution and the Scheme Resolution, as set out in the notice of General Meeting and the notice of Scheme Meeting attached to the Scheme Booklet dated 19 August 2024, were approved by the requisite majorities of APM Shareholders at the General and Scheme Meetings held earlier today pursuant to orders made on 14 August 2024 by the Supreme Court of New South Wales. In summary:

General Meeting

- 99.92% of the votes cast by APM Shareholders present and voting at the General Meeting (in person or by proxy, attorney or corporate representative) were in favour of the Item 7 Resolution

Scheme Meeting

- 91.82% of APM Shareholders present and voting at the Scheme Meeting (in person or by proxy, attorney or corporate representative) voted in favour of the Scheme Resolution; and
- 99.94% of the votes cast by APM Shareholders present and voting at the Scheme Meeting (in person or by proxy, attorney or corporate representative) were in favour of the Scheme Resolution.

Details of the valid proxies received and votes cast, as required by section 251AA of the *Corporations Act 2001* (Cth) are set out in **Annexure A**.

Next Steps

The Scheme remains subject to the approval of the Supreme Court of New South Wales ("**Court**") at the hearing scheduled for 9.15am (Sydney time) on Wednesday, 25 September 2024 and certain other conditions precedent as previously announced and described in the Scheme Booklet ("**Second Court Hearing**").

If the Court approves the Scheme, APM proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission ("**ASIC**") on the same day (Wednesday, 25 September 2024), at which time the Scheme will become legally effective.

It is expected that APM Shares will be suspended from trading on the ASX from close of trading on Wednesday, 25 September 2024 and the Scheme is expected to be implemented on Thursday, 10 October 2024 at which time the Scheme Consideration will be provided to APM Shareholders.

The key dates for implementation of the Scheme are set out below:

Event	Expected date
Second Court Date Time and date for seeking Court orders approving the Scheme.	9.15am (Sydney time) on Wednesday, 25 September 2024
Effective Date Court orders to be lodged with ASIC and announced to ASX. Last day of trading in APM Shares – APM Shares will be suspended from trading on ASX from close of trading.	Wednesday, 25 September 2024
Scheme Record Date Time and date for determining entitlements to Scheme Consideration.	7.00pm (Sydney time) on Monday, 30 September 2024
Implementation Date The date on which the Scheme will be implemented and the Scheme Consideration will be paid.	Thursday, 10 October 2024

All times and dates in the above timetable are subject to change.

Unless otherwise indicated, capitalised terms used in this announcement have the meaning given to them in the Scheme Booklet.

Notice of hearing to approve the Scheme

A notice of the second Court hearing to approve the Scheme is set out in **Annexure B** to this announcement.

Further Information

If you have any questions in relation to the Scheme or the Scheme Booklet, please contact the APM Shareholder Information Line on 1300 396 568 (within Australia) or 03 9415 4126 (outside Australia), Monday to Friday (excluding public or bank holidays in Sydney, Australia) between 8.30am and 5.00pm (Sydney time).

- Ends -

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

For further information please contact:

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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

Results of General Meeting and Scheme Meeting

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Resolution - Item 7 Resolution	Ordinary	521,174,634 99.87%	379,359 0.07%	289,286 0.06%	143,001	521,580,830 99.92%	391,944 0.08%	143,001	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Business of the Scheme Meeting - Scheme Resolution	513,615,943 99.90%	327,274 0.06%	209,577 0.04%	125,626	513,941,680 99.94%	327,709 0.06%	125,626	Carried
					Number of shareholders voting on the poll (where applicable)			
					For	Against	Abstain#	
					404 91.82%	36 8.18%	4	

* Votes cast by a person who abstains from voting are not counted in calculating the required majority on the poll.

A person who abstains from voting is not counted in calculating the required majority on the poll.

ANNEXURE B

Proposed acquisition of APM by Ancora BidCo – Notice regarding Second Court Hearing

APM Human Services International Limited (ASX: APM) (APM) refers to the proposed acquisition by Ancora BidCo Pty Ltd (**Ancora BidCo**), an entity advised and managed by Madison Dearborn Partners, LLC (**MDP**) (the **MDP Proposal**), of all of the APM Shares that Ancora BidCo does not (directly or indirectly) own by way of the Scheme. Capitalised terms used, but not defined, in this announcement have the meanings given to them in the Scheme Booklet dated 19 August 2024 in relation to the Scheme.

The Court hearing to approve the Scheme (**Second Court Hearing**) is scheduled to be held at 9:15am on 25 September 2024 at the Supreme Court of New South Wales at the Law Courts Building, 184 Phillip Street, Sydney NSW 2000.

APM Shareholders (and, with the Court's permission, any other interested persons) have the right to appear and be heard at the Second Court Hearing and may oppose the approval of the Scheme at the Second Court Hearing. If you wish to oppose the approval of the Scheme at the Second Court Hearing in this manner, you must file with the Court and serve on APM a notice of appearance in the prescribed form, together with any affidavit that you wish to rely on. The notice of appearance (and affidavit, if any) must be served on APM at its address for service at least one day before the Second Court Hearing.

APM's address for service is: c/- Gilbert + Tobin, Level 35, Tower Two, International Towers, 200 Barangaroo Avenue, Barangaroo NSW 2000 (attention: Alexandra Whitby).

APM will announce any changes to the timetable for the Scheme (including any changes to the time or date of the Second Court Hearing) to the ASX.

This announcement was authorised for release to the ASX by the APM IBC.