

Notice of Annual General Meeting 2022

Notice is given that the 2022 Annual General Meeting of APM Human Services International Limited ABN 38 639 621 766 (**APM** or **Company**) will be held on Thursday, 27 October 2022 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 refer to the Meeting ID and Shareholder ID on your personalised Proxy Form to login to the Meeting at <https://meetnow.global/MRQSXR2>.

This Notice of Meeting can be accessed on the Company's website at <https://apm.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: Thursday, 27 October 2022

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 register, view and participate in the meeting at <https://meetnow.global/MRQSXR2>. 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 2022 Annual Financial Report of the Company, which includes the financial report of the Company for the financial year ended 30 June 2022, 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 2022, as set out in the 2022 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 Elizabeth Betten as a Director

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

"That Ms Elizabeth Betten, 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 Mr William Ritchie as a Director

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

"That Mr William Ritchie, 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: Election of Mr Ben Wyatt as a Director

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

"That Mr Ben Wyatt, being eligible and nominated by the Directors to be elected as a Director in accordance with clause 6.1(m)(ii) of the Constitution, be elected a Director of the Company."

Special Business

Resolution 5: Approval of long term incentive plan

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

"That, for the purpose of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given to maintain the Company's Long Term Incentive Plan, on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting, and for the issue of securities pursuant to the Long Term Incentive Plan as an exception to Listing Rule 7.1."

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 247,280 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 692,384 Performance Rights for no consideration to Mr Michael Anghie or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum."

Resolution 8: Amendment to Constitution

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

"That the Company's Constitution be amended as set out in Annexure 1 to the Explanatory Memorandum accompanying this Notice of Meeting."

By order of the Board

Peter Torre

Joint Company Secretary

Dated: 23 September 2022

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 4

There are no voting exclusions for Resolutions 2 to 4.

Resolution 5

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who is eligible to participate in the Long Term Incentive Plan or an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a. a person as proxy or attorney for a person who is otherwise 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 otherwise entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides (even though Resolution 5 is connected directly or indirectly with the remuneration of a member of the KMP); or
- c. a Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 5; and
 - ii. the Shareholder votes on Resolution 5 in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

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.

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 Nominees(s)); or
- b. an Associate Michael Anghie.

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

- i. 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.

Resolution 8

There is no voting exclusion statement for Resolution 8.

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

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.

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:

- Online registration will open from 9.00am (AWST) on 27 September 2022
- Shareholders can register to participate in the Meeting via the online platform by using a web browser or mobile device: <https://meetnow.global/MRQSXR2>.
- 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.

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.

If you require assistance before or during the meeting, please call +61 3 9415 4024.

More information about online participation is available via the online meeting guide at: www.computershare.com.au/virtualmeetingguide.

How can I vote at the Meeting?

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.

Shareholders can vote at the Meeting by:

- 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 the internet] or by facsimile.

Shareholders wishing to vote virtually on the day of the Meeting will need to register as a shareholder or proxyholder in the Meeting via the online platform by using a web browser or mobile device: <https://meetnow.global/MRQSXR2>. 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.

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 Tuesday, 25 October 2022.

Proxy instructions

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.

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 Tuesday, 25 October 2022 (i.e. at least 48 hours prior to the Meeting) to:

- the Company's share registry, Computershare, by:
 - post or facsimile – completed proxy forms may be posted to Computershare Investment 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:
 - post to 58 Ord Street. West Perth WA 6005; or
 - email to companysecretary@apm.net.au

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.

For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

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.

Voting as a corporation

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:

- 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.

Body corporate representatives should lodge this documentation with the Company's share registry, Computershare, by no later than 10.00am (AWST) on Tuesday, 25 October 2022, unless it has been previously given to the Company.

Corporate Shareholders or proxies wishing to vote by corporate representative should:

- 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?

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.

How can I ask a question at the Meeting?

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.

Questions that are relevant to:

- the contents of the Auditor's Report; or
- the conduct of the audit of the Company's financial report,

may be addressed to the Company's auditor, PricewaterhouseCoopers.

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 Thursday, 20 October 2022.

Any questions should be directed to PricewaterhouseCoopers.

What if there are changes to the meeting?

APM may be required to make changes to the arrangements for the Meeting at short notice (for example, if further restrictions on movements are imposed). 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.

Voting restrictions that may affect your proxy appointment

Due to the voting exclusions that may apply to Resolutions 1, 5, 6 and 7, the Key Management Personnel and their Closely Related Parties, and with respect to Resolutions 5, 6 and 7, Associates, will generally not be able to vote your proxy on Resolutions 1, 5, 6 and 7 unless you have directed them how to vote, or in the case of the Chair, if you expressly authorise him to exercise the proxy even though the Resolutions are in connection with the remuneration of the Company's Key Management Personnel.

Receiving documents from the Company

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.

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.

Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying 2022 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.

Resolution 8 to be put to Shareholders is a special resolution. Special resolutions require approval by 75% 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 2022, 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 2022 Annual Report be adopted. The Remuneration Report is set out in the Company's 2022 Annual Report and is also available on the Company's website (<https://apm.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 was admitted to the official list of the ASX on 12 November 2021. Therefore, APM was not required to release a Remuneration Report for the financial year ended 30 June 2021. 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 Elizabeth Betten as a Director

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

Ms Betten currently serves on the Board of Directors of Benefytt Technologies, Option Care Health, Inc. (Nasdaq: OPCH) and Solis Mammography, formerly served on the Board of Directors of Ikarria and was actively involved with Sirona Dental Systems. Ms Betten joined Madison Dearborn Partners (MDP) in 2004 as an associate and re-joined after business school in 2008, and is currently Managing Director of MDP. Prior to MDP, she worked in investment banking in the health care group at J.P. Morgan. Ms Betten also serves on the Board of the Stanley Manne Children's Research Institute of the Ann & Robert Lurie Children's Hospital of Chicago and the Stanford Graduate School of Business Trust. She is a Trustee of The Civic Federation and is also a member of The Chicago Network.

Ms Betten holds a Bachelor of Arts from Brown University and Master of Business Administration from Stanford University Graduate School of Business.

Ms Betten was appointed to the Board on 9 March 2020. Ms Betten 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).

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

Resolution 3: Re-election of Mr William Ritchie as a Director

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

Mr Ritchie is a Director at MDP with the Health Care team. Prior to MDP, he was an Investment Banking Analyst in the Consumer, Retail and Healthcare Group at J.P. Morgan. Mr Ritchie serves on the Boards of Directors of InMoment, Kaufman Hall, Liquid Web and Syntellis Performance Solutions, and he is actively involved in MDP's investments in Centennial Towers and The Ardonagh Group.

Mr Ritchie holds a Bachelor of Arts from Yale University and a Master of Business Administration from Stanford University Graduate School of Business.

Mr Ritchie was appointed to the Board on 9 March 2020. Mr Ritchie 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).

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

Resolution 4: Election of Mr Ben Wyatt as a Director

Resolution 4 seeks approval for the election of Mr Ben Wyatt as a Director with effect from the end of the Meeting.

Clause 6.1(m)(i) of the Constitution provides that a person may be elected to the office of a Director at a general meeting by nomination of directors for election at the meeting. The Directors have nominated Mr Wyatt for election as Director at the Meeting.

Mr Wyatt's career commenced in law, initially as a barrister and solicitor with a major national

Australian law firm before joining the WA Director of Public Prosecutions. During his 15-year political career in the Western Australian Parliament, he held the ministerial portfolios of Treasury, Finance, Energy, Lands and Aboriginal Affairs.

Mr Wyatt also currently serves on the Board of Woodside Energy, Rio Tinto and is a Director of Wyatt Martin & Associates.

Mr Wyatt is a graduate of the Royal Military College Duntroon and holds a Bachelor of Laws from the University of Western Australia and a Master of Science from the London School of Economics and Political Science.

The Board considers that Mr Wyatt, if elected, will be classified as an independent director.

The Company confirms it has conducted appropriate checks into Mr Wyatt's background and experience and those checks have not revealed any information of concern.

Based on Mr Wyatt's relevant experience and qualifications, in particular his extensive public policy, commercial and regulatory experience, he will be invaluable in supporting the execution of APM's growth priorities both locally and internationally.

The members of the Board support the election of Mr Wyatt as a Director.

Resolution 5: Approval of long term incentive plan

The purpose of Resolution 5 is to seek Shareholder approval to maintain the Company's Long Term Incentive Plan (**LTI Plan**) to provide ongoing incentives to assist in the motivation, retention and reward of certain employees and Executive Directors engaged by the Company or any of its subsidiaries (**Participant**). The purpose of the LTI Plan is to align the interests of employees with the interests of Shareholders by providing an opportunity for employees to receive an equity interest in the Company.

If this Resolution 5 is passed, the LTI Plan will enable the Company to issue performance rights (**Performance Rights**) from time to time to eligible employees as part of a performance-based incentive program (which will be subject to vesting conditions set by the Board), as an exception to Listing Rule 7.1.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period without the approval of Shareholders.

Listing Rule 7.2 (Exception 13(b)) sets out an exception to Listing Rule 7.1 which provides that an issue of securities under an employee incentive scheme are exempt from Listing Rule 7.1 for a period of three years from the date on which Shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1.

Resolution 5 seeks Shareholders' approval for the adoption of the LTI Plan for the purposes of Listing Rule 7.2 (Exception 13(b)) (whereby Shareholders may approve in advance the issue of securities made under the LTI Plan as an exception to the limit under Listing Rule 7.1). A summary of the LTI Plan was included in the Prospectus and the number of Performance Rights issued under the LTI Plan since APM was listed on the ASX on 12 November 2022 is 3,226,034 Performance Rights. As at the date of this Notice of Meeting, the Company proposes that the maximum number of securities to be granted under the LTI Plan following approval of this Resolution 5 will not exceed 35,000,000.

Once this number is reached, the Company will need to seek fresh approval from Shareholders if the subsequent issue is to fall within Listing Rule 7.2 (Exception 13).

If this Resolution is not passed, the Company will be able to proceed to issue securities under the LTI Plan, however the issue of those securities will not fall within the exception to the calculation of the

15% limit imposed by Listing Rule 7.1, therefore effectively decreasing the number of equity securities which may be issued without Shareholder approval.

If Resolution 5 is passed, the Company will be able to issue Performance Rights under the LTI Plan to eligible participants over a period of three years from the date of the Resolution without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period. This approval continues for three years, at which time it must be renewed, or it will expire.

A summary of the key terms and conditions of the LTI Plan is set out below.

Term	Description
Eligibility	The Board has the discretion to determine which employees are eligible to participate in the LTI Plan, and the number of Performance Rights they will be offered. Non-Executive Directors are excluded from eligibility.
Vesting	<p>Performance Rights will vest and become exercisable in accordance with the vesting and exercise conditions in the individual terms of grant unless these conditions are waived by the Board.</p> <p>Following the valid exercise of a Performance Right, the Company will issue or arrange the transfer of a Share to the Participant for each Performance Right exercised. Alternatively, the Board may determine to make a cash payment in lieu of the issue or transfer of Shares.</p>
Types of securities	<p>Performance Rights that may be offered under the LTI Plan are Performance Rights for all Participants. The Board may, at its discretion, vary, reduce or waive any vesting conditions and/or exercise conditions attached to Performance Rights at any time, subject to applicable law.</p> <p>Performance Rights may be constructed as share appreciation Performance Rights (cashless exercise options) and may be settled in cash rather than equity, at the Board's discretion.</p>
Issue Price and Exercise Price	<p>The grant of Performance Rights under the LTI Plan are not subject to the payment of an acquisition price by the Participant.</p> <p>The exercise price will be nil unless otherwise set out in the individual invitations and may be settled by a deduction from the Share price at the time of the issue of the Shares.</p>
Shares as a right or on vesting of a right	<p>Shares granted under the LTI Plan or issued or transferred on the exercise of Performance Rights will rank equally in all respects, and carry the same rights and entitlements, as other issued Shares, including dividend and voting rights.</p> <p>Depending on the terms of a Performance Right, Shares may be subject to disposal restrictions.</p>
Cessation of employment	<p>In the event of a cessation of employment due to resignation or termination for cause during a measurement period, any unvested Performance Rights will be forfeited in full unless otherwise determined by the Board. In other cases, such as death or disablement, pro-rata forfeiture for the period not served will be made.</p> <p>Vested Performance Rights held following termination of employment must be exercised within a period to be determined by the Board.</p>

Term	Description
Clawback and avoiding inappropriate benefits	<p>The LTI Plan contains provisions which give the Board the ability to impose malus/clawback to ensure that no unfair benefit is obtained by a Participant as a result of any of the following acts:</p> <ol style="list-style-type: none"> a. if a Participant engages in any activities or communications that, in the opinion of the Board, may cause harm to the operations or reputation of the Company or the Board; b. if the Board determines that a Participant or Participants took actions that caused harm or are expected to cause harm to the Company's stakeholders; c. if the Board forms the view that a Participant or Participants have taken excessive risks or have contributed to or may benefit from unacceptable cultures within the Company; d. if the Board forms the view that Participants have exposed employees, the broader community or environment to excessive risks, including risks to health and safety; e. if a Participant becomes an employee of a competitor or provides services to a competitor, either directly or indirectly (as determined by the Board and unless otherwise determined by the Board); f. if there has been a material misstatement in the Company's financial reports, which once resolved, indicates that a larger number of Performance Rights previously vested than should have, in light of the corrected information; g. if there has been a breach of the Code of Conduct or other company policies; and h. if the Board's standards or expectations regarding environmental, social and governance conduct have been breached, as determined by the Board from time to time.
Change of control	<p>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.</p>
Reconstructions, corporate actions, rights issues, bonus issues etc.	<p>In the case of a demerger or major return of capital, the Board may bring forward vesting or make adjustments to the terms of Performance Rights to ensure that Participants are not unfairly disadvantaged by the corporate action, in accordance with the Listing Rules. In the case of other corporate actions, such as capital reconstructions, the number of Performance Rights held may be adjusted in accordance with the Listing Rules.</p>

Term	Description
Restrictions on dealings	All Performance Rights are restricted from disposal or dealing by the Participant at all times except by force of law.
Dividend and voting entitlements	Performance Rights do not carry dividend or voting entitlements. Shares and restricted shares received following the exercise of a Performance Right will be Shares that carry dividend and voting entitlements.
Expiry	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.
Quotation	Performance Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the LTI Plan, in accordance with the Listing Rules.
Board Discretions	The Board has broad discretions under the LTI Plan, including to lapse or vest Performance Rights at any time, and to make amendments to the Rules as necessary to comply with applicable regulations, or to correct any manifest error (subject to applicable regulations and Listing Rules).
Plan Limit	<p>No Performance Rights may be issued to, or exercised by a Participant if to do so would contravene the Corporations Act, the Listing Rules or any relief or waiver granted by ASIC and ASX that binds the Company in making an offer under the LTI Plan rules or otherwise in connection with the operation of the LTI Plan rules.</p> <p>The Company proposes that the maximum number of Performance Rights to be granted under the LTI Plan following approval of this Resolution 5 will not exceed 35,000,000 securities.</p>

A voting exclusion applies to this resolution, as set out in this Notice of Meeting.

The Board unanimously recommends Shareholders vote in favour of Resolution 5.

Resolution 6: Grant of performance rights to Ms Megan Wynne

The Company proposes to grant a total of up to 247,280 Performance Rights (each with a nil exercise price and an expiry date of 27 October 2037) to Ms Megan Wynne. The grant of the Performance Rights relates to the long-term variable remuneration of Ms Wynne's remuneration package for FY23 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 FY23 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 FY23 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 247,280 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 FY23 grant to Ms Wynne is 247,280 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 FY23 remuneration package.

The Company adopted a valuation based on the Black Scholes option pricing model and the closing price of Shares on 24 August 2022, being, \$3.30. Based on this, each of the 3 Tranches of Performance Rights set out below are valued 3.033 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 7 September 2022. 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 of an amount that is equal to between 50% and 75% of her Base Salary and 150% of her Base Salary for outperformance.

The actual value (if any) that Ms Wynne will receive from the proposed FY23 long-term incentive grant cannot be determined until the end of the FY25 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 FY23 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 FY23, 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	247,280 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	<p>The number of Performance Rights proposed to be granted to Ms Wynne for FY23 are calculated via the application of the following formula:</p> <table border="1"> <thead> <tr> <th></th> <th>Tranche 1 (35%)</th> <th>Tranche 2 (35%)</th> <th>Tranche 3 (30%)</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>Valuation per Performance Right</td> <td>\$3.033</td> <td>\$3.033</td> <td>\$3.033</td> <td></td> </tr> <tr> <td>No# of Performance Rights</td> <td>86,548</td> <td>86,548</td> <td>74,184</td> <td>247,280</td> </tr> <tr> <td>\$ Aggregate Value</td> <td>\$262,500</td> <td>\$262,500</td> <td>\$225,000</td> <td>\$750,000</td> </tr> </tbody> </table> <p>The total number of Performance Rights to be granted to Ms Wynne is 247,280.</p>		Tranche 1 (35%)	Tranche 2 (35%)	Tranche 3 (30%)	Total	Valuation per Performance Right	\$3.033	\$3.033	\$3.033		No# of Performance Rights	86,548	86,548	74,184	247,280	\$ Aggregate Value	\$262,500	\$262,500	\$225,000	\$750,000
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Performance period	The FY23 long-term incentive performance period is from 1 July 2022 to 30 June 2025 (three years) (Measurement Period).																				

Term	Details															
Vesting Conditions	<p>The Board has discretion to set vesting conditions for each tranche of each invitation. For FY23 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 border="1"> <thead> <tr> <th data-bbox="470 965 762 1099">Performance Level</th> <th data-bbox="762 965 1054 1099">APM TSR per annum compared to TSR of the ASX 300 Industrial TR Index</th> <th data-bbox="1054 965 1348 1099">% of Stretch Grant Vesting</th> </tr> </thead> <tbody> <tr> <td data-bbox="470 1099 762 1144">Stretch</td> <td data-bbox="762 1099 1054 1144">≥Index TSR + 8% TSR</td> <td data-bbox="1054 1099 1348 1144">100%</td> </tr> <tr> <td data-bbox="470 1144 762 1189">Target</td> <td data-bbox="762 1144 1054 1189">Index TSR +4% TSR</td> <td data-bbox="1054 1144 1348 1189">50%</td> </tr> <tr> <td data-bbox="470 1189 762 1234">Threshold</td> <td data-bbox="762 1189 1054 1234">= Index TSR</td> <td data-bbox="1054 1189 1348 1234">25%</td> </tr> <tr> <td data-bbox="470 1234 762 1267">Below Threshold</td> <td data-bbox="762 1234 1054 1267">< Index TSR</td> <td data-bbox="1054 1234 1348 1267">0%</td> </tr> </tbody> </table>	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%
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	<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 FY25 measured from the base year FY22.</p>															
<table border="1"> <thead> <tr> <th data-bbox="470 1514 762 1592">Performance level</th> <th data-bbox="762 1514 1054 1592">APM EPS CAGR</th> <th data-bbox="1054 1514 1348 1592">Percentage of EPS-hurdled award vesting</th> </tr> </thead> <tbody> <tr> <td data-bbox="470 1592 762 1637">Stretch</td> <td data-bbox="762 1592 1054 1637">17% or more</td> <td data-bbox="1054 1592 1348 1637">100%</td> </tr> <tr> <td data-bbox="470 1637 762 1682">Target</td> <td data-bbox="762 1637 1054 1682">15%</td> <td data-bbox="1054 1637 1348 1682">50%</td> </tr> <tr> <td data-bbox="470 1682 762 1727">Threshold</td> <td data-bbox="762 1682 1054 1727">13%</td> <td data-bbox="1054 1682 1348 1727">25%</td> </tr> <tr> <td data-bbox="470 1727 762 1765">Below Threshold</td> <td data-bbox="762 1727 1054 1765">Less than 13%</td> <td data-bbox="1054 1727 1348 1765">Nil</td> </tr> </tbody> </table>	Performance level	APM EPS CAGR	Percentage of EPS-hurdled award vesting	Stretch	17% or more	100%	Target	15%	50%	Threshold	13%	25%	Below Threshold	Less than 13%	Nil	
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Stretch	17% or more	100%														
Target	15%	50%														
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Term	Details																
	<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> <p>Tranche 3 – Strategic Objective – 30%</p> <p>Vesting of 30% of the Performance Rights are subject to the following vesting conditions based on achievement of strategic objectives.</p> <table border="1" data-bbox="472 1099 1347 1391"> <thead> <tr> <th>Pillar</th> <th>Objective</th> </tr> </thead> <tbody> <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> </tbody> </table> <p>Achievement of each of the strategic measure will be assessed by the Board on the following scale.</p> <table border="1" data-bbox="472 1487 1347 1655"> <thead> <tr> <th>Performance level</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Stretch</td> <td>100%</td> </tr> <tr> <td>Target</td> <td>50%</td> </tr> <tr> <td>Not achieved</td> <td>0</td> </tr> </tbody> </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%	Not achieved	0
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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 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>																

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; • Ms Wynne has previously been granted 224,568 Performance Rights, 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 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

The Company proposes to grant a total of up to 692,384 Performance Rights (each with a nil exercise price and an expiry date of 27 October 2037) to Mr Michael Anghie. The grant of the Performance Rights relates to the long-term variable remuneration of Mr Anghie's remuneration package for FY23 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 FY23 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 FY23 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 692,384 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 FY23 grant to Mr Anghie is 692,384 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 FY23 remuneration package.

The Company adopted a valuation based on the Black Scholes option pricing model and the closing price of Shares on 24 August 2022, being, \$3.30. Based on this, each of the 3 Tranches of Performance Rights set out below are valued 3.033 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 7 September 2022. Mr Anghie's remuneration package for FY23 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 of an amount that is equal to between 50% and 75% of his Base Salary and 150% of his Base Salary for outperformance.

The actual value (if any) that Mr Anghie will receive from the proposed FY23 long-term incentive grant cannot be determined until the end of FY25 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 FY23 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 FY23, 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 Mr Anghie and Ms Wynne.																				
Entitlement	692,384 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	<p>The number of Performance Rights proposed to be granted to Mr Anghie for FY23 are calculated via the application of the following formula:</p> <table border="1"> <thead> <tr> <th></th> <th>Tranche 1 (35%)</th> <th>Tranche 2 (35%)</th> <th>Tranche 3 (30%)</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>Valuation per Performance Right</td> <td>\$3.033</td> <td>\$3.033</td> <td>\$3.033</td> <td></td> </tr> <tr> <td>No# of Performance Rights</td> <td>242,334</td> <td>242,334</td> <td>207,715</td> <td>692,384</td> </tr> <tr> <td>\$ Aggregate Value</td> <td>\$735,000</td> <td>\$735,000</td> <td>\$630,000</td> <td>\$2,100,000</td> </tr> </tbody> </table> <p>The total number of Performance Rights to be granted to Mr Anghie is 692,384.</p>		Tranche 1 (35%)	Tranche 2 (35%)	Tranche 3 (30%)	Total	Valuation per Performance Right	\$3.033	\$3.033	\$3.033		No# of Performance Rights	242,334	242,334	207,715	692,384	\$ Aggregate Value	\$735,000	\$735,000	\$630,000	\$2,100,000
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Term	Details															
Vesting Conditions	<p>The Board has discretion to set vesting conditions for each tranche of each invitation. For FY23 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 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 border="1"> <thead> <tr> <th data-bbox="470 929 762 1070">Performance Level</th> <th data-bbox="762 929 1054 1070">APM TSR per annum compared to TSR of the ASX 300 Industrial TR Index</th> <th data-bbox="1054 929 1348 1070">% of Stretch Grant Vesting</th> </tr> </thead> <tbody> <tr> <td data-bbox="470 1070 762 1108">Stretch</td> <td data-bbox="762 1070 1054 1108">≥Index TSR + 8% TSR</td> <td data-bbox="1054 1070 1348 1108">100%</td> </tr> <tr> <td data-bbox="470 1108 762 1146">Target</td> <td data-bbox="762 1108 1054 1146">Index TSR +4% TSR</td> <td data-bbox="1054 1108 1348 1146">50%</td> </tr> <tr> <td data-bbox="470 1146 762 1184">Threshold</td> <td data-bbox="762 1146 1054 1184">= Index TSR</td> <td data-bbox="1054 1146 1348 1184">25%</td> </tr> <tr> <td data-bbox="470 1184 762 1236">Below Threshold</td> <td data-bbox="762 1184 1054 1236">< Index TSR</td> <td data-bbox="1054 1184 1348 1236">0%</td> </tr> </tbody> </table>	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%
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	Threshold	= Index TSR	25%													
Below Threshold	< Index TSR	0%														
<p>Between threshold and target, and between target and stretch, there will be straight line pro rata vesting applied.</p>																
<p>Tranche 2 – EPS – 35%</p>																
<p>Vesting of 35% of the Performance Rights are subject to the following vesting conditions linked to EPS CAGR for FY25 measured from the base year FY22.</p>																
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Threshold	13%	25%														
Below Threshold	Less than 13%	Nil														

Term	Details																
	<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> <p>Tranche 3 – Strategic Objective – 30%</p> <p>Vesting of 30% of the Performance Rights are subject to the following vesting conditions based on achievement of strategic objectives.</p> <table border="1" data-bbox="472 1099 1347 1386"> <thead> <tr> <th>Pillar</th> <th>Objective</th> </tr> </thead> <tbody> <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> </tbody> </table> <p>Achievement of each of the strategic measure will be assessed by the Board on the following scale.</p> <table border="1" data-bbox="472 1487 1347 1655"> <thead> <tr> <th>Performance level</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Stretch</td> <td>100%</td> </tr> <tr> <td>Target</td> <td>50%</td> </tr> <tr> <td>Not achieved</td> <td>0</td> </tr> </tbody> </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%	Not achieved	0
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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 631,591 Performance Rights, 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

Resolution 8: Amendment to Constitution

Resolution 8 seeks Shareholder approval for the amendments to the Constitution.

Summary of proposed changes

1. Increase to maximum joint shareholders

In April 2017, ASX announced that the current Australian Clearing House Electronic Subregister System (**CHES**) was to be replaced with a new system that uses distributed ledger technology (e.g. 'blockchain' technology) and will be known as the ASX Clearing and Settlement Platform (**CSP**). It is currently anticipated that the CSP will be operative in April 2023. In preparation for the CSP, ASX has recommended that listed companies change their constitutions to enable the registration of up to four joint holders as permitted to be registered under CSP.

Rule 2.4(a) of the Constitution currently allows up to three joint holders to be recorded in relation to Shares. It is proposed that rule 2.4(a) of the Constitution be amended to allow the Company to register the maximum number of joint holders permitted under the ASX Settlement Operating Rules. This will ensure that the Constitution will enable the maximum number of joint holders to be registered once the CSP becomes operative.

2. Hybrid and virtual only shareholder meeting

The Constitution presently contemplates that a general meeting may held at a physical location, or at two or more locations using technology to facilitate attendance by Shareholders online (**Hybrid Meeting**). If Resolution 8 is approved, the amended Constitution will provide greater flexibility and clarity around how the Company may conduct Hybrid Meetings in the future. The amendments also permit the Company to hold wholly "virtual" online meetings in extraordinary circumstances as determined by the Board.

Consequential provisions are also included to provide clarity around procedural matters, including to ensure

that 'online' attendees are treated as being present at the meeting and are counted for a quorum, and to confirm that the Directors may prescribe the detailed procedures by which meetings held with technological assistance may be conducted.

3. Notices

The Company is proposing to update the notice provisions of the Constitution (rule 13) to reflect current market practice and recent amendments to the Corporations Act clarifying that certain documents can be given by electronic means.

The Board considers the proposed amendments to the Constitution are in the best interests of Shareholders because they provide flexibility, clarity, and efficiency in relation to the governance of the Company. In light of certain amendments (both past and anticipated) to the Corporations Act, Listing Rules and ASX Settlement Operating Rules, the proposed amendments align the Constitution with the requirements of the current regulatory regime and will prepare the Company for the implementation of the CSP and to allow greater flexibility for the Company to hold meetings by virtual measures and giving notices electronically.

A summary of the amendments is set out in Annexure 1 to this Explanatory Memorandum. Copies of the Company's Constitution with the relevant amendments visible in markup can also be obtained, free of charge, by contacting the Company Secretary at Peter.Torre@apm.net.au.

Under section 136 of the Corporations Act, Shareholders must pass a special resolution to amend a Constitution. Accordingly, Resolution 8 is a special resolution, requiring approval of 75% of the votes cast by Shareholders entitled to vote on the resolution in order to be passed.

The Directors of the Company unanimously recommend that Shareholders vote to approve Resolution 8 and adopt the proposed amendments to the Constitution.

Glossary

\$ means Australian dollars.

Annual General Meeting means the Annual General Meeting of the Company to be held at 10.00am (AWST) on Thursday, 27 October 2022 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 2022.

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 2022.

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

Base Salary has the meaning given on pages [17] and [22] 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.

CHES has the meaning given on page [26] in this Explanatory Memorandum.

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).

CSP has the meaning given on page [26] in this Explanatory Memorandum.

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 2022.

EPS means earnings per Share.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice.

FY22 means the financial year ended 30 June 2022.

FY23 means the financial year ending 30 June 2023.

FY25 means the financial year ending 30 June 2025.

Hybrid Meeting has the meaning given on page [26] in this Explanatory Memorandum.

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 FY22 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 has the meaning given on page [13] in this Explanatory Memorandum.

MDP or Madison Dearborn Partners means Madison Dearborn Capital LLC.

Measurement Period means the period from 1 July 2022 to 30 June 2025 (three years).

Meeting means the Annual General Meeting convened by the Notice.

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

Participant has the meaning given on page [13] in this Explanatory Memorandum.

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 2022.

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 [12].

Spill Resolution has the meaning set out on page [12].

TSR means Total Shareholder Return.

Annexure 1 - Amendments to the Constitution

Amendment 1

That rule 2.4 'Jointholders of shares' of the Constitution is amended as follows:

2.4 → Joint holders of shares¶

Where two or more persons are registered as the holders of a share, they ~~are taken to~~ hold it as joint tenants with rights of survivorship ~~subject to~~ the following ~~provisions~~ ~~conditions~~¶

- (a) → the Company ~~is not bound to~~ ~~may~~ ~~but is not required to~~ register more than ~~four~~ ~~three~~ of those persons as joint holders of the share, except where otherwise required under the ~~Listing Rules~~ or the ASX Settlement Operating Rules.¶
- (b) → each of those persons and their respective legal personal representatives are liable severally as well as jointly for all payments, including calls, which ought to be made in respect of the share.¶
- (c) → subject to rule 2.4(b), on the death of any one of them the Company is entitled to recognise the survivor or survivors as the only person or persons who have any title to the share.¶
- (d) → any one of those persons may give effective receipts for any dividend, interest or other distribution or payment in respect of the share.¶
- (e) → any one of them may appoint a proxy under rule 5.11 in respect of the share.¶
- (f) → when the Corporations Act requires the number of members to be counted, they are to be counted as one member; and¶
- (g) → if the share is held as a Certificated Holding, the Company is not bound to issue more than one certificate for the share and delivery of a certificate to any one of those persons is sufficient delivery to all of them.¶

Amendment 2

That rule 5.2 of the Constitution be deleted and replaced with the following:

5.2 Use of technology at general meetings

- a. The Company may hold a general meeting of members, at one or more physical venues using virtual meeting technology or using virtual meeting technology only in the event of extraordinary circumstances as determined by the directors, that gives the shareholders as a whole a reasonable opportunity to participate.
- b. The inability of one or more members to access, or to continue to access, the meeting using virtual meeting technology will not affect the validity of the meeting or any business conducted at the meeting, provided that sufficient members are able to participate in the meeting as are required to constitute a quorum.
- c. If before or during a general meeting, any technical difficulties occur which may materially impact the participation of members who are not present in the same location as the chair of the meeting, the chair may:
 - i. continue the meeting; or
 - ii. adjourn the meeting until the difficulty is remedied or to such other time and location as the chair deems appropriate.

Amendment 3

That rule 13.1 of the Constitution is deleted and replaced with the following:

13.1 Notices by the Company to members

- a. Subject to the Corporations Act and the Listing Rules, the Company may give a notice to a member by:
 - i. delivering it personally;
 - ii. sending it by courier or pre-paid post to the member's address as shown in the register of members or any other address supplied by the member to the Company for giving notices;
 - iii. sending it by electronic mail to such electronic address supplied by the member to the Company for giving notices;
 - iv. sending it by any other electronic means (including by providing a URL link to any document or attachment) to such electronic address supplied by the member to the Company for giving notices;
 - v. sending a notice by any of the means in this rule 13.1(a) which notifies the member of the notice's availability by an electronic means with sufficient details to allow the member to view or download the notice;
 - vi. if the member does not have a registered address and has not supplied another address to the Company for the giving of notices (or where the Company has a reason in good faith to believe that the member is not known at its registered address (or other supplied address)), exhibiting it at the registered office of the Company for a period of 48 hours; or
 - vii. any other means permitted by this constitution, the Corporations Act, the Listing Rules or any other applicable law.
- b. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
- c. Any person who, by operation of law, transfer of shares or otherwise, becomes entitled to shares registered in the name of a member is bound by every notice which, before that person's name and address is entered in the register of members in respect of those shares, is given to the member in accordance with this rule 13.1.
- d. A notice served in accordance with this constitution is (despite the occurrence of a Transmission Event and whether or not the Company has notice of the Transmission Event) deemed to have been properly served in respect of any registered shares, whether held solely or jointly with other persons by the member the subject of the Transmission Event, until some other person is registered in the member's place as the holder or joint holder. The service is sufficient service of the notice on the member's personal representative and any persons jointly interested with the member in the shares.
- e. A certificate signed by a director or secretary of the Company to the effect that a notice has been given in accordance with this constitution is conclusive evidence of that fact.



enabling better lives

APM Human Services International Limited
ABN 38 639 621 766

APM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE 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 Tuesday, 25 October 2022.**

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

SRN/HIN: I9999999999

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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

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 Thursday, 27 October 2022 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, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5, 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, 5, 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 Elizabeth Betten as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr William Ritchie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr Ben Wyatt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of long term incentive plan	<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"/>
Resolution 8	Amendment to Constitution	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

APM

2 9 2 4 1 5 A



Computershare

