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Allens > < Linklaters

20 March 2023

Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Online lodgement

Dear Sir/Madam

The Access Group – Notice of initial substantial holder

On behalf of Access Workspace Pty Ltd (ACN 636 482 383) and its associates (together, **The Access Group**), we attach a Form 603 (notice of initial substantial holder) and associated annexures in relation to The Access Group's substantial holding in IntelliHR Limited (ASX: IHR).

Yours sincerely

Noah Obradovic

Partner
Allens
Noah.Obradovic@allens.com.au
T +61 2 9230 5301

Joy Yoon

Senior Associate
Allens
Joy.Yoon@allens.com.au
T +61 2 9230 4837

Attach

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme	IntelliHR Limited (ASX: IHR)
ACN/ARSN	600 548 516

1. Details of substantial holder (1)

Name	Access Workspace Pty Ltd (Access Workspace) on behalf of itself and each of its associates listed in Annexure A of this notice (together, The Access Group).
ACN/ARSN (if applicable)	636 482 383

The holder became a substantial holder on18 March 2023

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares ("Shares")	61,301,081	61,301,081	18.03% (based on 339,991,116 Shares on issue)

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Access Workspace	Relevant interest in 61,301,081 Shares under s 608(8)(1)(b) of the Corporations Act 2001 (Cth) (Corporations Act) by virtue of each letter set out in Annexure B.	61,301,081 Shares
Each other entity in The Access Group	Each other entity in The Access Group has a relevant interest in 61,301,081 Shares under s 608(3) of the Corporations Act.	61,301,081 Shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Access Workspace and each other entity in The Access Group	JJNA Pty Ltd, JJNA Super Pty Ltd, Chatterton Pty Ltd and Jennifer Chatterton	JJNA Pty Ltd, JJNA Super Pty Ltd, Chatterton Pty Ltd and Jennifer Chatterton	5,173,531 Shares
Access Workspace and each other entity in The Access Group	Harvest Lane Asset Management	Harvest Lane Asset Management	24,433,647 Shares

Access Workspace and each other entity in The Access Group	Robert Jon Bromage as trustee for The Bromage Family Investment Trust	Robert Jon Bromage as trustee for The Bromage Family Investment Trust	21,416,666 Shares
Access Workspace and each other entity in The Access Group	JD Investments Pty Ltd	JD Investments Pty Ltd	4,240,124 Shares
Access Workspace and each other entity in The Access Group	Intercontinental Pty Ltd	Intercontinental Pty Ltd	6,037,113 Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
N/A	N/A	N/A	N/A	N/A

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
Access Workspace and each other entity in The Access Group	Access Workspace and each other entity in The Access Group are associates under section 12(2)(a) of the Corporations Act.

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Access Workspace Pty Ltd	Level 11, 821 Pacific Highway Chatswood NSW 2067
Each member of The Access Group	C/-Level 11, 821 Pacific Highway Chatswood NSW 2067

Signature

print name	Kerry Agiasotis	capacity	Principal
sign here	<div>DocuSigned by:  E05325FB5298449...</div>	date	19-03-2023


DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A

This is Annexure "A" of 2 pages (including this page) referred to in the accompanying Form 603.

Signature

print name	Kerry Agiasotis	capacity	Principal
sign here	<div><div>DocuSigned by:</div><div></div></div>	date	19-03-2023

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The following entities are associates of Access Workspace Pty Ltd and each other by virtue of being related bodies corporate.

Company name	Company number
Access UK Limited	CRN 02343760
Access Technology Group Limited	CRN 05575609
Armstrong Bidco Limited	CRN 11279841
Armstrong Midco Limited	CRN 11279285
Armstrong Sub-Holdings Limited	CRN 11306819
Armstrong Topco Limited	CRN 11279201
Aldrin Bidco Limited	CRN 12885966
Aldrin Midco Limited	CRN12836744
Aldrin Topco Limited	CRN 12836750
Aldrin Sub-Holdings Limited	CRN 12935314
Aldrin Mid-Holdings Limited	CRN 12929626)
Aldrin Holdings Limited	CRN 12922818
Asyst UK Bidco Limited	CRN 14077054
Asyst UK Midco Limited	CRN 14077056
Asyst UK Topco Limited	CRN 14077050
Asyst Topco Limited (Guernsey)	70599
Attaché Software Australia Pty Ltd	ACN 002 676 511
Unleashed Software Pty Ltd	ACN 160 389 579
Access Software Asia Pte. Ltd. (Singapore)\	199802054M
Access Workspace Singapore Holdings Pte. Ltd. (Singapore)	200412271M
FastTrack Pty Ltd	ACN 061 703 697
Fathom Applications Pty Ltd	ACN 152 877 551
Fathom Technologies Pty Ltd	ACN 152 877 560
Access Software Sdn. Bhd. (Malaysia)	199701025891 441389-K
Access Australia Holdings Pty Ltd	ACN 106 729 015
Definitiv Group Pty Ltd	ACN 147808026
Definitiv International Pty Ltd	ACN 607247512
Proactiv Payroll Australia Pty Ltd	ACN 600296400
Access Workspace NZ Limited	NZCN 2356776
RDB Now Pty Ltd	ACN 615 924 279
Access Software Australia Pty Ltd	ACN 071 007 326
Attaché Software (New Zealand) Pty. Limited	ACN 087,875,205 NZCN 1159877
Access Software One Pty Limited	ACN: 604 325 073
HandiSoft Software Pty Ltd	ACN 089 780 218
Softline Australia Holdings Pty Ltd	ACN 101 238 671

Annexure B

This is Annexure "B" of 6 pages (including this page) referred to in the accompanying Form 603.

Signature

print name	Kerry Agiasotis	capacity	Principal
sign here	<div>DocuSigned by: </div>	date	19-03-2023

For personal use only

18 March 2023

Access Workspace Pty Ltd (ACN 636 482 383)
Level 11, Tower B
821 Pacific Highway
Chatswood NSW 2067
(Access)

Dear Access,

intelliHR Limited – support of Your Proposal

I am writing to set out the terms of our agreement to support your efforts to acquire intelliHR Limited (**Intellihr**) which if completed would result in Access acquiring 100% of Intellihr at a share price of \$0.20 (**Your Proposal**) and otherwise on the terms of your proposal letter disclosed by Intellihr on ASX on 17 March 2023.


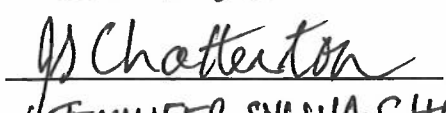
As at the date of this letter agreement, JJNA Pty Ltd ,JJNA Super Pty Ltd , Chatterton Pty Ltd and Jennifer Chatterton own 5,173,531 shares being 1.52% of the total number of shares outstanding in Intellihr (**Our Shares**).

In the absence of a superior proposal, we intend to vote 100% of Our Shares in favour Your Proposal on the date of the Intellihr shareholders meeting to vote on Your Proposal.

This letter will cease to have any effect 6 months after its date, or earlier if you decide not to pursue Your Proposal.

We agree that this letter may be disclosed to the Intellihr board of directors and on ASX.

For and on behalf of : JJNA Pty Ltd ,JJNA Super Pty Ltd , Chatterton Pty Ltd

By: 
Name: WILLIAM GRANTLEY CHATTERTON .
Title: Director .
By: 
Name: JENNIFER SYLVIA CHATTERTON .
Title: Director .



18 March 2023

Access Workspace Pty Ltd (ACN 636 482 383)
Level 11, Tower B
821 Pacific Highway
Chatswood NSW 2067
(Access)

Dear Access,

intelliHR Limited – support of Your Proposal

I am writing to set out the terms of our agreement to support your efforts to acquire intelliHR Limited (*Intellihr*) which if completed would result in Access acquiring 100% of Intellihr at a share price of \$0.20 (**Your Proposal**) and otherwise on the terms of your proposal letter disclosed by Intellihr on ASX on 17 March 2023.

As at the date of this letter agreement, Harvest Lane Asset Management Pty Ltd (*I* or **we**) has a beneficial interest in 24,433,647 Intellihr shares (being 7.186% of the total number of shares outstanding in Intellihr) (**Our Shares**).

In the absence of a superior proposal, we intend to vote 100% of Our Shares in favour Your Proposal on the date of the Intellihr shareholders meeting to vote on Your Proposal.

This letter will cease to have any effect 6 months after its date, or earlier if you decide not to pursue Your Proposal.

We agree that this letter may be disclosed to the Intellihr board of directors and on the ASX.

For and on behalf of Harvest Lane Asset Management Pty Ltd.

A handwritten signature in black ink, appearing to read "Luke Cummings".

Luke Cummings
Managing Director

18 March 2023

Access Workspace Pty Ltd (ACN 636 482 383)
Level 11, Tower B
821 Pacific Highway
Chatswood NSW 2067
(Access)

Dear Access,

IntelliHR Limited – support of Your Proposal

I am writing to set out the terms of our agreement to support your efforts to acquire IntelliHR Limited (*IntelliHR*) which if completed would result in Access acquiring 100% of IntelliHR at a share price of \$0.20 (*Your Proposal*) and otherwise on the terms of your proposal letter disclosed by IntelliHR on ASX on 17 March 2023.

As at the date of this letter agreement, Robert Jon Bromage as trustee for The Bromage Family Investment Trust (I or we) owns 21,416,666 being 5.3% of the total number of shares outstanding in IntelliHR (Our Shares).

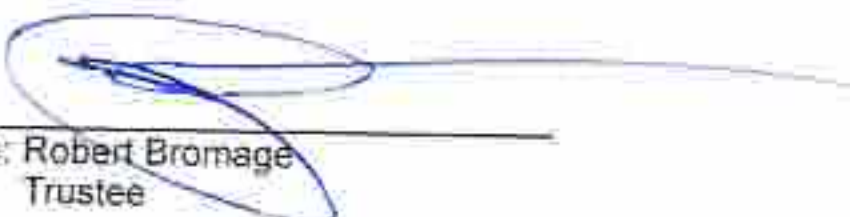
In the absence of a superior proposal, we intend to vote 100% of Our Shares in favour Your Proposal on the date of the IntelliHR shareholders meeting to vote on Your Proposal.

This letter will cease to have any effect 6 months after its date, or earlier if you decide not to pursue Your Proposal.

We agree that this letter may be disclosed to the IntelliHR board of directors and on ASX.

For and on behalf of

Robert Jon Bromage as trustee for The Bromage Family Investment Trust

By: 
Name: Robert Bromage
Title: Trustee

JD INVESTMENTS PTY LTD

37 Lynell Street
HAMILTON QLD 4007

18 March 2023

Access Workspace Pty Ltd (ACN 636 482 383)
Level 11, Tower B
821 Pacific Highway
Chatswood NSW 2067
(Access)

Dear Access,

intelliHR Limited – support of Your Proposal

I am writing to set out the terms of our agreement to support your efforts to acquire intelliHR Limited (**Intellihr**) which if completed would result in Access acquiring 100% of Intellihr at a share price of \$0.20 (**Your Proposal**) and otherwise on the terms of your proposal letter disclosed by Intellihr on ASX on 17 March 2023.

As at the date of this letter agreement, JD Investments Pty Ltd (**I** or **we**) own **4,240,124**, being 1.25% of the total number of shares outstanding in Intellihr (**Our Shares**).

In the absence of a superior proposal, we intend to vote 100% of Our Shares in favour Your Proposal on the date of the Intellihr shareholders meeting to vote on Your Proposal.

This letter will cease to have any effect 6 months after its date, or earlier if you decide not to pursue Your Proposal.

We agree that this letter may be disclosed to the Intellihr board of directors and on ASX.

For and on behalf of

JD Investments Pty Ltd

By: 

Name: Jamie Duffield

Title: Director

e-mail: jamieduffield@hotmail.com

Tel: 0403 712 093



INTERCONTINENTAL

GPO Box 525
BRISBANE QLD 4001

18 March 2023

Access Workspace Pty Ltd (ACN 636 482 383)
Level 11, Tower B
821 Pacific Highway
Chatswood NSW 2067
(Access)

Dear Access Directors,

IntelliHR Limited – support of Access Proposal to acquire IntelliHR

I am writing to set out the terms of our agreement to support your efforts to acquire IntelliHR Limited (*Intellihr*) which if completed would result in Access acquiring 100% of Intellihr at a share price of \$0.20 (*Your Proposal*) and otherwise on the terms of your proposal letter disclosed by Intellihr on ASX on 17 March 2023.

As at the date of this letter agreement, **INTERCONTINENTAL PTY LIMITED** owns 6,037,113 (being **1.8%** of the total number of shares outstanding in Intellihr (*Our Shares*)).

In the absence of a superior proposal, we intend to vote 100% of Our Shares in favour Your Proposal on the date of the Intellihr shareholders meeting to vote on Your Proposal.

This letter will cease to have any effect six months after its date, or earlier if you decide not to pursue Your Proposal.

We agree that this letter may be disclosed to the Intellihr board of directors and on ASX.

For and on behalf of

INTERCONTINENTAL PTY LIMITED
ABN 85 141 597 926

By: _____
Name: GREGORY AJ BAYNTON
Title: SOLE DIRECTOR