

# JOHNSON | WINTER | SLATTERY

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21 April 2023

The Manager  
ASX Market Announcements Office  
ASX Limited, Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

**FOR LODGEMENT ONLINE**

Dear Sir/Madam

## **Notice of change of interests of substantial holder**

We act for Humanforce Holdings Pty Ltd (ACN 618 020 401) (**Humanforce**).

In accordance with section 671B of the *Corporations Act 2001* (Cth), enclosed on behalf of Humanforce and its associates is a Form 604 (Notice of change of interests of substantial holder).

Yours faithfully,



Johnson Winter Slattery

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Liability limited by a scheme approved under Professional Standards Legislation

Form 604

Corporations Act 2001  
Section 671B

Notice of change of interests of substantial holder

To Company Name/SchemeIntelliHR Limited (ASX: IHR)

ACN/ARSN600 548 516

1. Details of substantial holder

NameHumanforce Holdings Pty Ltd (ACN 618 020 401) (**Humanforce**) on behalf of itself and each of its associates identified in section 6 of this notice.

ACN/ARSN (if applicable)618 020 401

There was a change in the interests of the substantial holder onSee section 3 below

The previous notice was given to the company on18 April 2023

The previous notice was dated17 April 2023

2. Previous and present 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 had a relevant interest in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4)                             | Previous notice |                  | Present notice |                  |
|---|-----------------|------------------|----------------|------------------|
|   | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Fully paid ordinary shares in IHR ( <b>Shares</b> ) | 210,476,021     | 61.91%           | 216,227,189    | 63.60%           |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

| Date of change | Person whose relevant interest changed | Nature of change   | Consideration given in relation to change | Class and number of securities affected | Person's votes affected |
|----------------|--|--|---|---|-------------------------|
| 18 April 2023  | Humanforce                             | Acquisition of relevant interest as a result of acceptances of offers made under Humanforce's on-market takeover bid to acquire all of the Shares not already owned by Humanforce announced on 17 March 2023 | \$0.24 per Share                          | 729,310 Shares                          | 729,310                 |
| 19 April 2023  | As above                               | As above   | As above                                  | 2,460,038 Shares                        | 2,460,038               |
| 20 April 2023  | As above                               | As above   | As above                                  | 2,561,820 Shares                        | 2,561,820               |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest                          | Registered holder of securities | Person entitled to be registered as holder | Nature of relevant interest                              | Class and number of securities | Person's votes |
|--|---------------------------------|--|--|--------------------------------|----------------|
| Humanforce   | Humanforce                      | Humanforce                                 | Arising under section 608(1)(a) or 608(1)(b) of the Act  | 216,227,189 Shares             | 216,227,189    |
| Each of the entities as set out in <b>Annexure A</b> | Humanforce                      | Humanforce                                 | Arising under section 608(3)(a) and 608(3)(b) of the Act | 216,227,189 Shares             | 216,227,189    |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A                               | N/A                   |

6. Addresses

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

| Name   | Address  |
|--|--|
| Humanforce   | Level 14/90 Arthur St, North Sydney NSW 2060   |
| Each member of the Humanforce Group listed in Annexure A | Level 14/90 Arthur St, North Sydney NSW 2060 or 2180 Sand Hill Rd # 300, Menlo Park, CA 94025, United States |

Signature

David Pullini

print name

Capacity Director

sign here

DocuSigned by:  
David Pullini  
50172F2828BC48E

Date 20 April 2023

Annexure A – Associates

This is Annexure A of 1 page (including this page) referred to in Form 604 ('Notice of change of interests of substantial holder') signed by me and dated 20 April 2023.

DocuSigned by:  
*David Pullini*  
50172F2828BC48E.....  
Signature

David Pullini  
.....  
Name

Humanforce Group

| No. | Entity  | Country of Incorporation |
|-----|---|--------------------------|
| 1.  | HF Dundee Purchaser Pty Ltd (ACN 657 308 346)           | Australia                |
| 2.  | HF Dundee Parent Pty Ltd (ACN 657 304 231)              | Australia                |
| 3.  | Accel-KKR Growth Capital Partners IV LP                 | United States            |
| 4.  | Accel-KKR Growth Capital Partners, II LP                | United States            |
| 5.  | Accel-KKR Growth Capital Partners II Strategic Fund, LP | United States            |
| 6.  | Accel-KKR Members Fund, LLC                             | United States            |
| 7.  | KKR-AKI Investors, LLC                                  | United States            |