

6 October 2017

Programmed Maintenance Services Ltd
ACN 054 742 264

Programmed shareholders approve Scheme

Programmed Maintenance Services Limited (Programmed) (ASX:PRG) refers to the proposed acquisition of Programmed by PERSOL HOLDINGS CO., LTD (PERSOL) by way of scheme of arrangement (Scheme).

Programmed is pleased to advise that the requisite majorities of Programmed shareholders have today approved the Scheme at the Scheme Meeting. The voting results of the Scheme Meeting are attached to this announcement.

Programmed will seek the Federal Court's approval at a hearing scheduled for Tuesday, 10 October 2017. If the Federal Court approves the Scheme, Programmed intends to lodge the orders of the Federal Court with the Australian Securities & Investments Commission on Wednesday, 11 October 2017. If this occurs, the Scheme will become effective and Programmed shares will be suspended from trading on ASX, with effect from the close of trading on Wednesday, 11 October 2017.

Scheme consideration

If the Scheme becomes effective, Programmed shareholders who are registered in the share register on both of the Special Dividend Record Date and Scheme Record Date (refer to the table of events and dates below for the expected timing of these) will receive a total cash payment of \$3.02 in respect of each Programmed share, which will comprise:

- the fully franked special dividend of \$0.16, payable by Programmed; and
- the scheme consideration of \$2.86, payable by PERSOL.

Key events and indicative dates

The key events (and the expected timing of these) for implementation of the Scheme are as follows.

Event	Date*
Second Court Hearing	Tuesday, 10 October 2017
Effective Date	Wednesday, 11 October 2017
Special Dividend Record Date	Tuesday, 17 October 2017
Special Dividend Payment Date	Friday, 20 October 2017
Scheme Record Date	Monday, 23 October 2017
Implementation Date	Friday, 27 October 2017

*All dates are indicative only and, among other things, are subject to all necessary approvals from the Court. Programmed reserves the right to vary the times and dates set out above. Any changes to the above timetable will be announced on ASX and notified on Programmed's website at www.programmed.com.au.

zero/harm

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About Programmed

Programmed is a leading provider of staffing, maintenance and facility management services. The company employs directly more than 20,000 people across a broad range of government and private sector businesses. Services are provided to more than 10,000 customers, often under long-term contracts, and are delivered through over 100 branches throughout Australia and New Zealand. Programmed's business model is built around its ability to recruit, deploy, manage and maintain a large directly employed workforce of professional, skilled and semi-skilled staff with a wide range of capabilities.

PROGRAMMED MAINTENANCE SERVICES LIMITED
Scheme Meeting
Friday, 6 October 2017
Voting Results

Resolution

“That, pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth):

- (a) *the Scheme, the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of Scheme Meeting forms part) is agreed to (with or without modification as approved by the Court); and*
- (b) *the directors of Programmed are authorised, subject to the terms of the Scheme Implementation Deed:*
 - (i) *to agree to such alterations or conditions as are thought fit by the Court; and*
 - (ii) *subject to approval of the Scheme by the Court, to implement the Scheme with any such alterations or conditions.”*

Voting results

The following information is provided in accordance with section 251AA(2) of the *Corporations Act 2001* (Cth).

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Approve Scheme	Special	168,695,460 98.53%	250,815 0.14%	2,276,477 1.33%	63,203	172,020,875 99.85%	250,815 0.15%	63,203	Carried
						Number of shareholders voting on the poll			Resolution Result
						For	Against	Abstain*	Carried / Not Carried
						1,609 96.46%	59 3.54%	0	Carried