



ABN 27 621 105 824
ACN 621 105 824

**ASX announcement
22 May 2019**

Smiles Inclusive Limited: Results of general meeting

Smiles Inclusive Limited (ASX:**SIL**) attaches a table setting out the outcome of, and proxies received in respect of, each resolution at the extraordinary general meeting (**Meeting**) held today, 22 May 2019.

The Meeting was necessitated by a notice under section 249D of the *Corporations Act 2001* (Cth) received from entities associated with Mr Mike Timoney and Mr David Herlihy, and a second notice from Poltick Pty Ltd and joint venture partner, Mr Jonathan Hamilton (both as trustee and in his personal capacity).

There has been an exceptionally high level of shareholder engagement, with valid proxies received prior to the Meeting from over 900 shareholders representing approximately 89% of the share capital. The board welcomes the input of such a high proportion of the Company's shareholder base.

All resolutions put to shareholders were decided by poll called by the Chairman of the Meeting. Voting was independently scrutinised by the Company's share registry, Link Market Services.

Over 64% of votes cast on the resolutions to remove former Chairman, Mr David Herlihy, and former CEO, Mr Mike Timoney were in favour of their removal as directors. Both Mr Herlihy and Mr Timoney have been removed as directors by shareholders with effect from the end of the Meeting.

Shareholders have voted in support of Mr David Usasz and Ms Tracy Penn who, together with Mr Peter Evans, remain directors of the Company.

While Mr Joao Camacho has not been appointed as a director of the Company at this time, the board acknowledges the significant contributions Mr Camacho makes to the Company.

Chairman, David Usasz said, "Shareholders have today decided who should guide the company as directors during the next phase, and to support the current management team led by CEO, Mr Tony McCormack. New CFO Ms Emma Corcoran has hit the ground running, and our whole team is focused on improving the Company's financial and operating performance, and restoring value for all shareholders."

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EXTRAORDINARY GENERAL MEETING
Wednesday, 22 May, 2019

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	<i>For</i>	<i>Against</i>	<i>Abstain **</i>
1 REMOVAL OF DIRECTOR MS TRACY PENN	22,300,960	26,489,007	2,447,481	402,917	22,764,960 44.17%	28,771,014 55.83%	402,917
2 REMOVAL OF DIRECTOR MR DAVID USASZ	21,605,960	27,178,602	2,447,481	408,322	22,049,960 42.79%	29,480,609 57.21%	408,322
3 REMOVAL OF ADDITIONAL DIRECTORS	20,771,430	25,688,848	5,027,091	152,996	Resolution withdrawn	Resolution withdrawn	Resolution withdrawn
4 ELECTION OF DIRECTOR MR JOAO MANUEL DE OLIVEIRA CAMACHO	23,298,695	25,304,401	2,867,481	149,788	23,762,695 45.90%	28,006,408 54.10%	149,788
5 REMOVAL OF DIRECTOR MR DAVID HERLIHY	28,289,556	15,837,070	2,436,739	5,077,000	30,570,821 65.26%	16,271,070 34.74%	5,097,000
6 REMOVAL OF DIRECTOR MR MIKE TIMONEY	27,841,556	16,266,070	2,446,739	5,086,000	30,132,821 64.34%	16,700,070 35.66%	5,106,000

** - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item