

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **PACIFIC SMILES GROUP LTD**

ACN/ARSN **103 087 449**

1. Details of substantial holder (1)

Name **Spheria Asset Management Pty Ltd**

ACN/ARSN (if applicable) **611 081 326**

The holder became a substantial holder on **19/07/2024**

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)
ORDINARY FULLY PAID	9,396,734	9,396,734	5.89%

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
REFER TO ANNEXURE A		

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
REFER TO ANNEXURE B			

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	
REFER TO ANNEXURE C				

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
N/A	

7. Addresses

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

Name	Address
REFER TO ANNEXURE D	

Signature

print name	MATTHEW BOOKER	capacity	DIRECTOR
sign here		date	22/07/2024

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, money 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.

PACIFIC SMILES GROUP LTD

Annexure A

Holder of relevant interest	Nature of relevant interest	Number of securities	Class of securities
Spheria Asset Management Pty Ltd	Spheria Asset Management Pty Ltd in its capacity as investment manager has the power to control voting and/or disposal of securities.	9,396,734	Ordinary fully paid

This is Annexure "A" as mentioned in form 603 Notice of initial substantial holder



Matthew Booker

Director

Date: 22/07/2024

PACIFIC SMILES GROUP LTD

Annexure B

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Number of securities	Class of securities
Spheria Asset Management	BNP Paribas Nominees Pty Ltd	BNP Paribas Nominees Pty Ltd	1,657,402	Ordinary fully paid
Spheria Asset Management	Citicorp Nominees Pty Ltd	Citicorp Nominees Pty Ltd	3,432,044	Ordinary fully paid
Spheria Asset Management	Northern Trust	Northern Trust	4,307,288	Ordinary fully paid

This is Annexure "B" as mentioned in form 603 Notice of initial substantial holder



Matthew Booker

Director

Date: 22/07/2024

PACIFIC SMILES GROUP LTD**Annexure C**

Holder of relevant interest	Trade Date	Nature of change	Consideration		Number of securities	Class of Securities
			Cash	Non-cash		
Spheria Asset Management Pty Ltd	20/03/2024	Purchase	\$ 179,310.61		108,603	ORDINARY FULLY PAID
As above	5/04/2024	Purchase	\$ 48,893.48		29,996	ORDINARY FULLY PAID
As above	8/04/2024	Purchase	\$ 89,330.52		54,804	ORDINARY FULLY PAID
As above	10/04/2024	Purchase	\$ 1,725,365.28		1,052,052	ORDINARY FULLY PAID
As above	29/04/2024	Purchase	\$ 110,556.36		59,217	ORDINARY FULLY PAID
As above	30/04/2024	Sale	-\$ 2,720,236.64		- 1,454,672	ORDINARY FULLY PAID
As above	30/04/2024	Purchase	\$ 2,720,236.64		1,454,672	ORDINARY FULLY PAID
As above	1/05/2024	Purchase	\$ 100,293.75		53,490	ORDINARY FULLY PAID
As above	2/05/2024	Purchase	\$ 582,336.27		310,994	ORDINARY FULLY PAID
As above	31/05/2024	Purchase	\$ 391,696.86		206,729	ORDINARY FULLY PAID
As above	11/06/2024	Purchase	\$ 55,321.09		29,281	ORDINARY FULLY PAID
As above	12/06/2024	Purchase	\$ 305,163.67		161,861	ORDINARY FULLY PAID
As above	13/06/2024	Purchase	\$ 70,549.15		37,373	ORDINARY FULLY PAID
As above	14/06/2024	Purchase	\$ 135,123.95		71,485	ORDINARY FULLY PAID
As above	12/07/2024	Purchase	\$ 4,059,810.96		2,206,419	ORDINARY FULLY PAID
As above	15/07/2024	Purchase	\$ 23,743.05		12,924	ORDINARY FULLY PAID
As above	16/07/2024	Purchase	\$ 2,557,240.00		1,400,000	ORDINARY FULLY PAID
As above	17/07/2024	Purchase	\$ 1,536,999.75		850,000	ORDINARY FULLY PAID
As above	18/07/2024	Purchase	\$ 830,764.80		461,536	ORDINARY FULLY PAID
As above	19/07/2024	Purchase	\$ 3,895,220.26		2,139,970	ORDINARY FULLY PAID

This is Annexure "C" as mentioned in form 603 Notice of initial substantial holder



Matthew Booker

Director

Date: 22/07/2024

PACIFIC SMILES GROUP LTD

Annexure D

Name	Address
Spheria Asset Management Pty Ltd	Level 19, 307 Queen St, Brisbane QLD 4000, Australia

This is Annexure "D" as mentioned in form 603 Notice of initial substantial holder



Matthew Booker
Director
Date: 22/07/2024