

ASX ANNOUNCEMENT

23 August 2024

Termination of the Scheme Implementation Deed

Pacific Smiles Group Limited (ASX:PSQ) (**Pacific Smiles**) refers to the Scheme Implementation Deed entered into with NDC BidCo Pty Ltd (**NDC**) on 28 April 2024 (as amended) (**SID**), under which NDC agreed to acquire 100% of the shares in Pacific Smiles by way of a scheme of arrangement, subject to all conditions being satisfied or waived (as applicable) (**Scheme**).

As previously announced, the resolution to approve the Scheme was not approved by the requisite majorities at the meeting of Pacific Smiles shareholders held on 8 August 2024.

Pacific Smiles provided notice to NDC of this fact under the terms of the SID, upon which Pacific Smiles and NDC became obliged to consult in good faith to determine whether they could reach agreement with respect to the Scheme proceeding by way of alternative means or methods. No such agreement has been reached.

Pacific Smiles has today provided notice to NDC terminating the SID with immediate effect.

The Board is confident in Pacific Smiles' strategic position and outlook and, together with its management team, will continue to strive to deliver growth in shareholder value.

This announcement was authorised by the Pacific Smiles Board.

ENDS

For further information, please contact:

Investors

Andrew Vidler
Managing Director and Chief Executive Officer
Ph: 02 4930 2000
E: investor.relations@pacificsmiles.com.au

Media

Peter Brookes
Sodali & Co
M: 0407 911 389
E: peter.brookes@sodali.com