



ABN 27 621 105 824
ACN 621 105 824

ASX Announcement
29 March 2019

Smiles Inclusive Limited: Second notice of requisition under 249D

Smiles Inclusive Limited (ASX:**SIL**) confirms receipt of a second notice requisitioning a shareholders' meeting pursuant to section 249D of the Corporations Act from shareholders holding more than 5% of the ordinary shares of the company (**Second Requisition**).

The Second Requisition was received after the close of the market on 28 March 2019 from Poltik Pty. Ltd (which is an entity associated with Mr Lev Mizikovsky) and Mr Jonathan Hamilton (both as trustee and in his personal capacity). Mr Mizikovsky holds a significant number of the Company's shares, and Mr Hamilton is associated with one of the Company's joint venture partners.

The Second Requisition (a copy of which is **enclosed** with this announcement) requests that the Company hold a general meeting to consider resolutions to remove Mr Mike Timoney and Mr David Herlihy as directors.

The Company intends to consider the resolutions set out in the Second Requisition at its general meeting to be held on 22 May 2019.

-ends-

For further information please contact:

David Usasz, Chairman

M +61 408 738 040

E davidu@smilesinc.com.au

28 March 2019

Attn: The Directors
Smiles Inclusive Limited
c/- Talbot Sayer Lawyers
Riverside Centre
Level 27, 123 Eagle Street
Brisbane QLD 4000

By Email:

davidu@smilesinc.com.au
tracy@smilesinc.com.au
david@smilesinc.com.au
mike@smilesinc.com.au
peter.evans@smilesinc.com.au
oliver.talbot@talbotsayer.com.au

Dear Madam and Sirs,

Notice under section 249D of the Corporations Act 2001 (Cth)

I refer to the above matter.

Please find **enclosed** by way of service (with original documents to be delivered to the registered office of the company pursuant to the Corporations Act), a notice of resolution under Section 249D of the Corporations Act (**Notice**) given by members holding more than 5% of the votes that may be cast at a general meeting.

I request that this resolution be put forward at a general meeting.

I look forward to receiving notice of the meeting dealing with the resolution set out in the enclosed Notice.

Yours sincerely



Lev Mizikovsky
Director
Poltick Pty Ltd

NOTICE UNDER SECTION 249D OF THE CORPORATIONS ACT

To: Smiles Inclusive Limited ACN 621 105 824 (**Company**)

From: Poltick Pty. Ltd. ACN 074 315 549
Jonathan Peter Hamilton ATF JJ Property Trust
Jonathan Peter Hamilton
(**Shareholders**)

Date: 28 March 2019

REQUEST FOR GENERAL MEETING OF MEMBERS UNDER SECTION 249D(1) OF THE CORPORATIONS ACT 2001

NOTICE OF INTENTION TO MOVE RESOLUTION TO REMOVE A DIRECTOR UNDER SECTION 203D OF THE CORPORATIONS ACT 2001

The shareholders named below, as registered holders of not less than 5% of the votes that may be cast at a general meeting at the date of this notice (**Shareholders**), hereby:

- A. give the Company notice of the intention to move resolutions 1 and 2 below pursuant to section 203D of the *Corporations Act 2001* (Cth) (**Act**); and
- B. request the Company to call a general meeting pursuant to section 249D of the Act for the purposes of considering, and if thought fit, passing the resolutions set out below (**Proposed Resolution**).

Resolution 1:

That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr David Herlihy be removed as director of the Company with effect from the close of the general meeting of the Company at which this resolution is passed.

Resolution 2:

That pursuant to section 203D of the Corporations Act 2001 (Cth) and for all other purposes, Mr Mike Timoney be removed as director of the Company with effect from the close of the general meeting of the Company at which this resolution is passed.

Date: 28 March 2019

Signatures of the members of the Company who are giving the notice:

Name of Shareholder: Poltick Pty. Ltd. ACN 074 315 549

Witness

Name (print)

Nelly L.
Narelle Lynch

Sole Director/Company Secretary

Name (print)

[Signature]
Lev Mizikovsky

Name of Shareholder: Jonathan Peter Hamilton ATF JJ Property Trust Account

Witness

Name (print)

Signature

Name (print)

Name of Shareholder: Jonathan Peter Hamilton

Witness

Name (print)

Signature

Name (print)

NOTICE UNDER SECTION 249D OF THE CORPORATIONS ACT

To: Smiles Inclusive Limited ACN 621 105 824 (**Company**)

From: Poltick Pty. Ltd. ACN 074 315 549
Jonathan Peter Hamilton ATF JJ Property Trust
Jonathan Peter Hamilton
(**Shareholders**)

Date: 28 March 2019

REQUEST FOR GENERAL MEETING OF MEMBERS UNDER SECTION 249D(1) OF THE CORPORATIONS ACT 2001

NOTICE OF INTENTION TO MOVE RESOLUTION TO REMOVE A DIRECTOR UNDER SECTION 203D OF THE CORPORATIONS ACT 2001

The shareholders named below, as registered holders of not less than 5% of the votes that may be cast at a general meeting at the date of this notice (**Shareholders**), hereby:

- A. give the Company notice of the intention to move resolutions 1 and 2 below pursuant to section 203D of the *Corporations Act 2001* (Cth) (**Act**); and
- B. request the Company to call a general meeting pursuant to section 249D of the Act for the purposes of considering, and if thought fit, passing the resolutions set out below (**Proposed Resolution**).

Resolution 1:

That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr David Herlihy be removed as director of the Company with effect from the close of the general meeting of the Company at which this resolution is passed.

Resolution 2:

That pursuant to section 203D of the Corporations Act 2001 (Cth) and for all other purposes, Mr Mike Timoney be removed as director of the Company with effect from the close of the general meeting of the Company at which this resolution is passed.

Date: 28 March 2019

Signatures of the members of the Company who are giving the notice:

Name of Shareholder: Poltick Pty. Ltd. ACN 074 315 549

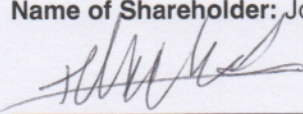
Witness

Sole Director/Company Secretary

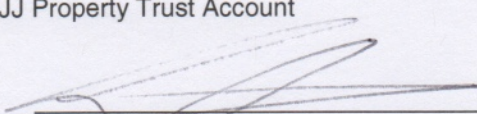
Name (print)

Name (print)

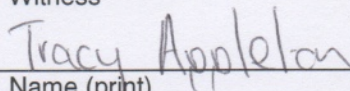
Name of Shareholder: Jonathan Peter Hamilton ATF JJ Property Trust Account



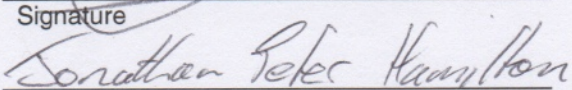
Witness



Signature

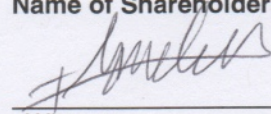


Name (print)

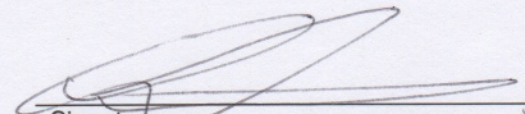


Name (print)

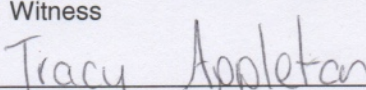
Name of Shareholder: Jonathan Peter Hamilton



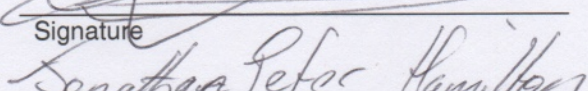
Witness



Signature



Name (print)



Name (print)