



ASX Announcement

21 November 2018

RESULTS OF ANNUAL GENERAL MEETING

Smiles Inclusive Limited (ASX: **SIL**) advises the outcome of resolutions put to shareholders at the company's Annual General Meeting (**AGM**) held today, 21 November 2018. The following resolutions were passed without amendment by the requisite majority on a show of hands:

- Resolution 1 – Adoption of remuneration report;
- Resolution 2 – Election of Tracy Penn as Director;
- Resolution 3 – Election of Peter Evans as Director;
- Resolution 4 – Election of Joshua Lowcock as Director; and
- Resolution 5 – Appointment of Company auditor.

The Board resolved to withdraw the following resolutions prior to commencement of the AGM:

- Resolution 6 – Approval of Employee Share Plan; and
- Resolution 7 – Approval of issue to Tracy Penn under the Plan.

According, no vote was taken on Resolutions 6 and 7. The decision to withdraw these resolutions in respect of the proposed employee share plan has been made following engagement with stakeholders. While the Board continues to see significant benefit in strengthening alignment of key personnel with the interests of shareholders through a long term incentive plan, it does not consider that the employee share plan as described in the notice of AGM should be pursued at this time. Any future long term incentive plan will be established and conducted in accordance with the Corporations Act 2001 (Cth) and the ASX Listing Rules.

In accordance with section 251AA of the Corporations Act 2001 (Cth), details of the resolutions and the proxies received in respect of each resolution are set out in the attached proxy summary.

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For further information, please contact:

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SMILES INCLUSIVE LIMITED ANNUAL GENERAL MEETING

PROXY SNAPSHOT WEDNESDAY 21 NOVEMBER 2018

Proxies at 20/11/2018 06:58

		<u>For</u>	<u>Open</u>	<u>Against</u>	<u>Total Valid Available Votes</u>	<u>As a % of Issued Capital</u>	<u>Abstain¹</u>
Resolution 1 ADOPTION OF REMUNERATION REPORT	Votes Holders Percentage	12,054,151 37 93.11%	624,000 11 4.82%	268,300 11 2.07%	12,946,451	22.35%	6,917 2
Resolution 2 ELECTION OF TRACY PENN AS DIRECTOR	Votes Holders Percentage	20,549,293 51 85.58%	624,000 11 2.60%	2,839,075 5 11.82%	24,012,368	41.45%	0 0
Resolution 3 ELECTION OF PETER EVANS AS DIRECTOR	Votes Holders Percentage	23,387,451 54 97.40%	624,917 12 2.60%	0 0 .00%	24,012,368	41.45%	0 0
Resolution 4 ELECTION OF JOSHUA LOWCOCK AS DIRECTOR	Votes Holders Percentage	23,386,151 53 97.39%	624,917 12 2.60%	1,300 1 .01%	24,012,368	41.45%	0 0
Resolution 5 APPOINTMENT OF COMPANY AUDITOR	Votes Holders Percentage	23,388,368 55 97.40%	623,500 10 2.60%	0 0 .00%	24,011,868	41.45%	500 1

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¹Abstain votes are provided for information only and are not included in the calculation of Total Valid Available Votes

SMILES INCLUSIVE LIMITED ANNUAL GENERAL MEETING

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		<u>For</u>	<u>Open</u>	<u>Against</u>	<u>Total Valid Available Votes</u>	<u>As a % of Issued Capital</u>	<u>Abstain¹</u>
Resolution 6	Votes	10,851,376	623,500	2,877,992	14,352,868	24.77%	500
APPROVAL OF EMPLOYEE SHARE PLAN	Holders	44	10	10			1
	Percentage	75.60%	4.34%	20.05%			
Resolution 7	Votes	10,582,076	623,500	3,146,292	14,351,868	24.77%	1,500
APPROVAL OF ISSUE TO TRACY PENN UNDER THE PLAN	Holders	32	10	21			2
	Percentage	73.73%	4.34%	21.92%			

Securities Selected: SIL, SILESC1, SILESC2, SILESC4

Valid Proxies Lodged: 66

Total Issued Capital: 57,932,900

end of report