

## ASX ANNOUNCEMENT

1 July 2024

### Letter to Pacific Smiles shareholders and dispatch of Scheme Booklet

Pacific Smiles Group Limited (ASX:PSQ) (**Pacific Smiles**) refers to its announcement on 25 June 2024 that the Supreme Court of New South Wales has made orders approving the convening of a meeting of Pacific Smiles shareholders (**Scheme Meeting**) to consider and vote on a resolution to approve the proposed scheme of arrangement under which it is proposed that NDC BidCo Pty Ltd will acquire 100% of the shares in Pacific Smiles (**Scheme**), subject to all applicable conditions being satisfied or waived (as applicable).

Pacific Smiles has today completed the dispatch of the explanatory statement providing information about the Scheme and the Notice of Scheme Meeting (**Scheme Booklet**), which was sent to Pacific Smiles shareholders as follows:

- shareholders who have elected to receive physical communications from Pacific Smiles have been sent a physical copy of the Scheme Booklet and a personalised proxy form;
- shareholders who have elected to receive electronic communications from Pacific Smiles have been sent an email containing similar information to the attached letter as well as a link to access their personalised proxy form; and
- all other shareholders have been sent the attached letter (by post) containing instructions about how to view or download a copy of the Scheme Booklet, together with a personalised proxy form.

The Scheme Booklet (including the Independent Expert's Report) is also available for viewing and downloading at <https://investors.pacificsmilesgroup.com.au/Investors/>.

This announcement was authorised by the Pacific Smiles Board.

**ENDS**

**For further information, please contact:**

Peter Brookes

Morrow Sodali

M: 0407 911 389

E: [p.brookes@morrowsodali.com](mailto:p.brookes@morrowsodali.com)



**Pacific Smiles Group Limited (ASX: PSQ)**  
Level 1, 6 Molly Morgan Drive, Greenhills NSW 2323  
PO Box 2246 Greenhills NSW 2323  
**P:** 02 4930 2000 • **F:** 02 4930 2099  
**E:** [investor.relations@pacificsmiles.com.au](mailto:investor.relations@pacificsmiles.com.au)  
[www.pacificsmilesgroup.com.au](http://www.pacificsmilesgroup.com.au)  
ABN 42 103 087 449 / ACN 103 087 449

1 July 2024

Dear Pacific Smiles shareholder

### **Important Information - Scheme Booklet, Notice of Scheme Meeting and Proxy Form**

As announced by Pacific Smiles Group Limited (ASX: PSQ) (**Pacific Smiles** or the **Company**) to the ASX on 29 April 2024, Pacific Smiles has entered into a Scheme Implementation Deed with NDC BidCo Pty Ltd (**NDC BidCo**) under which NDC BidCo agreed to acquire all of the issued shares in Pacific Smiles for cash consideration of \$1.90 per share by way of scheme of arrangement (less the cash amount of any Permitted Dividend paid, and plus any Ticking Fee which might accrue) (**Scheme**).

The Independent Expert has concluded that the Scheme is fair and reasonable and therefore is in the best interests of Pacific Smiles Shareholders in the absence of a superior proposal.

**The Pacific Smiles Directors unanimously recommend that you vote in favour of the Scheme Resolution**, subject only to no Superior Proposal emerging and the Independent Expert not withdrawing or adversely changing its conclusion that the Scheme is in the best interests of Pacific Smiles Shareholders.

If you recently sold all of your Pacific Smiles Shares, please disregard this letter.

### **Scheme Booklet**

This letter is being sent to you because you have not elected to receive shareholder communications from Pacific Smiles electronically or in hard copy.

Pacific Smiles has prepared a Scheme Booklet explaining the terms of the Scheme and containing an Independent Expert's Report opining on whether the Scheme is in the best interests of Pacific Smiles shareholders, reasons for the Pacific Smiles Directors' voting recommendations and intentions, reasons why you may wish to vote for or against the Scheme, and details of the Scheme Meeting.

A copy of the Scheme Booklet (including the Independent Expert's Report and the Notice of Scheme Meeting) can be viewed and downloaded online at [investors.pacificsmilesgroup.com.au](http://investors.pacificsmilesgroup.com.au) or on Pacific Smiles' ASX Market Announcement page at <https://www2.asx.com.au> under Pacific Smiles' ticker code 'PSQ'. A personalised proxy form is enclosed with this letter.

You can also request a free hard copy of the Scheme Booklet by contacting Pacific Smiles' Share Registry on **1300 288 664** (within Australia) or **+61 2 9698 6414** (outside Australia).

The Scheme Booklet contains important information relating to the Scheme and you are encouraged to read the Scheme Booklet carefully and in its entirety before deciding how to vote on the Scheme Resolution. You are also encouraged to seek independent financial, legal, taxation or other professional advice before making an investment decision in relation to your Pacific Smiles Shares.

Unless otherwise defined, capitalised terms used in this letter have the meaning given in the Scheme Booklet.

### **Scheme Meeting**

The Scheme Meeting will be held at **11:30am (AEST) on Thursday, 1 August 2024:**

- **physically** at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000; and

- **online** at [https://us02web.zoom.us/webinar/register/WN\\_as3PWCsxRgmuv7SchTU3bQ](https://us02web.zoom.us/webinar/register/WN_as3PWCsxRgmuv7SchTU3bQ) (see further details below).

More information about the Scheme Meeting and how to vote is set out in Section 3 of the Scheme Booklet and in the Notice of Scheme Meeting.

**Your vote is important in determine whether or not the Scheme proceeds** and the Pacific Smiles Directors encourage you to vote on the Scheme Resolution.

### **Virtual Meeting**

If you wish to virtually attend the Scheme Meeting, please pre-register in advance for the virtual meeting here: [https://us02web.zoom.us/webinar/register/WN\\_as3PWCsxRgmuv7SchTU3bQ](https://us02web.zoom.us/webinar/register/WN_as3PWCsxRgmuv7SchTU3bQ)

Pacific Smiles Shareholders who do not have an account with Automic are encouraged to register for an account as soon as possible and well in advance of the Scheme Meeting to avoid any delays on the day of the Scheme Meeting. Further details for how to register are included in the Notice of Scheme Meeting.

Pacific Smiles Shareholders attending the Scheme Meeting online will be able to vote (see the 'Attending and voting online' section in the Notice of Scheme Meeting) and ask questions.

Pacific Smiles Shareholders are also encouraged to submit questions in advance of the Scheme Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at [belinda.cleminson@automicgroup.com.au](mailto:belinda.cleminson@automicgroup.com.au) at least 48 hours before the Scheme Meeting.

### **Appointing a proxy**

Enclosed with this letter is your personalised proxy form for the Scheme Meeting.

You may appoint one or two proxies to attend and vote at the Scheme Meeting on your behalf. Further details regarding the appointment of a proxy are set out in the Notice of Scheme Meeting.

Pacific Smiles shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a> .
<b>By post</b>	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>
<b>By fax</b>	Completing the enclosed proxy form and faxing it to +61 2 8583 3040 (both within and outside Australia).

Your Proxy instruction must be received by no later than 11:30am (AEST) on 30 July 2024, being 48 hours before the commencement of the Scheme Meeting. **Proxy Forms received later than this time will be invalid.** If the Scheme Meeting is adjourned, proxy forms must be received by the Registry at least 48 hours before the resumption of the Scheme Meeting in relation to the resumed part of the Scheme Meeting.

**The Chair intends to vote all valid undirected proxies which appoint (or are taken to appoint) in favour of the Scheme Resolution.**

### **Further questions**

For more information, please refer to the Scheme Booklet (which includes the Independent Expert's Report and the Notice of Scheme Meeting).

You may also call the Pacific Smiles Shareholder Information Line on **1300 367 804** (within Australia) or **+61 2 9066 6162** (outside Australia) any time between 8:30am and 5:30pm (AEST) on Monday to Friday (excluding public holidays).

For more information about your individual financial or tax circumstances, please consult your independent advisers.

On behalf of the Pacific Smiles Board, I thank you for your ongoing support of Pacific Smiles. I look forward to your participation at the Scheme Meeting.

Yours faithfully,

Zita Peach  
Chairperson  
Pacific Smiles Group Limited