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ASX ANNOUNCEMENT

Pacific Smiles Group Limited (ASX: PSQ)

7 November 2022

Notice Received Under Section 249D of the Corporations Act

Pacific Smiles Group Limited (ASX: PSQ) (the “**Company**”) advises that it has received a notice under section 249D of the *Corporations Act 2001* (Cth) (**s249D Notice**) on 4 November 2022 from Dr Alexander J Abrahams stating that he holds more than 5% of the shares in the Company.

The s249D Notice requests the convening of a general meeting of the Company to consider the following ordinary resolutions for the removal of each of the current seven (7) directors of the Company and the proposed appointment of four (4) new directors, including Dr Abrahams:

1. *“That, pursuant to, and in accordance with, section 203D of the Corporations Act 2001 (Cth), and the Company’s constitution, Zita Peach be removed as a director of the Company with immediate effect from the close of the general meeting.”*
2. *“That, pursuant to, and in accordance with, section 203D of the Corporations Act 2001 (Cth), and the Company’s constitution, Phillip McKenzie be removed as a director of the Company with immediate effect from the close of the general meeting.”*
3. *“That, pursuant to, and in accordance with, section 203D of the Corporations Act 2001 (Cth), and the Company’s constitution, Mark Alan Bloom be removed as a director of the Company with immediate effect from the close of the general meeting.”*
4. *“That, pursuant to, and in accordance with, section 203D of the Corporations Act 2001 (Cth), and the Company’s constitution, Hilton Brett be removed as a director of the Company with immediate effect from the close of the general meeting.”*
5. *“That, pursuant to, and in accordance with, section 203D of the Corporations Act 2001 (Cth), and the Company’s constitution, Simon Andrew Rutherford be removed as a director of the Company with immediate effect from the close of the general meeting.”*
6. *“That, pursuant to, and in accordance with, section 203D of the Corporations Act 2001 (Cth), and the Company’s constitution, Scott Bryan Kalniz be removed as a director of the Company with immediate effect from the close of the general meeting.”*
7. *“That, pursuant to, and in accordance with, section 203D of the Corporations Act 2001 (Cth), and the Company’s constitution, Andrew Stuart Knott be removed as a director of the Company with immediate effect from the close of the general meeting.”*
8. *“That, pursuant to, and in accordance with, section 203D of the Corporations Act 2001 (Cth), and the Company’s constitution, each person appointed as a director of the Company on or after 3 October 2022 and prior to the closing of this meeting (excluding any director elected at the general meeting) be removed as a director of the Company with effect from the close of the general meeting.”*

9. *“That Alexander J Abrahams, having consented to act, be elected as a director of the Company with effect from the close of the general meeting.”*
10. *“That Robin Low, having consented to act, be elected as a director of the Company with effect from the close of the general meeting.”*
11. *“That Susan Massasso, having consented to act, be elected as a director of the Company with effect from the close of the general meeting.”*
12. *“That Navroop Singh, having consented to act, be elected as a director of the Company with effect from the close of the general meeting.”*

Following receipt of the s249D Notice, the Board must call a general meeting within 21 days and hold that meeting within two months of such receipt. A related notice of meeting will be circulated to shareholders in due course.

The Company has also received an application from Mr Abrahams in accordance with section 173(3A) of the *Corporations Act 2001* (Cth) for a copy of the register of members of the Company with the stated intention of communicating with members about the proposal to reconstitute the Board (“Application”).

Response from Pacific Smiles Group Board

The Board of Pacific Smiles tried to engage with Dr Abrahams upon understanding his intention to send the 249D Notice. Pacific Smiles Group Chair, Zita Peach, said it was disappointing that the Notice, if not withdrawn, would bring about an extraordinary general meeting in such close proximity to the company’s AGM on 22 November.

“It means considerable cost and disruption just at the time the Board and management are focused on capturing the benefits of improved trading conditions post-Covid,” Ms Peach said.

“We believe the current group strategy offers significant potential for shareholder value uplift and that the current Board have the right skill-sets to work with management on delivering this value creation. We will vigorously oppose the proposed changes to the Board at the extraordinary general meeting, if it proceeds to that,” Ms Peach said.

The Board of Pacific Smiles continues to encourage Dr Abrahams to withdraw his 249D Notice and remain open to engaging with him and any shareholder with perspectives that could benefit Pacific Smiles.

If the s249D Notice is not withdrawn, the Company will comply with its obligation to convene an extraordinary general meeting to vote on the proposed resolutions.

The Board of Pacific Smiles remain focused on optimising value for all shareholders.

Authorised for release by the Board of Directors.

For further information, please contact:

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