



**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

## **ASX ANNOUNCEMENT**

### **Pacific Smiles Group Limited (ASX: PSQ)**

20 October 2023

### **ANNUAL GENERAL MEETING**

Pacific Smiles Group Limited (ASX: PSQ) advises that the Annual General Meeting (AGM) will be held at 4:30pm (AEDT) on Wednesday 22 November 2023 at Level 5, 126 Phillip Street, Sydney NSW 2000 and as a virtual meeting.

In accordance with Listing Rule 3.17, attached are the following documents:

- A Letter to Shareholders;
- Notice of Annual General Meeting; and
- Proxy Form

Authorised for release by the Company Secretary.

For further information, please contact:

#### **Investor Relations**

Paul Robertson

Interim Chief Executive Officer

Email: [investor.relations@pacificsmiles.com.au](mailto:investor.relations@pacificsmiles.com.au)

Phone: 02 4930 2000



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  
[www.pacificsmilesgroup.com.au](http://www.pacificsmilesgroup.com.au)  
ABN 42 103 087 449 / ACN 103 087 449

20 October 2023

Dear Shareholder

### **Annual General Meeting – Notice and Proxy Form**

Notice is hereby given that the Annual General Meeting (**AGM**) of Pacific Smiles Group Limited (ASX: PSQ) (**PSQ** or the **Company**) will be held as a hybrid meeting (**Meeting**) at 4:30pm AEDT on Wednesday, 22 November 2023, with shareholders able to attend physically at the offices of Automic Group Level 5, 126 Phillip Street, Sydney NSW 2000 or virtually.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please see the enclosed letter.

The Notice of Meeting is being made available to shareholders electronically and can be viewed and downloaded online at the following link: [investors.pacificsmilesgroup.com.au](http://investors.pacificsmilesgroup.com.au). Alternatively, the Notice of Meeting will be posted on the Company's ASX market announcement page (ASX: PSQ).

This Notice is given based on circumstances as at the date of this letter. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at [www.pacificsmilesgroup.com.au](http://www.pacificsmilesgroup.com.au). Shareholders are urged to monitor the ASX announcements platform and the Company's website.

### **Virtual Meeting**

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:  
[https://us02web.zoom.us/webinar/register/WN\\_LI6GL3ORS7aUikmKnex3SQ](https://us02web.zoom.us/webinar/register/WN_LI6GL3ORS7aUikmKnex3SQ)

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Meeting.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section in the Notice of Meeting) and ask questions.

Shareholders are also encouraged to submit questions in advance of the 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 Meeting.

### **Your vote is important**

The business of the Meeting affects your shareholding, and your vote is important.

To vote by proxy please use one of the following methods:

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Shareholders attending the meeting virtually and wishing to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting. Alternatively, 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.
<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: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

**The Chair intends to vote all open proxies in favour of resolutions 1 to 6 and AGAINST resolution 7, where permitted.**

Yours faithfully,

Belinda Cleminson  
Company Secretary



Pacific Smiles Group Limited | ACN 103 087 449

All Registry Communication to:



GPO Box 5193, Sydney NSW 2001

1300 288 664 (within Australia)

+61 2 9698 5414 (international)

hello@automicgroup.com.au

www.automicgroup.com.au

Dear Shareholder,

### Your right to elect to receive documents electronically or physically

The Corporations Amendment (Meetings and Documents) Act 2022 (**Amendment Act**) includes a new requirement for public companies and listed companies to give shareholders notice of their right to elect to be sent documents electronically or physically by the company in section 110K of the Corporations Act.

There are new options for how Pacific Smiles Group Limited shareholders receive communications. Pacific Smiles Group Limited will no longer send physical meeting documents unless a shareholder requests a copy to be mailed.

### Providing your email address to receive shareholder communications electronically

Pacific Smiles Group Limited encourages all shareholders to provide an email address so we can provide investor communications electronically when they become available online, which includes items such as meeting documents and annual reports.

By providing your email address, you will:

- Support the company by reducing the cost of mailing/postage
- Receive your investor communications faster and in a more secure way
- Help the environment through the need for less paper

### How do I update my communications preferences?

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your communication preferences at <https://investor.automic.com.au/>

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit <https://investor.automic.com.au/> or contact our share registry:

**Telephone (within Australia):** 1300 288 664

**Telephone (outside Australia):** +61 2 9698 5414

**Email:** [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

**Website:** <https://investor.automic.com.au/>

The Board of Directors thank you for your support.

Yours sincerely,

**Belinda Cleminson | Company Secretary**  
**Pacific Smiles Group Limited**

**A SIMPLE EXPERIENCE FOR  
MANAGING YOUR HOLDINGS  
VISIT:**

**[HTTPS://INVESTOR.AUTOMIC.COM.AU](https://investor.automic.com.au)**



[DOWNLOAD THE QR READER APP ON YOUR  
SMARTPHONE OR TABLET, TO SIMPLY SCAN THE  
BARCODE ABOVE]

- ✓ **Fast and Simple**  
Update details in real-time, including address, Tax File Number/Australian Business Number, banking details and communication preferences
- ✓ **Consolidated Holdings**  
View and manage all holdings in the one place
- ✓ **Secure and Convenient**  
View and print all available shareholder communications and statements
- ✓ **Vote Online**  
Vote online for upcoming Meetings
- ✓ **View your Activity**  
View holding balances, transactions and payment history

**Pacific Smiles Group Limited**  
Level 1, 6 Molly Morgan Drive  
Green Hills NSW 2323  
ACN: 103 087 449

[Investor.relations@pacificsmiles.com.au](mailto:Investor.relations@pacificsmiles.com.au)  
[www.pacificsmilesgroup.com.au](http://www.pacificsmilesgroup.com.au)



# Pacific Smiles Group Limited

## **Notice of 2023 Annual General Meeting**

Explanatory Statement | Proxy Form

Wednesday, 22 November 2023

**4:30PM AEDT**

**Virtual Meeting & held at**

Automic Group  
Level 5, 126 Phillip Street  
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

# Contents

Venue and Voting Information	2
Notice of Annual General Meeting – Agenda and Resolutions	5
Notice of Annual General Meeting – Explanatory Statement	9
Glossary	16
Annexure A – Summary of the Long Term Incentive Plan	Attached
Proxy Form	Attached

## Important Information for Shareholders about the Company's 2023 AGM

This Notice is given based on circumstances as at 20 October 2023. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://investors.pacificsmilesgroup.com.au/Investors/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at **4:30pm AEDT on 22 November 2023** at Automic Group, Level 5, 126 Phillip St, Sydney NSW 2000 and as a virtual meeting (**Meeting**).

To be able to hold this Meeting at both a physical and virtual venue, the Company is relying upon s249R(b) of the Corporations Act.

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

[https://us02web.zoom.us/webinar/register/WN\\_LI6GL3ORS7aUikmKnex3SQ](https://us02web.zoom.us/webinar/register/WN_LI6GL3ORS7aUikmKnex3SQ)

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice of Meeting below) and ask questions at the virtual meeting.

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

Questions must be submitted in writing to Belinda Cleminson at [belinda.cleminson@automicgroup.com.au](mailto:belinda.cleminson@automicgroup.com.au) at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

## Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

## Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

## Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online meeting platform powered by Automic.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link [investor.automic.com.au](https://investor.automic.com.au) and then clicking on “**register**” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps.
5. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen.
6. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

## Voting by proxy

To vote by proxy, please use 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: Login to 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>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	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>

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.



# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Pacific Smiles Group Limited ACN 103 087 449 will be held at 4:30pm AEDT on Wednesday 22 November 2023 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 and as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm AEDT on Monday, 20 November 2023.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Agenda

### Ordinary business

#### Financial statements and reports

*"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."*

**Note:** This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

## Resolutions

### Remuneration Report

#### 1. **Resolution 1** – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2023."*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons)

(collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

## **Election and Re-election of Directors**

### **2. Resolution 2 – Election of Steven Rubic as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That Steven Rubic, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution, be elected as a Director of the Company, effective immediately."*

### **3. Resolution 3 – Election of Jodie Leonard as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That Jodie Leonard, a Director appointed as an additional Director and holding office until the next general meeting of the Company after her appointment in accordance with the Company's Constitution, be elected as a Director of the Company, effective immediately."*

### **4. Resolution 4 – Election of Giselle Collins as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That Giselle Collins, having consented to act, be elected as a Director of the Company, with effect from the close of the meeting."*

### **5. Resolution 5 – Re-election of Dr Scott Kalniz as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That Dr Scott Kalniz, a Director who retires by rotation in accordance with the Company's Constitution, and being eligible offers himself for re-election as a Director of the Company, effective immediately."*

## **Adoption of Employee Incentive Plan**

### **6. Resolution 6 – Adoption of the Long Term Incentive Plan**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), and for all other purposes, the Shareholders of the Company approve the adoption of the Long Term Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is eligible to participate in the Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) the proxy is either:
  - (i) a member of the Company’s Key Management Personnel; or
  - (ii) a closely related party of a member of the Company’s Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company’s Key Management Personnel.

## **Conditional Item**

### **7. Resolution 7 – Board Spill Meeting (Conditional Item)**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Remuneration Report:*

- (1) an extraordinary general meeting of the Company (the **Spill Meeting**) be held within 90 days of the passing of this resolution;*
- (2) all of the Directors in office (excluding the Managing Director) when the resolution to make the Directors’ Report for the financial year ended 30 June 2023 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (3) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Section 250V meeting.*

*In accordance with Section 250V(2) of the Corporations Act 2001 (Cth), Resolution 7 will only be put to the 2023 Annual General Meeting if at least 25% of the votes cast on Resolution 1 are cast against it.”*

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 7 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (KMP), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **BY ORDER OF THE BOARD**

Belinda Cleminson  
Company Secretary

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 4:30pm AEDT on 22 November 2023 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 and as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

## Agenda

### **Ordinary business**

#### Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://investors.pacificsmilesgroup.com.au/Investors/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

#### **Written questions of the auditor**

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Wednesday, 15 November 2023.

# Resolutions

## **Remuneration Report**

### **Resolution 1 – Adoption of Remuneration Report**

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://investors.pacificsmilesgroup.com.au/Investors/?page=home>.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

At the Company's 2022 Annual General Meeting, the Company received a "first strike" where more than 25% of the votes cast were cast against the adoption of the 2022 Remuneration Report. Under the "two strikes" rule, if 25% or more of the votes cast at the 2023 Annual General Meeting are cast against the adoption of the 2023 Remuneration Report, the Company will receive a "second strike" and the Company will be required to put Resolution 7 to the 2023 Annual General Meeting.

#### **Voting**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

## **Election and Re-Election of Directors**

### **Resolution 2 – Election of Steven Rubic as Director**

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Steven Rubic was appointed as an additional Director of the Company on 8 May 2023 and has since served as a Director of the Company.

Under this Resolution, Steven Rubic seeks election as a Director of the Company at this AGM.

Steven has over 30 years of healthcare Executive leadership experience including CEO roles at Healthscope, I-MED Radiology Network and St Vincent's & Mater Health. Steven is currently a Non-Executive Director of Healthscope and the Mercy Partners and was previously the Chair of Monte Sant' Angelo Mercy College, and formerly a Board Director of the Garvan Institute of Medical Research, the Chris O'Brien Lifehouse, the Macquarie University Council and the NSW Private Hospitals Association. He has worked closely with Boards and private equity firms over the last 11 years, growing a number of businesses with a focus on commercial outcomes and delivering strong returns to shareholders.

#### **Directors' recommendation**

The Directors (excluding Steven Rubic) recommend that Shareholders vote **for** this Resolution.

### **Resolution 3 – Election of Jodie Leonard as Director**

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Jodie Leonard was appointed as an additional Director of the Company on 8 May 2023 and has since served as a Director of the Company.

Under this Resolution, Jodie Leonard seeks election as a Director of the Company at this AGM.

Jodie is an experienced Non-Executive Director and Remuneration Committee Chair of ASX listed and public companies. Her portfolio focusses on scaling companies for growth and transforming business models to drive profitability. She has a deep understanding of ASX and regulated entity governance and has also chaired both Risk and Audit committees. Jodie has Executive expertise in strategic planning, digital innovation, and marketing across a diverse range of industries including technology, banking & financial services, consumer goods, media, and travel & tourism. She previously held Chief Marketing Officer and corporate strategy roles in blue chip companies including General Electric, British Airways, Telstra, Nine Network, Unilever and Colgate, during which time she worked in global oral care in New York. She has also served on a range of public Boards including the RACV, Beyond Bank Australia, Kinetic Superannuation Ltd and Great Ocean Road Coast & Parks Authority and is currently also on the Board of Barwon Region Water Corporation.



Jodie is a Fellow of the Australian Institute of Company Directors and holds a Bachelor of Business from University of Western Sydney and is a member of Chief Executive Women.

#### **Directors' recommendation**

The Directors (excluding Jodie Leonard) recommend that Shareholders vote **for** this Resolution.

### **Resolution 4 – Election of Giselle Collins as Director**

Under this Resolution, Giselle Collins seeks election as a Director of the Company at this AGM.

Giselle Collins is a Director with significant executive experience in property, tourism and financial services as well as having worked in professional services with KPMG in Sydney, London and Zug, Switzerland.

Giselle's past board experience includes being the Chairman of Aon Superannuation, Chairman of the Travelodge Hotel Group and Chairman of the Heart Research Institute, as well as having served on the Boards of BIG4 Holiday Parks, Vinomofo, ASX listed Peak Rare Earths and the Royal Australian Institute of Architects.

Giselle is currently Chairman of Hotel Property Investments (ASX:HPI) as well as a non-executive Director on the ASX listed Boards of Generation Development Group (ASX:GDG) and Cooper Energy (ASX:COE). Giselle is also Chairman of the Responsible Entity for AMP's registered managed investment schemes and a Trustee of the Royal Botanic Gardens and Domain Trust until December this year when her term ends.

Giselle is a Graduate Member of the Australian Institute of Company Directors and a Member of Chartered Accountants Australia and New Zealand. Giselle has a Bachelor of Economics degree from the University of Sydney and a Graduate Diploma in Applied Finance and Investments from the Securities Institute of Australia.

#### **Directors' recommendation**

The Directors recommend that Shareholders vote **for** this Resolution.

### **Resolution 5 – Re-election of Dr Scott Kalniz as Director**

The Company's Constitution requires that at the Company's annual general meeting, one third of the Directors shall retire from office. A Director shall not hold office for a period in excess of three years or past the third annual general meeting following their appointment. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

Dr Scott Kalniz was appointed a Director of the Company on 28 January 2021.

Under this Resolution, Dr Kalniz has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Dr Kalniz has over 25 years of dental industry experience in the United States. Scott's current role is Chief Dental Officer and VP of Network Development at Beam Benefits, an employee benefits company. Scott is also a director on the following private equity boards: Signature Dental Partners, Premier Dentist Partners and Smiles America Partners. He started his career as a practicing dentist with a single location practice and purchased a number of other dental practices, eventually selling his group to North American Dental. At North American Dental, he helped grow the business to over 50 locations. Dr Kalniz then partnered with a private equity firm, as CEO and Chief Dental Officer, to create a new Chicago headquartered Dental Services Organisation (DSO), Elite Dental Partners. In under 5 years, the business grew to over 110 locations in 12 states. Dr Kalniz retired from the Board of Elite Dental Partners in September 2020.



### **Directors' recommendation**

The Directors (excluding Dr Scott Kalniz) recommend that Shareholders vote **for** this Resolution.

## **Adoption of Employee Incentive Plan**

### **Resolution 6 – Adoption of the Long Term Incentive Plan**

#### **Background**

The Company's Long Term Incentive Plan (**Incentive Plan**) was last approved by Shareholders of the Company on at the 2020 AGM. As of the date of this Meeting, more than three years would have lapsed since this date. Accordingly, the Company seeks Shareholder approval to re-adopt the Incentive Plan for the purposes set out in this Explanatory Statement.

The Incentive Plan will enable the Company to provide variable remuneration that is performance focused and linked to long-term value creation for Shareholders, to employees whose behaviour and performance have a direct impact on the Group's long-term performance. The issue of securities under the Incentive Plan to eligible employees will create alignment between the interests of employees and Shareholders.

A summary of the key terms of the Incentive Plan is set out in Annexure A and a copy of the rules of the Incentive Plan is available upon request from the Company.

#### **ASX Listing Rules**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

Since the Incentive Plan was last approved by Shareholders on 18 November 2020, the Company advises that it has issued 3,956,338 (excluding Performance Rights issued with shareholder approval) Performance Rights. If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 7,979,097 (which represents 5% of the issued capital) Performance Rights under the Incentive Plan during the three-year period following approval (for the purposes of exception 13).

#### **Directors Recommendation**

The Board of Directors recommend that Shareholders vote **for** this Resolution.

## **Conditional Item**

### **Resolution 7 – Board Spill Meeting (Conditional Item)**

#### **Background**

At last year's Annual General Meeting, more than 25% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report and the Company received a "first strike".

Resolution 7 is a conditional resolution and will only be put to the 2023 Annual General Meeting if at least 25% of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report for the financial year ended 30 June 2023. If less than 25% of the votes are cast against adopting the Remuneration Report, then there will be no “second strike” and Resolution 7 will not be put to the 2023 Annual General Meeting.

If Resolution 7 is put, the Board Spill Meeting Resolution will be considered as an Ordinary Resolution. This Resolution is in accordance with section 250V of the Corporations Act. If the Spill Resolution is put to the 2023 Annual General Meeting and passed, an extraordinary meeting of shareholders (known as a ‘Spill Meeting’) will be held within 90 days of that resolution being passed at the Annual General Meeting in order to consider the composition of the Board. In the event a Spill Meeting is required, a separate notice of meeting will be distributed to Shareholders with details about those persons that will seek election as Directors of the Company at the Spill Meeting.

At the Spill Meeting, all of the Directors who were in office when the Board resolution to approve the Company’s 2023 Directors’ Report was passed, will cease to hold office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting.

The Directors who were in office when the Board resolution to approve the 2023 Directors’ Report was passed and that would be required to stand for re-election at the Spill Meeting are Ms Zita Peach, Mr Mark Bloom, Mr Simon Rutherford, Dr Scott Kalniz, Ms Jodie Leonard and Mr Steven Rubic.

Subject to Mr Rubic, Ms Leonard and Dr Kalniz being re-elected under Resolutions 2, 3 and 5, they will still be required to vacate office and stand for re-election at the Spill Meeting if Resolution 7 is passed. If any additional Directors were to be appointed before the Spill Meeting, they would not need to stand for election at the Spill Meeting to remain in office. The Company notes that the Corporations Act contains provision which will ensure that the Company has at least 3 directors following the Spill Meeting.

The Directors listed above are those who held office on 23 August 2023 when the Directors’ Report (including the Remuneration report) for the year ended 30 June 2023 was approved.

The Board considers the following factors to be relevant to a Shareholder’s decision on how to vote on this Item:

- The Board’s response to the first strike received at the 2022 Annual General Meeting, which is set out in the 2023 Annual Report;
- Loss of Directors’ leadership, skills and knowledge – the Company has benefited from the clear focus and leadership the Board has provided to the business. There is no assurance that the current Non-Executive Directors would stand for re-election or be re-elected at the Spill Meeting. This creates significant risk that the governance of the Company would be disrupted and creates a real challenge to engage new Directors with the skills and knowledge expected of members of the Board;
- Disruption to the Company – if the Spill Resolution is passed, this will create additional costs, instability in leadership and potentially negatively impact the Company’s ability to implement its short term strategic objectives. The Board has been integral in overseeing this strategy.

### **Directors’ Recommendation**

The Board of Directors recommend Shareholders vote **AGAINST** this Resolution.

## Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

# Glossary

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**Annual Financial Report** means the 2023 Annual Report to Shareholders for the period ended 30 June 2023 as lodged by the Company with ASX on 24 August 2023.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of KPMG dated 23 August 2023 as included in the Annual Financial Report.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means Pacific Smiles Group Limited ACN 103 087 449.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Dollar** or "**\$**" means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Incentive Plan** means the employee incentive scheme entitled "Long Term Incentive Plan".

**KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general

meeting dated 20 October 2023 including the Explanatory Statement.

**Option** means an option which, subject to its terms, could be exercised into a Share.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Performance Right** means a performance right which, subject to its terms, could convert to a Share.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Remuneration Report** means the remuneration report as set out in the Annual Financial Report.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

**Securities** mean Shares and/or Options (as the context requires).

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means Automic Pty Ltd.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Spill Meeting** means the meeting that may be convened within 90 days of the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

**VWAP** means the volume weighted average market (closing) price, with respects to the price of Shares.

## Annexure A – Summary of the Long Term Incentive Plan

The Board, in its absolute discretion, may invite employees and other eligible personnel of the Company to participate in the Incentive Plan.

The key terms of the Incentive Plan, are set out in the below.

Administration	The Incentive Plan is administered by the Board. The Board may appoint a third party manager to administer the Incentive Plan.
Eligibility	Participation of the Incentive Plan is by invitation. The Board may determine which full or part-time employees of the Company, or a subsidiary of the Company, are eligible
Award	A performance right and or option will vest on satisfaction of the application performance, service or other vesting conditions specified at the time of the grant. While the Incentive Plan rules provides the flexibility for the Company to issue performance rights and or options
Change of Control	In the event of a change in control of the Company, unvested performance rights and options will vest on a pro-rata basis based on the proportion of the performance period which has elapsed at the date of the change of control. The Board had discretion as to how to treat remaining invested performance rights.
Performance Rights	Each performance right carries the conditional right to receive a share, by issue or transfer, upon vesting (subject to the offer).
Performance Period	The performance period will be specified in the offer.
Shares	Unless otherwise specified in an offer made under the Incentive Plan, Shares issued or transferred under Incentive Plan will rank equally with all existing shares from the date of issue or transfer.
New Issues	Performance rights and/or options do not confer on a participant the right to participate in new issues of shares or other securities in the Company, including by way of bonus issues, rights issues or otherwise.
Limitations	The number of shares to be received upon the exercise of performance rights and/or options under the Incentive Plan, when aggregated with the number of shares which would be issued where each outstanding offer under the plan and any other employee equity scheme accepted or exercised, and the number of shares issued under such as scheme during the previous five years (excepting offers made and performance rights granted under certain circumstances), may not exceed 5% of the total number of issued shares at the time of the invitation.
Trustee	The Company may appoint a trustee to do such things as considered appropriate to enable the implementation of the Incentive Plan, included to acquire and hold shares or other securities of the Company, on behalf of participants, for transfer to future participants or otherwise for the purposes of the Incentive Plan.
Quotation	The Company will apply for official quotation of any shares issued under

the Incentive Plan upon the exercise of any vested option or the vesting of any performance rights, in accordance with the Listing Rules.

#### Amendments

The Company may vary, amend, terminate or suspend the Incentive Plan at any time, provided that such action does not adversely affect or prejudice rights of participants holding performance rights and/or options at that time. Such amendments may be given retrospective effect.

Your proxy voting instruction must be received by **4.30pm (AEDT) on Monday, 20 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

##### WEBSITE:

<https://automicgroup.com.au/>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



