

ASX ANNOUNCEMENT

25 June 2024

Court approves distribution of the Scheme Booklet and convening of the Scheme Meeting

Independent Expert concludes the Scheme is in the best interests of Pacific Smiles Shareholders

Pacific Smiles Group Limited (ASX:PSQ) (**Pacific Smiles**) is pleased to provide the following update on the proposed scheme of arrangement under which it is proposed that NDC BidCo Pty Ltd, a wholly owned subsidiary of NDC HoldCo Pty Ltd (which operates the National Dental Care centres), will acquire 100% of the shares in Pacific Smiles (**Scheme**).

Court orders

The Supreme Court of New South Wales has today made orders:

- that Pacific Smiles convene a meeting of Pacific Smiles shareholders (**Scheme Meeting**) to consider and vote on the resolution to approve the Scheme (**Scheme Resolution**); and
- approving the distribution of an explanatory statement providing information about the Scheme and the Notice of Scheme Meeting (**Scheme Booklet**) to Pacific Smiles shareholders.

Independent Expert's Report and Directors' recommendation

The Scheme Booklet attaches a copy of the Independent Expert's Report prepared by Deloitte Corporate Finance Pty Limited (**Independent Expert**). The Independent Expert has concluded the Scheme is fair and reasonable and therefore in the best interests of Pacific Smiles shareholders, in the absence of a superior proposal.

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

Scheme Booklet

The Scheme Booklet is expected to be registered with the Australian Securities and Investments Commission on 26 June 2024, following which the Scheme Booklet (including the Independent Expert's Report) will be released to ASX and available for viewing and download at the Company's website at <https://investors.pacificsmilesgroup.com.au/Investors/>.

The Scheme Booklet will be dispatched to Pacific Smiles shareholders on or around 1 July 2024 as follows:

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

Pacific Smiles shareholders should carefully read the Scheme Booklet in its entirety, including the materials accompanying it, before making a decision on whether or not to vote in favour of the Scheme Resolution.

If, after reading the Scheme Booklet, you have any questions about the Scheme or the Scheme Booklet, please contact the Pacific Smiles Shareholder Information Line on 1300 367 804 (within Australia) or +61 2 9066 6162 (outside Australia) between 8:30am and 5:30pm (AEST), Monday to Friday (excluding public holidays).

Scheme Meeting

The Scheme Meeting is scheduled to be held at 11:30am (AEST) on 1 August 2024 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 and online at https://us02web.zoom.us/webinar/register/WN_as3PWCsxRgmuv7SchTU3bQ.

All Pacific Smiles shareholders registered as at 7:00pm (AEST) on 30 July 2024 will be entitled to vote at the Scheme Meeting.

All Pacific Smiles shareholders are strongly encouraged to vote either by completing and returning the proxy form or alternatively by attending the Scheme Meeting in person, attending online or by proxy, attorney, or corporate representative. The Scheme Booklet provides information on how to lodge your proxy form (if applicable).

Indicative timetable

The key dates expected for the Scheme are set out below.

Event	Date and Time
Last time for proxy forms to be received for the Scheme Meeting	11:30am (AEST) on 30 July 2024
Last time for determining eligibility to vote at the Scheme Meeting	7:00pm (AEST) on 30 July 2024
Scheme Meeting	11:30am (AEST) on 1 August 2024
Second Court Hearing	3:00pm (AEST) on 2 August 2024
Effective Date	5 August 2024
Scheme Record Date	7:00pm (AEST) on 12 August 2024
Implementation Date	19 August 2024

Please note that all of the above times and dates are indicative only and subject to change. Any changes will be announced by Pacific Smiles to the ASX.

This announcement was authorised by the Pacific Smiles Board.

ENDS

For further information, please contact:

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