

## ASX ANNOUNCEMENT

25 July 2024

### Shareholder postcard in respect of the NDC Scheme

Pacific Smiles Group Limited (ASX:PSQ) (**Pacific Smiles**) is in the process of dispatching of a postcard communique to Pacific Smiles Shareholders in respect of the scheme of arrangement under which NDC BidCo Pty Ltd (**NDC BidCo**) proposes to acquire 100% of the shares in Pacific Smiles (**Scheme**), subject to all applicable conditions being satisfied or waived (as applicable).

The postcard has been, or will shortly be, dispatched to Pacific Smiles Shareholders in the same manner as the Scheme Booklet released to the ASX on 26 June 2024.<sup>1</sup> A copy of the postcard is attached to this announcement.

The Pacific Smiles Directors continue to unanimously recommend that Pacific Smiles Shareholders vote in favour of the Scheme, 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.

#### **Your vote is important in determining whether or not the Scheme proceeds.**

Genesis Capital Manager I Pty Ltd has indicated that it will vote against the Scheme as presently formulated. **It is possible that the Scheme can still be** passed by the Requisite Majorities if substantially all the remaining Pacific Smiles Shareholders vote in favour of the Scheme Resolution prior to or at the Scheme Meeting. Accordingly, **the Pacific Smiles Directors strongly encourage you to vote.**

Shareholders may vote on the Scheme Resolution by:

- lodging a proxy form by no later than 11:30am (AEST) on 30 July 2024 by following the instructions on your proxy form;
- attending the Scheme Meeting in person or online on 1 August 2024; or
- attending the Scheme Meeting by proxy, attorney or corporate representative.

Further details as to how to vote on the Scheme Resolution are set out in section 3 of the Scheme Booklet and in the proxy form dispatched to Pacific Smiles Shareholders on or around 1 July 2024.

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<sup>1</sup> Capitalised terms in this announcement have the meaning given in the Scheme Booklet, unless the context otherwise requires.

If 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).

This announcement was authorised by the Pacific Smiles Board.

**ENDS**

**For further information, please contact:**

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**SCHEME MEETING  
1 AUGUST 2024**

# YOUR VOTE MATTERS!

## 2 EASY STEPS

**PACIFIC  
SMILES GROUP**

**1**

**Click here** to download  
Scheme Booklet

<https://investors.pacificsmilesgroup.com.au/DownloadFile.axd?file=/Report/ComNews/20240626/02821280.pdf>

**2**

**Click here** to vote  
**NOW** via proxy

<https://investor.automic.com.au/#/loginsah>



**Vote Online by 11:30am (AEST)  
on Tuesday, 30 July 2024**

- NDC has agreed to acquire 100% of the shares in Pacific Smiles for \$1.91 per share in cash via Scheme of Arrangement (**Scheme**), subject to all applicable conditions being satisfied or waived (as applicable) including Pacific Smiles shareholders voting in favour of the Scheme.
- This is NDC's best and highest price and will not be increased absent a third party making or proposing a higher or superior proposal or offer, or the Pacific Smiles Board recommending to shareholders any third party proposal or offer.
- Pacific Smiles' Board of Directors **unanimously recommend voting in favour of the Scheme**, subject only to no Superior Proposal emerging and the Independent Expert not withdrawing or adversely changing its conclusion.
- The Independent Expert has stated that the Scheme is fair and in the best interests of shareholders.
- The Independent Expert's Report is set out at Attachment B to the Scheme Booklet. The Independent Expert has noted in the event the Scheme is unsuccessful, the Pacific Smiles Share price may decline to levels observed prior to the announcement of the Scheme.
- Genesis Capital has indicated that it will vote against the Scheme as presently formulated, despite it not submitting a superior offer. The Scheme can still be approved if substantially all remaining shareholders vote in favour.
- The Scheme Booklet was released to ASX on 26 June 2024 with important information about the Scheme. Shareholders are encouraged to read the Scheme Booklet in its entirety, including section 1 which sets out the reasons shareholders may wish to vote for or against the Scheme.

Capitalised terms have the meaning given in the Scheme Booklet.

#### Scheme Meeting

Date: Thursday, 1 August 2024 at 11.30am (AEST)  
In Person: Automic Group, Level 5, 126 Phillip St Sydney  
Virtual: [https://us02web.zoom.us/join/register/WN\\_as3PWCsxRgmuv7SchTU3bQ](https://us02web.zoom.us/join/register/WN_as3PWCsxRgmuv7SchTU3bQ)

#### Additional Information

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).

Dear Pacific Smiles Shareholder,

24 July 2024

On behalf of the Pacific Smiles Board, I wanted to write to you to provide an important reminder regarding the upcoming Scheme vote.

NDC has increased the Scheme Consideration to \$1.91 per Pacific Smiles Share (**Improved Proposal**) and confirmed that the Improved Proposal is its **best and highest price**, and this will not be increased unless a third party makes or proposes a higher or superior proposal or offer, or the Pacific Smiles Board recommends to Pacific Smiles Shareholders any third party proposal or offer.

Genesis Capital has indicated that it will vote against the Scheme as presently formulated.

**The Scheme can still be passed by the Requisite Majorities if substantially all remaining Pacific Smiles shareholders vote in favour of the Scheme Resolution prior to or at the Scheme Meeting.**

**Your vote is important in determining whether the Scheme proceeds and the Directors of Pacific Smiles strongly encourage you to vote as early as possible.**

In the event the Scheme is not successful, Pacific Smiles will continue to operate as an ASX listed entity, however the Independent Expert has noted that the Pacific Smiles share price may decline to the levels observed prior to the announcement of the Scheme in the absence of an alternative offer. Additionally, if an alternative offer is received, it may be lower than the \$1.91 proposal from NDC given no Superior Proposal has been received at the time of finalising this Postcard. Shareholders will also continue to be subject to the risks noted in Section 7.2 of the Scheme Booklet.

The Pacific Smiles Directors **continue to recommend that shareholders vote in favour of the Scheme** 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.

Shareholders are encouraged to read the Scheme Booklet in its entirety, including section 1 which sets out the reasons shareholders may wish to vote for or against the Scheme Resolution.

Yours sincerely,

**Zita Peach**  
Non-Executive Chairperson  
Pacific Smiles Group Limited

#### We encourage you to vote early.

If you have already voted and do not wish to change your vote, you do not need to take any action.

If you have not yet voted, or have submitted a proxy vote and wish to change your vote, then you can do so:

- By voting in proxy in the following ways by 11.30am (AEST) on 30 July 2024:
  - By lodging your Proxy Form online by visiting <https://investor.automic.com.au/#/loginsah> and following the instructions in the Notice of Scheme Meeting attached to the Scheme Booklet.
  - By emailing your Proxy Form to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)
  - By mailing your Proxy Form with the reply paid envelope included with your Scheme Booklet.
  - By faxing your Proxy Form to +61 2 8583 3040 (both within and outside Australia).

#### OR

- By attending the Scheme Meeting online or in person, and voting at the Scheme Meeting.

#### OR

- By appointing an attorney or corporate representative to vote at the Scheme Meeting.

If undeliverable return to GPO Box 5193, Sydney NSW 2001

**POSTAGE  
PAID  
AUSTRALIA  
PRIORITY**