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ASX Announcement

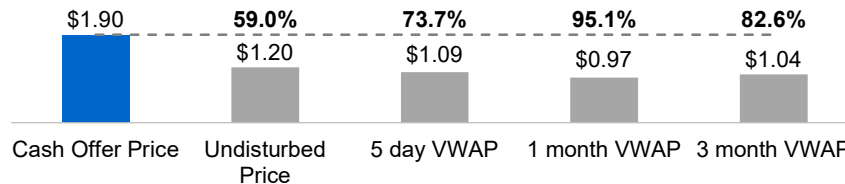
Beam Dental Bidco announces off-market takeover bid for Pacific Smiles shares

Beam Dental Bidco Pty Ltd ("**Bidco**"), an associate of Genesis Capital Manager I Pty Ltd ("**Genesis Capital**"), is pleased to announce its intention to make an off-market takeover bid to acquire all the ordinary shares in Pacific Smiles Group Limited ("**Pacific Smiles**" or the "**Company**") for a choice of \$1.90 per Pacific Smiles share (the "**Cash Offer**")ⁱ, 1 Holdco Shareⁱⁱ per Pacific Smiles Share (the "**Scrip Offer**") or 47.5 cents cash and 0.75 Holdco Shares per Pacific Smiles share (the "**Mixed Offer**")ⁱⁱⁱ (together, the "**Offer**").

Reasons for Pacific Smiles shareholders to accept

The key reasons for Pacific Smiles shareholders to accept the Offer include:

- **the Cash Offer Price represents a material premium relative to historical trading** of Pacific Smiles shares up to 15 December 2023, being the last trading day before the announcement of Genesis Capital's initial indicative proposal of \$1.40 per Pacific Smiles share;^{iv}



- **the Cash Offer Price falls within the range of values determined to be "fair"** by the independent expert appointed by Pacific Smiles in connection with the NDC Scheme;^v
- **the Cash Offer Price provides an equivalent cash amount to the offer** under the NDC Scheme as at the time it was initially agreed to by Pacific Smiles and unanimously recommended by the Pacific Smiles board of directors ("**Pacific Smiles Board**")^{vi};
- **the Cash Offer Price provides you certainty of value and removes the risks inherent in your Pacific Smiles investment**, including the uncertainty associated with Pacific Smiles securing a new CEO and a new CFO and recent changes to the composition of the Pacific Smiles Board;
- the option to participate in the Scrip Offer or the Mixed Offer provides Eligible Pacific Smiles Shareholders with an opportunity to retain an indirect investment in Pacific Smiles alongside an experienced healthcare investor^{vii}; and
- there is no stamp duty or brokerage fees payable in accepting the Offer.

Summary of the Offer

Subject to the terms of the Offer, Pacific Smiles shareholders who accept the Offer may elect to receive their consideration in any of the following forms:

- **All Cash Consideration** of \$1.90 cash per Pacific Smiles share^{viii};
- **All Scrip Consideration** of 1 Holdco Share per Pacific Smiles share^{ix}; or
- **Mixed Consideration** of 47.5 cents cash and 0.75 Holdco Shares^{ix} per Pacific Smiles share^x.

The Offer is subject to a 90% minimum acceptance condition, a Pacific Smiles Board recommendation condition and a customary no prescribed occurrences condition, each on the terms described in the Bidder's Statement.

Next steps

The full terms and conditions of the Offer are set out in section 12 of the Bidder's Statement that has been lodged with the Australian Securities & Investments Commission, and given to Pacific Smiles and the Australian Securities Exchange, today. Pacific Smiles shareholders should read the Bidder's Statement in full before deciding whether or not to accept the Offer.

Jarden Australia Pty Ltd is acting as financial adviser and Clifford Chance is acting as legal adviser to Bidco in relation to the Offer.

This release has been authorised to be given to ASX by the directors of Bidco.

ⁱ Under the Offer terms, if a Pacific Smiles shareholder accepts the Offer in respect of its Pacific Smiles shares and elects to participate in the Cash Offer, Bidco will deduct from the consideration payable under the Offer in respect of those Pacific Smiles shares (being the "**All Cash Consideration**" or "**Cash Offer Price**") the full cash amount of any dividend declared or paid by Pacific Smiles after the date of this announcement ("**Announcement Date**") in respect of those Pacific Smiles shares (including the 3.25 cents per Pacific Smiles share dividend declared by the Pacific Smiles board of directors on 28 August 2024 ("**Declared Dividend**")), unless the amount of such dividend is paid to Bidco in respect of those same Pacific Smiles shares. In respect of the Declared Dividend, this means that if you accept the Offer, elect to receive the All Cash Consideration and hold a Pacific Smiles share as at the record date for the Declared Dividend on 25 September 2024, you will be paid and retain the Declared Dividend of 3.25 cents per Pacific Smiles Share and, subject to the terms of the Offer, Bidco will pay you a cash amount of \$1.8675 in respect of that Pacific Smiles share. Any fractional entitlement to a cent in respect of the All Cash Consideration will be rounded up or down to the nearest whole cent.

ⁱⁱ Beam Dental Holdings Limited ACN 676 301 456 ("**Holdco**") is an unlisted Australian public company that is the ultimate holding company of Bidco. A "**Holdco Share**" is an ordinary share in the capital of Holdco.

ⁱⁱⁱ Under the Offer terms, if a Pacific Smiles shareholder accepts the Offer in respect of its Pacific Smiles shares and elects to participate in the Mixed Offer, Bidco will deduct from the cash component of the consideration payable under the Mixed Offer in respect of those Pacific Smiles Shares 25% of the cash amount of any dividend declared or paid by Pacific Smiles after the Announcement Date in respect of those Pacific Smiles shares (including the Declared Dividend), unless the amount of such dividend is paid to Bidco in respect of those same Pacific Smiles Shares. In respect of the Declared Dividend, this means that if you accept the Offer, elect to receive the Mixed Consideration and hold a Pacific Smiles share as at the record date for the Declared Dividend on 25 September 2024, you will be paid and

retain the Declared Dividend of 3.25 cents per Pacific Smiles Share and, subject to the terms of the Offer, Bidco will (in addition to your entitlement to 0.75 Holdco Shares) pay you a cash amount of 46.69 cents in respect of that Pacific Smiles share. Any fractional entitlement to a Holdco Share or a cent in respect of the Mixed Consideration will be rounded up or down to the nearest whole Holdco Share or cent, respectively.

^{iv} **VWAP** means volume weighted average price. The "**Undisturbed Price**" is the closing price of Pacific Smiles shares on 15 December 2023.

^v In its report entitled '*Pacific Smiles Group Limited – Independent expert's report and Financial Services Guide*' dated 21 June 2024 and published in the document entitled '*Scheme Booklet*' by Pacific Smiles on 26 June 2024, the independent expert appointed by Pacific Smiles in connection with the "**NDC Scheme**" (being the scheme of arrangement proposed between Pacific Smiles and Pacific Smiles shareholders in connection with the scheme implementation deed entered into between Pacific Smiles and NDC Bidco Pty Limited dated 29 April 2024 (as amended from time to time) and terminated on 23 August 2024) assessed the market value of one Pacific Smiles share to be between \$1.80 - \$2.17 in the context of the NDC Scheme and, on 2 August 2024, Pacific Smiles confirmed that the independent expert's conclusion had not changed at that time. Bidco notes that the independent expert's assessment of fair value in connection with the NDC Scheme was based on the information available to the independent expert as at the relevant time (or times). Bidco makes no representation that the independent expert would make an identical assessment of value having regard to facts and circumstances now existing. Bidco, on request during the bid period, will provide within 2 business days of the request, a copy of the independent expert's report dated 21 June 2024 (as contained in the scheme booklet for the NDC Scheme) and Pacific Smiles' ASX announcement of 2 August 2024.

^{vi} As announced on 29 April 2024, Pacific Smiles entered a scheme implementation deed for the NDC Scheme under which cash consideration of \$1.90 less the amount of any permitted dividend was offered to Pacific Smiles shareholders.

^{vii} An "**Eligible Pacific Smiles Shareholder**" is a person who, under the terms of the Offer, as fully described in the Bidder's Statement in respect of the Offer ("**Bidder's Statement**"), is entitled to participate in the Scrip Offer or the Mixed Offer and be issued Holdco Shares. Bidco draws to the attention of each Eligible Pacific Smiles Shareholder the detailed information in the Bidder's Statement concerning the risks and potential disadvantages of electing to participate in the Scrip Offer or the Mixed Offer and cautions each such shareholder to carefully consider those risks and potential disadvantages before making an election to participate in the Scrip Offer or the Mixed Offer (as an alternative to the Cash Offer).

^{viii} Under the Offer terms, if a Pacific Smiles shareholder accepts the Offer in respect of its Pacific Smiles shares and elects to participate in the Cash Offer, Bidco will deduct from the All Cash Consideration the full cash amount of any dividend declared or paid by Pacific Smiles after the Announcement Date in respect of those Pacific Smiles shares (including the Declared Dividend of 3.25 cents per Pacific Smiles share), unless the amount of such dividend is paid to Bidco in respect of those same Pacific Smiles shares. In respect of the Declared Dividend, this means that if you accept the Offer, elect to receive the All Cash Consideration and hold a Pacific Smiles share as at the record date for the Declared Dividend on 25 September 2024, you will be paid and retain the Declared Dividend of 3.25 cents per Pacific Smiles Share and, subject to the terms of the Offer, Bidco will pay you a cash amount of \$1.8675 in respect of that Pacific Smiles Share. Any fractional entitlement to a cent in respect of the All Cash Consideration will be rounded up or down to the nearest whole cent.

^{ix} Bidco draws to the attention of each Eligible Pacific Smiles Shareholder the detailed information in the Bidder's Statement concerning the risks and potential disadvantages of electing to participate in the Scrip Offer or the Mixed Offer and cautions each such shareholder to carefully consider those risks and potential disadvantages before making an election to participate in the Scrip Offer or the Mixed Offer (as an alternative to the Cash Offer).

^x Under the Offer terms, if a Pacific Smiles shareholder accepts the Offer in respect of its Pacific Smiles shares and elects to participate in the Mixed Offer, Bidco will deduct from the cash component of the consideration payable under the Offer in respect of those Pacific Smiles Shares 25% of the cash amount of any dividend declared or paid by Pacific Smiles after the Announcement Date in respect of those Pacific Smiles Shares (including the Declared Dividend), unless the amount of such dividend is paid to Bidco in respect of those same Pacific Smiles Shares. In respect of the Declared Dividend, this means that if you accept the Offer, elect to receive the Mixed Consideration and hold a Pacific Smiles share as at the record date for the Declared Dividend on 25 September 2024, you will be paid and retain the Declared Dividend of 3.25 cents per Pacific Smiles Share and, subject to the terms of the Offer, Bidco will (in addition to your entitlement to 0.75 Holdco Shares) pay you a cash amount of 46.69 cents in respect of that Pacific Smiles Share. Any fractional entitlement to a Holdco Share or a cent in respect of the Mixed Consideration will be rounded up or down to the nearest whole Holdco Share or cent, respectively.