

ASX ANNOUNCEMENT

18 October 2024

Annual General Meeting

Pacific Smiles Group Limited (ASX:PSQ) (**Pacific Smiles**) advises that the Annual General Meeting will be held at 4:30pm AEDT on Wednesday, 20 November 2024 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

This announcement was authorised by the Company Secretary of Pacific Smiles.

ENDS

For further information, please contact:

Investors & Media

Olivia Brown
MorrisBrown
M: +61 409 524 960
E: olivia@morris-brown.com.au



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
ABN 42 103 087 449 / ACN 103 087 449

18 October 2024

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, 20 November 2024, 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.

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. 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. 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_hzNKMqIFQrCFPClj56J_2w

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 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:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah 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.
By post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	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.**

Yours faithfully,

Belinda Cleminson
Company Secretary

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

Investor.relations@pacificsmiles.com.au
www.pacificsmilesgroup.com.au



Pacific Smiles Group Limited

Notice of 2024 Annual General Meeting

Explanatory Statement | Proxy Form

Wednesday, 20 November 2024

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. A proxy form is enclosed or has otherwise been provided to you.

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Important Information for Shareholders about the Company's 2024 AGM

This Notice is given based on circumstances as at 18 October 2024. 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 20 November 2024** 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_hzNKMqIFQrCFPClj56j_2w

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 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 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
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

You may appoint one proxy to attend and vote at the Meeting on your behalf, or, if you are entitled to cast two or more votes at the Meeting, you may appoint not more than two proxies to attend and vote at the Meeting on your behalf.

A proxy does not need to be a Shareholder. If you do not instruct your proxy how to vote, your proxy may vote as he or she sees fit at the Meeting. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolution 1 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you appoint two proxies, each proxy may be appointed to represent a specified number or proportion of your votes. If no such number or proportion is specified, each proxy may exercise half your votes. Please refer to the enclosed proxy form for instructions on completion and lodgement.

Proxy forms must be received by the Registry by no later than 4:30pm (AEDT) on Monday, 18 November 2024.

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

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah 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 Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au
By fax	Completing the enclosed proxy form and faxing it to +61 2 8583 3040 (both within and outside Australia).

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.

If a proxy form is completed under power of attorney or other authority, the original or a certified copy of the power of attorney or other authority must accompany the completed proxy form unless the power of attorney or other authority has previously been given to the Registry.

If you return your proxy form:

- without identifying a proxy on it, you will be taken to have appointed the Chair as your proxy to vote on your behalf; or
- with a proxy identified on it but your proxy does not attend the Meeting, the Chair will act in place of your nominated proxy and vote in accordance with any directions on your proxy form.

The Chair intends to vote all valid undirected proxies which appoint (or are taken to appoint) the Chair in favour of the Resolutions.

The appointment of a proxy does not preclude you from attending the Meeting in person or online, revoking the proxy and voting at the meeting.

Power of Attorney

You may appoint an attorney to attend and vote at the Meeting on your behalf and such attorney can either attend in person at the Meeting or attend the Meeting via the online platform.

Powers of attorney must be received by the Registry by no later than 4:30pm (AEDT) on Monday, 18 November 2024. Persons attending the Meeting as an attorney should bring with them the original or a certified copy of the duly executed power of attorney under which they have been authorised to attend and vote at the Meeting.

The appointment of an attorney does not preclude you from attending the Meeting in person or online and voting at the meeting.

A validly appointed attorney wishing to attend and vote at the Meeting (in person or online) will need to register their attendance and identify themselves as an attorney on the day of the Meeting (in person or online) at the registration desk.

A validly appointed attorney wishing to attend and vote at the Meeting via the online platform will require the appointing Shareholder's name and postcode and the SRN/HIN of the shareholding in order to access the online platform.

Corporate Representatives

If you are a body corporate, you may appoint an individual to act as your body corporate representative. The appointment must be in accordance with section 250D of the Corporations Act. The representative must bring the 'Certificate of Appointment of Corporate Representative' as evidence of their appointment to the Meeting, including any authority under which it is signed, their name and address and the identity of their appointer.

A validly appointed corporate representative wishing to attend and vote at the Meeting via the online platform will require the appointing Shareholder's name, the SRN/HIN of the shareholding and postcode or country of residence (if outside Australia) in order to access the online platform.

Effect of takeover bid by Genesis Bidco on your voting rights

As you may be aware, Beam Dental Bidco Pty Ltd (ACN 676 303 254) (**Genesis Bidco**) (an entity associated with Genesis Capital Manager I Pty Ltd) has made an unsolicited and conditional off-market takeover offer to acquire 100% of the fully paid ordinary shares in the Company on the terms set out in its replacement bidder's statement dated 1 October 2024 (**Bidder's Statement**) (**Genesis Offer**).

As at the date of this Notice, the Directors have unanimously recommended that you **REJECT** the Genesis Offer by **TAKING NO ACTION** and encouraged you to read Pacific Smiles' Target's Statement in response, as released on 11 October 2024, in full.

As at the date of this Notice, the Genesis Offer is due to close on 1 November 2024, but it is possible that Genesis Bidco extends the offer period such that the Offer remains on foot at the time of the Meeting.

If, at the time of the Meeting, the Genesis Offer is on foot and:

1. **you have not accepted the Genesis Offer**, you will retain (and be entitled to exercise) all voting rights attached to your Shares;¹
2. **you have accepted the Genesis Offer** and the Genesis Offer **remains subject to its conditions**, you will retain (and be entitled to exercise) all voting rights attached to your Shares;
3. **you have accepted the Genesis Offer** and the **Genesis Offer has been declared unconditional**, Genesis Bidco will be entitled to exercise all voting rights attached to your Shares. If you have previously appointed a proxy, attorney or corporate representative (if

¹ Assuming Genesis Bidco has not otherwise compulsorily acquired your Shares under Chapter 6A of the Corporations Act. Genesis Bidco will not be entitled to commence compulsory acquisition of Shares under Chapter 6A of the Corporations Act if (among other things) Genesis Bidco and its associates have not acquired relevant interests in 90% of Shares (by number) on issue.

you are a body corporate) to vote at the Meeting on your behalf, Genesis Bidco will be entitled to vote in a manner which supersedes that appointment;

4. **you have submitted acceptance instructions in accordance with the terms of the institutional acceptance facility** established by Genesis Bidco in connection with the Genesis Offer (assuming you are eligible to do so) **and the 'IAF Triggering Conditions'² have not been satisfied,³** you will retain (and be entitled to exercise) all voting rights attached to your Shares; or
5. **you have submitted acceptance instructions in accordance with the terms of the institutional acceptance facility** established by Genesis Bidco in connection with the Genesis Offer (assuming you are eligible to do so) **and the 'IAF Triggering Conditions'² have been satisfied,³** Genesis Bidco will be entitled to exercise all voting rights attached to your Shares. If you have previously appointed a proxy, attorney or corporate representative (if you are a body corporate) to vote at the Meeting on your behalf, Genesis Bidco will be entitled to vote in a manner which supersedes that appointment.

You are encouraged to consult your legal, financial or other professional adviser to seek independent advice in relation to the implications of accepting or rejecting the Genesis Offer.

If you have any questions in relation to the Genesis Offer, you can 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 (Sydney time), Monday to Friday (excluding public holidays).

² As set out in section 12.7(c)(2) of the Bidder's Statement.

³ The IAF Triggering Conditions are: (A) Genesis Bidco has: (i) declared the Genesis Offer free of all defeating conditions; (ii) stated that it will declare the Genesis Offer free from all defeating conditions no later than the time that all acceptance instructions lodged with the operator of the institutional acceptance facility are processed; or (iii) stated that it will declare the Genesis Offer free from all defeating conditions that have not been fulfilled or previously freed once all acceptance instructions lodged with the operator of the institutional acceptance facility are processed; and (B) the number of Shares that Genesis Bidco and its associates have relevant interests in, together with the Shares that are the subject of acceptance instructions under the institutional acceptance facility, has exceeded 80% of the number of Shares on issue.

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, 20 November 2024 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 paragraphs 7.11.37 and 7.11.38 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, 18 November 2024.

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 2024 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 2024."

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 those persons' 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 or the proxy is the person chairing the Meeting (**Chair**) and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP; and
- (b) it is not cast on behalf of a Restricted Voter.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 1; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1.

Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

Election and Re-election of Directors

2. Resolution 2 – Election of Brent Cubis as Director

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

“That Brent Cubis, who ceases to hold office in accordance with Listing Rule 14.4 and rule 6.1(e) of the Company’s Constitution, and being eligible, offers himself for election, be elected as a Director of the Company.”

3. Resolution 3 – Re-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 who retires by rotation in accordance with rule 6.1(f) of the Company’s Constitution, and being eligible offers himself for re-election as a Director of the Company.”

Changes to the Company's Constitution, Including the Proportional Takeover Provisions

4. Resolution 4 – Amendments to the Company's Constitution

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **Special Resolution**:

"That, for the purposes of section 136 of the Corporations Act and for all other purposes, the Company's Constitution be amended as set out in the Explanatory Statement."

5. Resolution 5 – Renewal of Proportional Takeover Provisions

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **Special Resolution**:

"That, for the purposes of section 648G of the Corporations Act and for all other purposes, approval is given for the Company to renew the existing proportional takeover provisions in its Constitution for a period of three years commencing on the date of the Meeting."

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 20 November 2024 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 2024 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, 13 November 2024.

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. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies and continue to engage with shareholders. 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>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2025 Annual General Meeting (**2025 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2025 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2025 AGM. All of the Directors who were in office when the 2025 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

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.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting.

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 Brent Cubis as Director

On 3 October 2024, the Company announced the appointment of Brent Cubis as a Non-Executive Director of the Company, and Chair of the Board's Audit and Risk Committee. Brent is a highly experienced Non-Executive Director, who the Company expects will bring a wealth of experience to the business. The appointment of Brent Cubis follows an extensive recruitment process undertaken by the Board for an experienced Chartered Accountant to complement the Board's skills matrix, and satisfy ASIC's recommendation that at least one member of the Audit and Risk Committee (preferably the Chair) is appropriately qualified.

In his executive career, Brent Cubis was Chief Financial Officer at a number of healthcare and multi-site businesses including Cochlear Ltd, National Home Doctor Service Ltd, Fitness First Ltd and Chris O'Brien Lifehouse Ltd. Following his executive career, he has held a number of Non-Executive Director roles and is currently a Non-Executive Director on the boards of AI-Media Technologies Limited (ASX:AIM), ARN Media Limited (ASX:A1N) and Silverchain Group and is the Chair of the Audit and Risk Committee for each of these companies.

Brent Cubis has a Bachelor of Commerce and is an Australian Chartered Accountant and a Graduate Member of the Australian Institute of Company Directors.

Rule 6.1(e) of the Company's Constitution provides that any Director appointed in addition to the existing Directors to fill a casual vacancy must retire from office at the next annual general meeting and is then eligible for re-election under rule 6.1(i) of the Company's Constitution.

ASX Listing Rule 14.4 also provides that a director appointed as an addition to the existing Directors must not hold office (without re-election) past the next annual general meeting.

Brent Cubis, who was appointed as an additional Director of the Company effective on 9 October 2024, retires from office in accordance with the requirements of rule 6.1(e) of the Constitution and Listing Rule 14.4 and submits himself for election in accordance with rule 6.1(i) of the Constitution. Resolution 2 seeks election of Brent Cubis as Director of the Company, with effect from the end of the Meeting. The Board considers that Brent, if elected pursuant to this Resolution, will continue to be classified as an independent director.

If this Resolution is passed, Brent Cubis will be elected and will continue to act as a Director. If the Resolution is not passed, Brent Cubis will not be elected and will cease to act as a Director.

Directors' recommendation

The Company confirms it has conducted appropriate checks into Brent Cubis' background and experience and those checks have not revealed any information of concern.

Based on Brent Cubis' relevant experience and qualifications, the Directors (excluding Brent Cubis) support the election of Brent Cubis and recommend that Shareholders vote **FOR** this Resolution.

Resolution 3 – Re-election of Steven Rubic as Director

Rule 6.1(f) of the Company's Constitution requires that at the Company's annual general meeting one third of the Directors shall retire from office.

Under this Resolution, Steven Rubic retires by rotation, and being eligible, seeks re-election as a Director of the Company at this annual general meeting.

Steven Rubic 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 Rubic is currently a Non-Executive Director of the Mercy Partners Mater Misericordiae Limited, Invocare Ltd and Catholic Healthcare Limited, 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, Healthscope and the NSW Private Hospitals Association. He has worked closely with boards and private equity firms over the last 12 years, growing a number of businesses with a focus on commercial outcomes and delivering strong returns to shareholders.

The Board considers that Steven Rubic, if re-elected, will continue to be classified as an independent director.

If this Resolution is passed, Steven Rubic will be re-elected with effect from the end of the Meeting and will continue to act as a Director. If the Resolution is not passed, Steven Rubic will not be re-elected and will cease to act as a Director with effect from the end of the Meeting.

Directors' recommendation

The Directors (excluding Steven Rubic) support the re-election of Steven Rubic and recommend that Shareholders vote **FOR** this Resolution.

Changes to the Company's Constitution, Including the Proportional Takeover Provisions

Resolution 4 – Amendments to the Company's Constitution

The Company's current constitution was adopted by the Company following receipt of Shareholder approval on 23 November 2021.

Since then, the Company has determined that rule 11.3(c) of its Constitution should be removed. Rule 11.3(c) provides that the Company's Director indemnity does not indemnify Directors to the extent that any loss is not covered by the Company's insurance policy. The reason for removing 11.3(c) from the Constitution is to align the Constitution with usual market practice, as well as ensure the terms of the Directors' Deeds of Indemnity can be met by the Company.

This change is required regardless of the Company's ownership structure and ensures the Company's obligations to former, current and future directors can be met.

Prior to the Meeting, a copy of the proposed amended Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the proposed amended Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary on +61 2 8072 1400.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Resolution 5 – Renewal of Proportional Takeover Provisions

The Company's Constitution contains provisions concerning "Approval of Proportional Takeover Bids" in rule 13 (**Proportional Takeover Provisions**). The Proportional Takeover Provisions provide that the Company can refuse to register Shares acquired under a proportional takeover bid unless an approving resolution is passed by Shareholders.

Section 648G(1) of the Corporations Act provides that a company's proportional takeover provisions will cease to have effect at the end of three years from the date of adoption (or renewal, as the case may be). Rule 13 of the Company's Constitution was last adopted on 23 November 2021 and accordingly it is now due for a shareholder vote on its renewal. The Board believes that it is in the best interests of shareholders, and has detailed its reasons below (refer to section: **Reasons for the Proportional Takeover Provisions**), to renew the proportional takeover provisions and therefore the Company seeks the Shareholder approval of this Resolution for the renewal of the Proportional Takeover Provisions, which, for the purposes of the Corporations Act, requires the same process to amend or adopt a new constitution for the purposes of 136(2) of the Corporations Act. Shareholder approval will not result in a change to the wording of rule 13 of the Company's Constitution.

The following information is provided for the purposes of Section 648G of the Corporations Act.

Proportional takeover bid

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of the Shareholder's Shares. If a Shareholder accepts, in full, an offer under a proportional takeover bid, the Shareholder will only dispose of a specified portion of their Shares in the Company and retain the balance of the Shares.

The Proportional Takeover Provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company by providing, in the Constitution, that:

- (a) in the event of a proportional takeover bid being made for Shares in the Company, Shareholders are required to vote and collectively decide whether to accept or reject the offer; and
- (b) the majority decision of the Company's members will be binding on all Shareholders.

Effect of the proposed provisions

Where offers have been made under a proportional takeover bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional takeover bid is prohibited unless and until a resolution to approve the proportional takeover bid is passed by Shareholders or otherwise, as pursuant to the terms of the Proportional Takeover Provisions. In more detail, the effect of the Proportional Takeover Provisions is as follows:

- (a) if a proportional takeover bid is made for Securities of the Company, the Directors must ensure that a meeting of Shareholders is convened to vote on a resolution to approve that bid;
- (b) the bidder and persons associated with the bidder may not vote;
- (c) approval of the bid will require a simple majority of the votes cast;
- (d) the meeting must take place more than 14 days before the last day of the bid period (**Resolution Deadline**);
- (e) if the resolution is rejected before the Resolution Deadline, the bid cannot proceed and any transfers giving effect to takeover contracts for the bid will not be registered;
- (f) the bid will be taken to have been approved if, as at the end of the day before the Resolution Deadline, the resolution has not been voted on;
- (g) if the resolution is approved, the transfers must be registered (subject to other provisions of the Corporations Act and the Constitution); and
- (h) the Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. However, the bid will still be taken to have been approved if it is not voted on within the Resolution Deadline.

The Proportional Takeover Provisions do not apply to full takeover bids. If the Proportional Takeover Provisions are renewed, they will cease to apply at the end of three years after renewal unless renewed by a Special Resolution of Shareholders.

Reasons for the Proportional Takeover Provisions

In the absence of the Proportional Takeover Provisions, a proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of an adequate control premium for all their Shares and being left with a minority interest in the Company. Such Shareholders could suffer potential further loss if the takeover bid were to cause a decrease in the Share price or otherwise make the Shares less attractive and, therefore, more difficult to sell.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, the only proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company of which the Directors are aware is the Genesis Offer. Further details on the Bid are detailed in the Company's Target's Statement released to the ASX on 11 October 2024 and any updates on the Bid will be announced to the ASX in the ordinary course.

The renewal of the Proportional Takeover Provisions will enable the Directors to formally ascertain the views of the Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. This resolution helps the Board protect your shareholder rights. In accordance with section 648G(5)(e) of the Corporations Act, the Directors confirm that the Bid has not influenced its decision to propose this Resolution 5.

Potential advantages and disadvantages

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- (a) providing the right to discuss, in a meeting called specifically for that purpose, and then decide, by majority vote, whether an offer under a proportional takeover bid should proceed;
- (b) assisting the prevention of Shareholders being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced;
- (d) potentially increasing the likelihood of a full takeover bid rather than a proportional takeover bid; and/or
- (e) enabling individual Shareholders to better assess the likely outcome of the proportional takeover bid, by knowing the view of the majority of Shareholders, which may assist in deciding whether to accept or reject an offer under the bid.

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- (a) imposing a hurdle to, and potentially discouraging the making of, provisional takeover bids which, in turn, may reduce any takeover speculation element in the price of Shares;
- (b) potentially reducing the likelihood of success of a proportional takeover bid;
- (c) possible reduction or loss of opportunities for Shareholders to sell some or all of their Shares at a premium; and/or
- (d) potentially causing some Shareholders to form the view that the Proportional Takeover Provisions impose an unreasonable restriction on their ability to freely deal with their Shares.

Advantages and disadvantages of the proportional takeover provisions for the Directors

The potential advantages and disadvantages to the Directors of the renewal of the Proportional Takeover Provisions are set out below:

- (a) If the Directors consider that a proportional bid should be opposed, they will be assisted in preventing the bidder from securing control of the Company as the bidder will need a majority of votes to be cast in its favour by the independent Shareholders, before the bidder can succeed.
- (b) On the other hand, under the Proportional Takeover Provisions, if a proportional takeover offer is received, the Directors must call a meeting to seek the Shareholders' views. They must do so even if the Directors believe that the offer should be accepted.
- (c) At present, it is only the Directors who express any formal view on the adequacy or otherwise of a takeover bid, on behalf of the Company. Under the Proportional Takeover Provisions the most effective view on a proportional bid will become the view expressed by the vote of the Shareholders themselves, at the meeting.
- (d) The Proportional Takeover Provisions may make it easier for the Directors to discharge their fiduciary and statutory duties as directors in the event of a proportional takeover bid.

Special Resolution

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution (which includes renewal of the Proportional Takeover Provisions) can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution

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

Directors' Recommendation

Having considered the advantages and disadvantages to Shareholders and the Directors, the Directors have decided to put this Resolution to Shareholders, to give Shareholders an opportunity to take advantage of the protections which the takeover approval provisions offer, if a proportional takeover offer is made.

The Board of Directors recommend Shareholders vote **FOR** 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 2024 Annual Report to Shareholders for the period ended 30 June 2024 as lodged by the Company with ASX on 28 August 2024.

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 28 August 2024 as included in the Annual Financial Report.

Bidder's Statement has the meaning given on page 5 of this Notice of Meeting.

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.

Genesis Bidco has the meaning given on page 5 of this Notice of Meeting.

Genesis Offer has the meaning given on page 5 of this Notice of Meeting.

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 18 October 2024 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.

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

Registry means Automic Pty Ltd.

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.

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 2025 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 2025 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting.

Your proxy voting instruction must be received by **04.30pm (AEDT) on Monday, 18 November 2024**, 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 Key Management Personnel.

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://automicgroup.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

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)

