

## ASX ANNOUNCEMENT

29 November 2024

### Intention to Reconstitute Pacific Smiles Board

The Board of Pacific Smiles Group Limited (ASX: PSQ) (**Pacific Smiles**) refers to its announcement on 22 November 2024 stating that, in the Board's view, Genesis Bidco now has the ability to obtain effective control of Pacific Smiles.<sup>1</sup> Additionally, Genesis Bidco disclosed today that it has Voting Power of approximately 59.2% in Pacific Smiles.

In light of the above, the Board announces that it is intended that the Chairman of Pacific Smiles, Ms Giselle Collins, as well as two Non-Executive Directors will step down from the Board following Pacific Smiles' next Board meeting on 16 December 2024.

The Board also intends to appoint three nominees of Genesis Bidco – Dr Michael Caristo (intended to be appointed Chairman), Mr Chris Yoo and Ms Tara Hariharan – as Directors of Pacific Smiles with effect from the close of that same Board meeting, subject to the standard Director checks. For the purposes of ASX governance guidance, these individuals will not be considered independent Directors. Refer to Appendix A for further background on the intended Director appointments.

#### Board Recommendation & Offer Close

The Pacific Smiles Board continues to unanimously recommend, in the absence of a superior proposal emerging, that Pacific Smiles Shareholders **ACCEPT THE CASH OFFER** from Genesis Bidco.

The Offer Period has been automatically extended and is now scheduled to close at **7.00pm (Sydney time) on Thursday, 12 December 2024**. Genesis Bidco has reserved the right to extend the Offer further or to let it close.

This announcement was authorised by the Board of Pacific Smiles.

**ENDS**

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<sup>1</sup> Capitalised terms used in this announcement have the meaning given in the Target's Statement released to the ASX on 11 October 2024.

## **Appendix A**

### **Dr Michael Caristo (Chairman)**

Dr Caristo is a Partner and Founder of Genesis Capital and currently serves on the Board of a number of Genesis Capital's portfolio companies. Previously, Dr Caristo was a senior investment professional at Crescent Capital Partners and started his career at Bain & Company. Dr Caristo is a qualified doctor, and holds a Bachelor of Science (Medicine), with Honours at the University of New South Wales.

### **Mr Chris Yoo (Non-Executive Director)**

Mr Yoo is a Partner and Founder of Genesis Capital. Prior to founding Genesis Capital in 2018, Mr Yoo was a Partner and Member of the Investment Committee at Crescent Capital. Mr Yoo started his career as a management consultant at Bain & Company, and has a Bachelor of Engineering and Bachelor of Laws from the University of Sydney.

### **Ms Tara Hariharan (Non-Executive Director)**

Ms Hariharan is an Investment Manager at Genesis Capital having joined the firm in 2021. Prior to this, Mr Hariharan was a management consultant at Bain & Company where she primarily focused on the Healthcare, Financial Services and NFP/Charity sectors. Ms Hariharan holds a Bachelor of Laws and Bachelor of Commerce from the University of Sydney. She received Honours (First Class) in Health Economics.