

## ASX ANNOUNCEMENT

**30 September 2025**

### Notice of Annual General Meeting and Proxy Form

Pacific Smiles Group Limited (ASX: PSQ) (**Pacific Smiles** or the **Company**) advises that the Annual General Meeting will be held at 11:00am (AEDT) on Friday 31 October 2025 at Level 5, 126 Phillip Street, Sydney NSW 2000.

In accordance with Listing Rule 3.17, attached are the following documents:

- Letter to Shareholders;
- Notice of Annual General Meeting; and
- Proxy Form.

This announcement has been authorised for release by the PSQ Board of Directors.

**ENDS**

**For further information, please contact:**

#### **Investors & Media**

Managing Director and Chief Executive Officer  
Gary Carroll  
P: 02 4930 2000  
E: [investor.relations@pacificsmiles.com.au](mailto:investor.relations@pacificsmiles.com.au)

30 September 2025

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 at 11:00am AEDT on Friday, 31 October 2025, with shareholders able to attend physically at the offices of Automic Group Level 5, 126 Phillip Street, Sydney NSW 2000 (**Meeting**).

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](http://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](http://www.pacificsmilesgroup.com.au). Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Joint Company Secretaries at [meetings@confidantpartners.com.au](mailto:meetings@confidantpartners.com.au) by 24 October 2025.

### **Your vote is important**

The business of the Meeting affects your shareholding, and your vote is important.

To vote in person, attend the Meeting on the date and at the place set out above.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> 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.
<b>By post</b>	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

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,

Elizabeth Spooner  
Joint Company Secretary

# Notice of Annual General Meeting

## Explanatory Statement | Proxy Form



**Pacific Smiles Group Limited**

ACN 103 087 449

Notice is given that the Annual General Meeting (**AGM** or **the Meeting**) of Shareholders of Pacific Smiles Group Limited (ASX:PSQ) (**the Company**) will be held as follows:

<b>Date</b>	Friday, 31 October 2025
<b>Time</b>	11:00am (AEDT)
<b>Venue Location</b>	Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000

*This Notice of Meeting should be read in its entirety. If Shareholders are uncertain about how to vote, they are encouraged to consult their professional advisors before casting their vote.*

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*The accompanying Explanatory Statement provides further details regarding the matters to be addressed at the Meeting. This Notice of Meeting comprises the Explanatory Statement and the Proxy Form.*

*In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that those eligible to vote at the Annual General Meeting will be Shareholders registered as of 7:00pm (AEDT) on 29 October 2025.*

*Definitions of terms and abbreviations used in this Notice of Meeting and the Explanatory Statement can be found in the Glossary.*

## Important Information for Shareholders about the Company's 2025 AGM

This Notice of Meeting (**Notice**) is given based on circumstances as at 30 September 2025. 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 each for any changes leading up to the AGM date.

## Venue and Voting Information

The Annual General Meeting of Shareholders to which this Notice of Meeting relates will be held at 11:00am (AEDT) on Friday, 31 October 2025 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

## Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

## Voting in person

To vote in person, attend the Meeting on the date and at the location set out above.

## Voting by proxy

To vote by proxy, please use one of the methods outlined in the table below. Shareholders will need their holder number (Securityholder Reference Number (SRN)) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. 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.

Online	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> 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 <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
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: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

## Questions to the Board and Management

Shareholders will have a reasonable opportunity at the Annual General Meeting to ask questions relating to the management of the Company and any items of business set out in this Notice of Meeting. To assist with the efficient conduct of the AGM, Shareholders are also invited to submit written questions in advance of the meeting. These may be directed to the Board, the Company's management, or relate to any agenda items. Please send written questions to the Company Secretary at: [meetings@confidantpartners.com.au](mailto:meetings@confidantpartners.com.au). Questions must be received by 24 October 2025 to ensure they can be addressed at the Meeting. Similar questions may be grouped and answered together.

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

## 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 2025 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 reports during consideration of these items.

## Resolutions

### 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 2025."*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

### Resolution 2 Re-election of Brent Cubis as Director

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

*"That Brent Cubis, a Director who retires by rotation in accordance with in accordance with rule 6.1(f) the Company's Constitution and ASX Listing Rules and being eligible offers themselves for re-election as a Director of the Company, effective immediately."*

### Resolution 3 Election of Michael Caristo as Director

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

*"That, Michael Caristo, a Director appointed as an additional Director and holding office until the next general meeting of the Company after their appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."*

### Resolution 4 Election of Tara Hariharan as Director

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

*"That, Tara Hariharan, a Director appointed as an additional Director and holding office until the next general meeting of the Company after their appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."*

### Resolution 5 Election of Christopher Yoo as Director

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

*"That, Christopher Yoo, a Director appointed as an additional Director and holding office until the next general meeting of the Company after their appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."*

## Resolution 6      Board Spill Meeting *(Conditional Item)*

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

*"That, subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Remuneration Report:*

*(1) an extraordinary general meeting of the Company (the **Spill Meeting**) be held within 90 days of the passing of this Resolution;*

*(2) all of the Directors in office (excluding the Managing Director) when the resolution to make the Directors' Report for the financial year ended 30 June 2025 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*

*(3) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of Shareholders at the Section 250V meeting.*

*In accordance with Section 250V(2) of the Corporations Act, this Resolution will only be put to the Annual General Meeting if at least 25% of the votes cast on Resolution 1 are cast against it."*

Resolution(s) Affected	Voting Exclusion and/or Prohibition Statement
<b>Resolution 1 Adoption of Remuneration Report</b>	<p><b>Voting Exclusion Statement</b></p> <p>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 (<b>KMP</b>), or any of that person's 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:</p> <ul style="list-style-type: none"> <li>(a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and</li> <li>(b) it is not cast on behalf of a Restricted Voter.</li> </ul> <p>If you appoint the person chairing the Meeting (<b>Chair</b>) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with their stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.</p>
<b>Resolution 6 Board Spill Meeting (Conditional Item)</b>	<p><b>Voting Exclusion Statement</b></p> <p>In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 6 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 that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter).</p> <p>However, this does not apply to a vote cast in favour of Resolution 6 by:</p> <ul style="list-style-type: none"> <li>(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or</li> <li>(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or</li> <li>(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>• the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and</li> <li>• the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

BY ORDER OF THE BOARD

Elizabeth Spooner  
Joint Company Secretary



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 on Friday, 31 October 2025 at 11:00am (AEDT) at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

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.

### 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 2025 together with the declaration of the Directors, the Director's 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 to 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 24 October 2025.

### 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. 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/>.

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.



At the Company's 2024 Annual General Meeting, the Company received a "first strike" where more than 25% of the votes cast were cast against the adoption of the 2024 Remuneration Report. Under the "two strikes" rule, if 25% or more of the votes cast at the 2025 Annual General Meeting are cast against the adoption of the 2025 Remuneration Report, the Company will receive a "second strike" and the Company will be required to put Resolution 6 to the 2025 Annual General Meeting.

### Voting Exclusion

A voting exclusion applies to this Resolution and is set out in the *Voting Exclusion and Prohibition Statements*. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1. Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

### Directors' Recommendation

The Board is not making a recommendation for this Resolution.

### Chair's Intention

The Chair intends to vote all undirected proxies in favour of this Resolution.

## Resolution 2 Re-election of Brent Cubis as Director

The Constitution of the Company and the ASX Listing Rules provide for the rotational retirement and re-election of Directors. In accordance with these requirements, Brent Cubis is retiring at the end of the AGM and will be offering himself for re-election.

Brent Cubis was appointed a Director of the Company on 9 October 2024 and was last re-elected as a Director at the Annual General Meeting held on 20 November 2024.

Under this Resolution, Brent Cubis has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

### Biography of Brent Cubis

In his executive career, Brent was Chief Financial Officer at a number of healthcare and multisite 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 NonExecutive director roles and is currently a Non-Executive Director on the boards of AI Media, ARN Media, Silverchain Group and Austal Ltd and is the Chair of the Audit & Risk Committee for each of these companies.

Brent has a Bachelor of Commerce and is an Australian Chartered Accountant and a Graduate Member of the Australian Institute of Company Directors. In his spare time, he sits on the board of not-for-profit Canteen, the only organisation in Australia dedicated to providing tailored support for young people impacted by cancer.

### Directors' Recommendation

Brent Cubis has an interest in this Resolution and therefore does not make a recommendation. The other Directors recommend a vote in favour of this Resolution.

### Chair's Intention

The Chair intends to vote all undirected proxies in favour of this Resolution.

### Resolution 3 - Election of Michael Caristo as Director

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Michael Caristo was appointed as a Director by the Company's board of Directors on 16 December 2024. Subject to the Constitution, any Director so appointed automatically retires at the next annual general meeting and is eligible for election by that general meeting. Accordingly, Michael Caristo will retire at the 2025 AGM in compliance with Listing Rule 14.4 and clause 6.1(e) of the Constitution and stand for election in 2025.

Under this Resolution Michael Caristo will retire, and being eligible, seeks election as a Director of the Company at this AGM.

#### Biography of Michael Caristo

Michael Caristo is a Founding Partner of Genesis Capital. Before establishing Genesis Capital, he was an investment professional at a leading Australian private equity firm and served as a non-executive director on several portfolio businesses. Dr Caristo began his career at Bain & Company, where he specialised in transaction services.

Michael holds a Bachelor of Science (Honours) and a Bachelor of Medicine and Surgery (Honours) from the University of New South Wales. He is also a published contributor in the field of stem-cell research.

Michael is currently director of Genesis Capital portfolio companies Sana Health Group, Impression Dental, Crux Biolabs, Syntro and Momentum Research as well as a former director of Avance, Agilex and SmartClinics.

#### Directors' Recommendation

Michael Caristo has an interest in this Resolution and therefore does not make a recommendation. The other Directors recommend a vote in favour of this Resolution.

#### Chair's Intention

The Chair intends to vote all undirected proxies in favour of this Resolution.

### Resolution 4 - Election of Tara Hariharan as Director

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Tara Hariharan was appointed as a Director by the Company's board of Directors on 16 December 2024. Subject to the Constitution, any Director so appointed automatically retires at the next annual general meeting and is eligible for election by that general meeting. Accordingly, Tara Hariharan will retire at the 2025 AGM in compliance with Listing Rule 14.4 and clause 6.1(e) of the Constitution and stand for election in 2025.

Under this Resolution Tara Hariharan will retire, and being eligible, seeks election as a Director of the Company at this AGM.

## Biography of Tara Hariharan

Tara is an Investment Manager at Genesis Capital. Prior to this, she was a management consultant at Bain & Company, and has worked across the healthcare, financial services, and not-for-profit sectors. Tara holds a Bachelor of Laws and Bachelor of Commerce from the University of Sydney. She received Honours (First Class) in Health Economics for her work on the early-childhood determinants of adulthood outcomes and has published papers in this field.

Tara is currently a Director of Genesis Capital portfolio company Impression Dental Group.

### Directors' Recommendation

Tara Hariharan has an interest in this Resolution and therefore does not make a recommendation. The other Directors recommend a vote in favour of this Resolution.

### Chair's Intention

The Chair intends to vote all undirected proxies in favour of this Resolution.

## Resolution 5 - Election of Christopher Yoo as Director

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Christopher Yoo was appointed as a Director by the Company's board of Directors on 16 December 2024. Subject to the Constitution, any Director so appointed automatically retires at the next annual general meeting and is eligible for election by that general meeting. Accordingly, Christopher Yoo will retire at the 2025 AGM in compliance with Listing Rule 14.4 and clause 6.1(e) of the Constitution and stand for election in 2025.

Under this Resolution Christopher Yoo will retire, and being eligible, seeks election as a Director of the Company at this AGM.

## Biography of Christopher Yoo

Chris Yoo is a Founding Partner of Genesis Capital. Prior to Genesis Capital, he was a Partner, member of the investment committee and Principal at globally recognised private equity firms.

Chris has held numerous directorships and board roles at various companies and currently serves as a Director of Genesis Capital portfolio companies General Homecare, Therapy Pro, HealthBright, Lifecare Consultants, and Southern Cross Support Services. Additionally, Mr Yoo is a non-executive director at For Purpose Investment Partners, an organisation focused on investing in projects and enterprises that deliver long-term positive social outcomes for Australian communities.

Chris holds a Bachelor of Engineering and Bachelor of Laws from the University of Sydney.

### Directors' Recommendation

Christopher Yoo has an interest in this Resolution and therefore does not make a recommendation. The other Directors recommend a vote in favour of this Resolution.

### Chair's Intention

The Chair intends to vote all undirected proxies in favour of this Resolution.

## Resolution 6 - Board Spill Meeting (*Conditional Item*)

At last year's Annual General Meeting, more than 25% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report and the Company received a "first strike".

This Resolution is a conditional Resolution and will only be put to the 2025 Annual General Meeting if at least 25% of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report for the financial year ended 30 June 2025. If less than 25% of the votes are cast against

adopting the Remuneration Report, then there will be no “second strike” and this Resolution will not be put to the 2025 Annual General Meeting.

If this Resolution is put forward, the Board Spill Meeting Resolution will be considered as an Ordinary Resolution. This Resolution is in accordance with section 250V of the Corporations Act. If the Spill Resolution is put to the 2025 Annual General Meeting and passed, an extraordinary meeting of shareholders (known as a ‘Spill Meeting’) will be held within 90 days of that resolution being passed at the Annual General Meeting in order to consider the composition of the Board. In the event a Spill Meeting is required, a separate notice of meeting will be distributed to Shareholders with details about those persons that will seek election as Directors of the Company at the Spill Meeting.

At the Spill Meeting, all Directors who were in office when the Board resolution to approve the Directors’ Report was passed, will cease to hold office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting.

The Directors who were in office when the Board resolution to approve the 2025 Directors’ Report was passed and that would be required to stand for re-election at the Spill Meeting are Michael Caristo, Tara Hariharan, Christopher Yoo, Brent Cubis and Steven Rubic. Subject to Brent Cubis, Michael Caristo, Tara Hariharan and Christopher Yoo, being re-elected under Resolutions 2, 3, 4 and 5, they will still be required to vacate office and stand for re-election at the Spill Meeting if Resolution 6 is passed. If any additional Directors were to be appointed before the Spill Meeting, they would not need to stand for election at the Spill Meeting to remain in office. The Company notes that the Corporations Act contains provision which will ensure that the Company has at least 3 directors following the Spill Meeting. The Directors listed above are those who held office on 13 August 2025 when the Directors’ Report (including the Remuneration report) for the year ended 30 June 2025 was approved.

The Board considers the following factors to be relevant to a Shareholder’s decision on how to vote on this Resolution:

- The Board’s response to the first strike received at the 2024 Annual General Meeting is set out below;
  - a. The Board was disappointed by the outcomes of the November 2024 AGM and has taken the shareholder feedback seriously. Initiatives have been undertaken to address the issues raised, including a refresh of the Board of Directors, and a review of the executive remuneration and reward framework for FY26.
- Loss of Directors’ leadership, skills and knowledge – the Company has benefited from the clear focus and leadership the Board has provided to the business. There is no assurance that the current Non-Executive Directors would stand for re-election or be re-elected at the Spill Meeting. This creates a significant risk that the governance of the Company would be disrupted and creates a real challenge to engage new Directors with the skills and knowledge expected of members of the Board; and
- Disruption to the Company – if the Spill Resolution is passed, this will create additional costs, instability in leadership and potentially negatively impact the Company’s ability to implement its short-term strategic objectives. The Board has been integral in overseeing this strategy.

#### Voting Exclusion

A voting exclusion applies to this Resolution and is set out in the *Voting Exclusion and Prohibition Statements*.

#### Directors’ Recommendation

The Directors recommend a vote AGAINST this Resolution.

#### Chair’s Intention

The Chair intends to vote all undirected proxies AGAINST this Resolution.

#### Enquiries

Shareholders are asked to contact the Company Secretary at [meetings@confidantpartners.com.au](mailto:meetings@confidantpartners.com.au) if they have any queries in respect of the matters set out in these documents.

**AEDT** means Australian Eastern Daylight Savings Time as observed in Sydney, New South Wales.

**Annual Financial Report** means the 2025 Annual Report to Shareholders for the period ended 30 June 2025 as lodged by the Company with ASX on 13 August 2025.

**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 as included in the Annual Financial Report.

**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** or Pacific Smiles Group 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.

**Explanatory Statement** means the explanatory statement accompanying 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 including the Explanatory Statement.

**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.

**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.

**Share Registry** means Automic Pty Ltd.

**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 will be convened within 90 days of the 2026 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 2026 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

**VWAP** means the volume weighted average market (closing) price, with respects to the price of Shares.



Your proxy voting instruction must be received by **11:00am (AEDT) on Wednesday, 29 October 2025**, 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](mailto: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)



