

**C L I F F O R D  
C H A N C E**

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**Lodged via  
ASX Online**

Our ref: 21-41067616

Market Announcements Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

19 December 2024

Dear Sirs/Madams

**Off-market takeover bid by Beam Dental Bidco Pty Ltd for Pacific Smiles Group Limited (ASX: PSQ) – variation of takeover bid**

We act for Beam Dental Bidco Pty Ltd (ACN 676 303 254) ("**Bidco**") in relation to its off-market takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) ("**Corporations Act**") to acquire all of the ordinary shares in Pacific Smiles Group Limited ACN 103 087 449 (ASX: PSQ) as announced on 17 September 2024 ("**Offer**").

On behalf of Bidco, we enclose a notice of variation which extends the offer period under the Offer. The Offer now closes at 7:00pm (Sydney time) on 16 January 2025, unless further extended in accordance with the Corporations Act.

This notice has been lodged with the Australian Securities and Investment Commission and will be given to Pacific Smiles and to all relevant persons in accordance with sections 650D(1)(c) and 650D(2) of the Corporations Act (as modified by *ASIC Corporations (Takeover Bids) Instrument 2023/683*).

Yours sincerely



David Cleo

Partner  
**Clifford Chance**



Nicole Backhouse

Counsel  
**Clifford Chance**

21-41067616

For personal use only

**Notice under section 650D(1) of the Corporations Act 2001 (Cth)**

**Variation of offer – extension of offer period to 16 January 2025**

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*This is a notice made in accordance with sections 650D(1) of the Corporations Act 2001 (Cth) (**Corporations Act**), as modified by ASIC Corporations (Takeover Bids) Instrument 2023/683 (**ASIC Instrument 2023/683**), given by Beam Dental Bidco Pty Ltd (ACN 676 303 254) (**Bidco**) in relation to its off-market takeover bid to acquire all of the ordinary shares in Pacific Smiles (the **Offer**), the terms of which are contained in its replacement bidder's statement dated 1 October 2024, as supplemented by Bidco's first supplementary bidder's statement dated 11 November 2024, second supplementary bidder's statement dated 19 November 2024, third supplementary bidder's statement dated 25 November 2024 and fourth supplementary bidder's statement dated 13 December 2024 (together the **Bidder's Statement**). Capitalised terms not defined in this notice have the same meaning given in the Bidder's Statement, unless the context requires otherwise.*

**To:** Australian Securities and Investment Commission (**ASIC**)  
Pacific Smiles Group Limited (ACN 103 087 449) (ASX:PSQ) (**Pacific Smiles**)  
All persons entitled to receive a copy of this notice pursuant to sections 650D(1)(c)(ii) and 650D(2) of the Corporations Act as modified by ASIC Instrument 2023/683  
ASX Limited

**Extension of Offer Period**

Bidco gives notice under section 650D(1) of the Corporations Act that, in accordance with section 650C(1) of the Corporations Act and section 12.18(a) of the Replacement Bidder's Statement, it has extended the Offer Period so that the Offer is now due to close at **7:00pm (Sydney time) on 16 January 2025**, unless further extended in accordance with the Corporations Act.

Accordingly, the offer is varied by replacing the references or deemed references to "19 December 2024" with "16 January 2025" in all places in the Bidder's Statement, in any previous notices and in all other instances where "19 December 2024" appears (or is deemed to appear) as the closing date of the Offer.

**Further information**

For more information regarding the Offer please refer to the Bidder's Statement (as supplemented or replaced from time to time). If you have any questions or require further assistance, please call the Bidco Offer Information Line on 1300 101 297 (for calls made within Australia) or +61 2 9068 1929 (for calls made from outside Australia) from Monday to Friday between 8:30am and 7:00pm (Sydney time).

**ASIC Disclaimer**

A copy of this notice was lodged with ASIC on 19 December 2024. ASIC takes no responsibility for the contents of this Notice.

**Authorisation**

In accordance with paragraph 650D(3)(b) of the Corporations Act (as modified by ASIC Instrument 2023/683), this notice to extend the Offer Period has been approved by a unanimous resolution passed by the directors of Bidco.

**Dated** 19 December 2024

**Signed** on behalf of Bidco by Dr Michael Caristo who is authorised to sign by a resolution of the directors of Bidco.



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Dr Michael Caristo  
Director  
Beam Dental Bidco Pty Limited