

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

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**Lodged via
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Our ref: 21-41067616

6 February 2025

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

Dear Sirs/Madams

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

We act for Beam Dental Bidco Pty Ltd (ACN 676 303 254) ("**Bidco**").

We refer to the off-market takeover bid by Bidco for all the ordinary shares in Pacific Smiles Group Limited (ACN 103 087 449) (ASX: PSQ) ("**Pacific Smiles**") announced on 17 September 2024 ("**Offer**").

Bidco attaches, by way of service pursuant to sections 647(3)(a)(ii) of the Corporations Act 2001 (Cth) (the "**Corporations Act**") (as inserted by *ASIC Corporations (Replacement Bidder's and Target's Statements) Instrument 2023/688*), a copy of Bidco's fifth supplementary bidder's statement dated 6 February 2025 ("**Fifth Supplementary Bidder's Statement**"), which supplements or amends the replacement bidder's statement dated 1 October 2024.

A copy of the Fifth Supplementary Bidder's Statement has been lodged with the Australian Securities and Investments Commission and will be provided to Pacific Smiles.

Yours sincerely



David Clee

Partner
Clifford Chance



Nicole Backhouse

Counsel
Clifford Chance

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FIFTH SUPPLEMENTARY BIDDER'S STATEMENT

in respect of the Offer by **Beam Dental Bidco Pty Ltd** (ACN 676 303 254) to acquire all of the ordinary shares in **Pacific Smiles Group Limited** (ACN 103 087 449)

ACCEPT BIDCO'S OFFER NOW

Bidco's current voting power in Pacific Smiles is 89.23%

The Offer will close at 7:00pm (Sydney time) on 11 February 2025 and will NOT be extended

REASONS TO ACCEPT

- ✓ **Bidco has obtained control of Pacific Smiles** and has sufficient voting power to approve special resolutions
- ✓ **The Pacific Smiles Board has unanimously recommended that you ACCEPT the Cash Offer** (in the absence of a superior proposal emerging)
- ✓ **No superior proposal has emerged**, and a superior proposal is unlikely to emerge before the end of the Offer Period
- ✓ The Offer price is Bidco's **best and final price and will not be increased**, in the absence of an alternative or competing proposal
- ✓ The Cash Offer **provides certainty of value** for your Pacific Smiles Shares
- ✓ The **price of Pacific Smiles Shares may fall after the Offer closes** and Pacific Smiles Shareholders may face a **lack of liquidity**
- ✓ **If you do not accept the Offer, you may remain a minority shareholder** in a Bidco controlled Pacific Smiles
- ✓ **If you do not accept the Offer and Pacific Smiles is delisted, you may have materially fewer protections as a minority shareholder** in a Bidco controlled Pacific Smiles
- ✓ **If you do not accept the Offer and Pacific Smiles is delisted, your ability to sell your Pacific Smiles Shares in the future** (and any price that you may receive for those shares) **is likely to be adversely affected**

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Important Notices

This document is a supplementary bidder's statement under section 643(1) of the *Corporations Act 2001* (Cth) given by Beam Dental Bidco Pty Ltd (ACN 676 303 254) ("**Bidco**").

This document is the fifth supplementary bidder's statement ("**Fifth Supplementary Bidder's Statement**") issued by Bidco in relation to its off-market takeover offer to acquire all of the ordinary shares in Pacific Smiles Group Limited (ACN 103 087 449) (ASX: PSQ) ("**Pacific Smiles**").

This Fifth Supplementary Bidder's Statement supplements, and should be read together with, Bidco's replacement bidder's statement dated 1 October 2024 ("**Replacement Bidder's Statement**"), Bidco's first supplementary bidder's statement dated 11 November 2024 ("**First Supplementary Bidder's Statement**"), Bidco's second supplementary bidder's statement dated 19 November 2024, Bidco's third supplementary bidder's statement dated 25 November 2024, Bidco's fourth supplementary bidder's statement dated 13 December 2024 (each bidder's statement, together, constituting the "**Bidder's Statement**"). This Fifth Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the Bidder's Statement.

A copy of this Fifth Supplementary Bidder's Statement was lodged with ASIC and provided to ASX and Pacific Smiles on 6 February 2025. Neither ASIC nor ASX takes any responsibility for the contents of this Fifth Supplementary Bidder's Statement.

Unless noted in this document or the context requires otherwise, capitalised terms and certain abbreviations used in this Fifth Supplementary Bidder's Statement have the meanings given to them in section 13 of the Replacement Bidder's Statement (Definitions and interpretation) and section 7.1 of the First Supplementary Bidder's Statement (Definitions and interpretation).

1 Takeover Bid update

Offer period

Bidco confirms that the Offer will close as it is currently scheduled to at 7:00pm on Tuesday 11 February 2025. Bidco will **not** extend the Offer period further.

2 Reasons to accept the Offer

Pacific Smiles Shareholders should take action quickly if they wish to follow the unanimous recommendation of the Pacific Smiles Board that they accept the Cash Offer before it closes at 7:00pm (Sydney time) on **Tuesday 11 February 2025**. Pacific Smiles Shareholders should consider the following reasons to accept the Offer:

- ✓ Bidco has obtained control of Pacific Smiles and has sufficient voting power to approve special resolutions;
- ✓ the Pacific Smiles Board has unanimously recommended that you accept the Cash Offer (in the absence of a superior proposal emerging);
- ✓ no superior proposal has emerged, and a superior proposal is unlikely to emerge before the end of the Offer Period;
- ✓ the Offer price is best and final and will not be increased, in the absence of an alternative or competing proposal;
- ✓ the Cash Offer provides certainty of value for your Pacific Smiles Shares;
- ✓ the price of Pacific Smiles Shares may fall after the Offer closes and Pacific Smiles Shareholders may face a lack of liquidity;
- ✓ if you do not accept the Offer, you may remain a minority shareholder in a Bidco controlled Pacific Smiles;

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- ✓ if you do not accept the Offer and Pacific Smiles is delisted, you may have materially fewer protections, and receive less information, than a shareholder in a listed company;
 - ✓ if you do not accept the Offer and Pacific Smiles is delisted, your ability to sell your Pacific Smiles Share in the future (and any price you may receive for those shares) is likely to be adversely impacted.

Bidco encourages all Pacific Smiles Shareholders to **ACCEPT THE OFFER NOW**. Further information on the risks you may be exposed to if you do not accept the Offer are set out in section 5.4(a) of the First Supplementary Bidder's Statement.

3 Consideration payable under the Offer

- Pacific Smiles Shareholders who accept the Offer may elect to receive:
 - All Cash Consideration of \$1.9825 per Pacific Smiles Share;¹
 - All Scrip Consideration of 1 Holdco Share per Pacific Smiles Share; or
 - Mixed Consideration of 49.5625 cents and 0.75 Holdco Shares per Pacific Smiles Share,² in each case, in accordance with (and subject to) the terms of the Offer.
- As the amount of the Declared Dividend that was paid to Pacific Smiles Shareholders on 10 October 2024 (in the amount of 3.25 cents per Pacific Smiles Share on issue at 25 September 2024) will be deducted from the Cash Offer amount and retained by the person that it was paid to³, Bidco will make the following cash payments for the following election types:
 - **\$1.95 cash for each Pacific Smiles Share** that is the subject of an election to receive All Cash Consideration; and
 - **48.75 cents cash** and 0.75 Holdco Shares per Pacific Smiles Share that is the subject of an election to receive the Mixed Consideration.
- Bidco intends to pay the Cash Consideration due under the Offer as quickly as practicable and in all instances within 20 days of a valid Acceptance being received by Bidco.
- If you accept the Offer now you will receive your chosen consideration faster than if Bidco becomes entitled to compulsorily acquire your Pacific Smiles Shares under Chapter 6A.1 of the Corporations Act and proceeded to exercise those rights in respect of Your Pacific Smiles Shares.
- Bidco draws to the attention of each Eligible Pacific Smiles Shareholder that is considering making an Election to receive All Scrip Consideration or Mixed Consideration the detailed information in the Replacement Bidder's Statement and First Supplementary Bidder's Statement concerning the risks and potential disadvantages of electing to receive All Scrip Consideration or Mixed Consideration and cautions each such shareholder to carefully consider those risks and potential disadvantages before making an Election. Without limitation, please see sections 4, 8 and 9 of the

¹ Under the Offer terms, if a Pacific Smiles Shareholder accepts the Offer in respect of its Pacific Smiles Shares and elects to receive the All Cash Consideration, Bidco will deduct from the All Cash Consideration payable in respect of those Pacific Smiles Shares the full cash amount of any dividend declared or paid by Pacific Smiles after the Announcement Date in respect of those Pacific Smiles Shares (including the Declared Dividend), unless the amount of such dividend is paid to Bidco in respect of those same Pacific Smiles Shares. Any fractional entitlement to a cent in respect of the All Cash Consideration will be rounded up or down to the nearest whole cent, in accordance with the terms of the Offer.

² Under the Offer terms, if a Pacific Smiles Shareholder accepts the Offer in respect of its Pacific Smiles Shares and elects to receive the Mixed Consideration, Bidco will deduct from the cash component of the Mixed Consideration payable in respect of those Pacific Smiles Shares 25% of the cash amount of any dividend declared or paid by Pacific Smiles after the Announcement Date in respect of those Pacific Smiles Shares (including the Declared Dividend), unless the amount of such dividend is paid to Bidco in respect of those same Pacific Smiles Shares. Any fractional entitlement to a Holdco Share or a cent in respect of the Mixed Consideration will be rounded up or down to the nearest whole Holdco Share or cent, in accordance with the terms of the Offer.

³ See section 12.10(k) of the Bidder's Statement.

Replacement Bidder's Statement and section 5.4(b) of the First Supplementary Bidder's Statement for further details of those risks and potential disadvantages.

4 Relevant interest in Pacific Smiles Shares and voting power

As at 7.00am on 6 February 2025 (being the time immediately preceding the release of this Fifth Supplementary Bidder's Statement), Bidco and/or its Associates had relevant interests in 144,220,106 Pacific Smiles Shares and Bidco has voting power in Pacific Smiles of 89.23%.⁴

5 How to **ACCEPT** the Offer

Offer Acceptance instructions

Online Acceptance: To accept the Offer online, you must follow the instructions below:

1. Go to <https://investor.automic.com.au/#/signup>.
2. Click "Register" then select "Pacific Smiles Takeover Offer" from the dropdown list in the Issuer Name Field.
3. Enter your Securityholder Reference Number (SRN) (for issuer sponsored holdings) or Holder Identification Number (HIN) (for CHESS sponsored holdings).
4. Enter your postcode OR country of residence (only if outside Australia).
5. Tick the box "I'm not a robot" and then select "Next".
6. Complete the prompts to set up your username and password details.
7. Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

Acceptance Form: To accept the Offer using a physical Acceptance Form you must complete and sign the Acceptance Form accompanying the Bidder's Statement and return it to the address indicated on the form so that it is **received within business hours before the Offer closes**.

Additional instructions for CHESS sponsored holdings

Contact your Controlling Participant: In respect of CHESS sponsored holdings only, you can accept the Offer by instructing your Controlling Participant (normally your Broker) to accept the Offer on your behalf, before the Offer closes.

6 Further information

In deciding whether to accept the Offer, Pacific Smiles Shareholders should have regard to the information contained in the Bidder's Statement.

This Fifth Supplementary Bidder's Statement does not consider your individual investment objectives, financial situation and particular needs. You may wish to seek independent financial and taxation advice before deciding whether to accept the Offer.

If you have any questions in relation to this Fifth Supplementary Bidder's Statement or the Offer, you should 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).

⁴ This calculation is based on there currently being 161,623,972 Pacific Smiles Shares on issue.

7 Modifications to and exemptions from the Corporations Act

ASIC has published various instruments providing for modifications and exemptions that generally apply to all persons including Bidco, in relation to the operation of Chapter 6 of the Corporations Act. Amongst others, Bidco has relied on a modification to the Corporations Act set out in *ASIC Corporations (Takeover Bids) Instrument 2023/683* ("**ASIC Instrument 2023/683**"). In particular this Fifth Supplementary Bidder's Statement contains statements which have been made by Pacific Smiles, or based on statements made by Pacific Smiles, in documents lodged with ASIC or given to the operator of a prescribed financial market in compliance with the listing rules of the prescribed financial market (including the ASX). Pursuant to ASIC Instrument 2023/683, the consent of Pacific Smiles to which such statements are attributed is not required for the inclusion of these statements in this Fifth Supplementary Bidder's Statement.

8 Approval of Fifth Supplementary Bidder's Statement

This Fifth Supplementary Bidder's Statement has been approved by a resolution of the directors of Bidco.

Dated 6 February 2025

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



Dr Michael Caristo
Director
Beam Dental Bidco Pty Limited