

# Clifford Chance

Lodged via ASX Online

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

22 October 2025

Our ref: 21-41067616

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 of the ordinary shares in Pacific Smiles Group Limited (ACN 103 087 49) (ASX: PSQ) ("**Pacific Smiles**") that it does not already own announced on 10 October 2025 ("**Offer**").

Bidco attaches, by way of service pursuant to section 647(3)(b) of the *Corporations Act 2001* (Cth) (the "**Corporations Act**"), a copy of Bidco's first supplementary bidder's statement dated 22 October 2025 ("**First Supplementary Bidder's Statement**"), which supplements or amends the bidder's statement dated 10 October 2025.

A copy of the First Supplementary Bidder's Statement has been lodged with the Australian Securities and Investments Commission and has been given to Pacific Smiles.

Yours sincerely

### **Clifford Chance**

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David Clee

Partner  
**Clifford Chance**



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Anthony Yelavich

Senior Associate  
**Clifford Chance**

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## FIRST SUPPLEMENTARY BIDDER'S STATEMENT

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 first supplementary bidder's statement ("**First 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 First Supplementary Bidder's Statement supplements, and should be read together with, Bidco's bidder's statement dated 10 October 2025 ("**Bidder's Statement**"). This First Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the Bidder's Statement.

A copy of this First Supplementary Bidder's Statement was lodged with ASIC and provided to ASX and Pacific Smiles on 22 October 2025. Neither ASIC nor ASX takes any responsibility for the contents of this First Supplementary Bidder's Statement.

Unless noted in this document or the context requires otherwise, capitalised terms and certain abbreviations used in this First Supplementary Bidder's Statement have the meanings given to them in section 12 of the Bidder's Statement (Definitions and interpretation).

### 1 Bidco has achieved the compulsory acquisition threshold

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Bidco now has a relevant interest in more than 90% of Pacific Smiles Shares (as at 8am (Sydney time) on 21 October 2025, 99.31%) and, upon transfer of Pacific Smiles Shares pursuant to Acceptances, will have acquired more than 75% of the Pacific Smiles Shares that it offered to acquire under the Offer. Accordingly, Bidco now intends to exercise its right to compulsorily acquire all outstanding Pacific Smiles Shares upon the transfer taking effect.

Pacific Smiles Shareholders whose Shares are compulsorily acquired will be entitled to receive \$2.20 per Pacific Smiles Share (being equal to the Offer Consideration).

Bidco notes that 5 business days after Bidco commences the compulsory acquisition process, Pacific Smiles Shares will be suspended from trading on the ASX under Listing Rule 17.4. Once this happens, Pacific Smiles Shareholders will not be able to sell their Pacific Smiles Shares on market, and ASX will remove Pacific Smiles from the official list at the close of trading on a date decided by ASX (ordinarily 3 business days later).

Bidco will provide a further update on the compulsory acquisition process (including the timetable) in due course.

### 2 The Offer is closing on 17 November 2025 and will not be extended

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The Offer Period for Bidco's takeover bid for Pacific Smiles will close at 7.00pm (Sydney time) on Monday, 17 November 2025 (**Closing Time**). Bidco will not be extending the Offer Period beyond the Closing Time.

The Offer Consideration of \$2.20 per Share is Bidco's best and final price and will not be increased.

### 3 Accept the Offer now to receive payment sooner

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Shareholders who accept the Offer before the Closing Time will be sent payment for their Pacific Smiles Shares sooner than they will under the compulsory acquisition process.

## 4 How to accept the Offer

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Details of how to accept the Offer are set out in section 2 and section 11.5 of the Bidder's Statement.

You may accept the Offer only in respect of all of Your Shares.

### Issuer sponsored shareholders

If Your Shares are registered in an Issuer Sponsored Holding (such holdings will be evidenced by your Securityholder Reference Number or SRN commencing with an 'I'), to accept this Offer, you may accept the Offer either online or by using the physical Acceptance Form:

- **Online Acceptance:** To accept the Offer online, you must follow the instructions below:
  1. Go to <https://portal.automic.com.au/investor/home>.
  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) as shown on your most recent holding statement.
  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; or
- **Acceptance Form:** to accept the Offer using a physical Acceptance Form you must complete and sign the Acceptance Form that accompanied 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.

### CHESS shareholders

If Your Shares are registered in a CHESS Holding (such holdings will be evidenced by your Holder Identification Number ("HIN") commencing with an 'X'), you may either accept the Offer online, by using the physical Acceptance Form, or by instructing your Controlling Participant yourself:

- **Online Acceptance:** To accept the Offer online, you must follow the instructions below:
  1. Go to <https://portal.automic.com.au/investor/home>.
  2. Click "Register" then select "Pacific Smiles Takeover Offer" from the dropdown list in the Issuer Name Field.
  3. Enter your Holder Identification Number (HIN) as shown on your most recent holding statement or trading account.
  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 that accompanied the Bidder's Statement and return it to the address indicated on the form so that it is received in sufficient time to request Acceptance by your Controlling Participant within business hours before the Offer closes; or

- **Contact your Controlling Participant:** alternatively, you can accept the Offer by instructing your Controlling Participant (normally your Broker) to accept the Offer on your behalf, before the Offer closes.

### **Participants**

If you are a participant, your Acceptance must be initiated in accordance with rule 14.14 of the ASX Settlement Operating Rules before the Offer closes.

Full details on how to accept the Offer are set out in Section 11.5 of the Bidder's Statement.

### **Bidco Offer Information Line**

If you have any questions in relation to the Offer, please call the Bidco Offer Information Line on 1300 101 594 (for calls made within Australia) or +61 2 8072 1412 (for calls made outside Australia) between 8.30am and 7.00pm (Sydney time), Monday to Friday (excluding public holidays).

## **5 Approval of First Supplementary Bidder's Statement**

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

**Dated** 22 October 2025

**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