

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

**CLIFFORD CHANCE**

LEVEL 24  
10 CARRINGTON STREET  
SYDNEY NSW 2000  
AUSTRALIA  
TEL +612 8922 8000  
FAX +612 8922 8088

www.cliffordchance.com

**Lodged via  
ASX Online**

Our ref: 21-41067616

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

25 October 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) ("**Offer**"). On 1 October 2024, Bidco lodged a replacement bidder's statement in relation to the Offer ("**Bidder's Statement**").

On behalf of Bidco, we enclose notice pursuant to section 650D of the Corporations Act extending the closing date for the Offer to 7:00pm (Sydney time) on 29 November 2024, unless extended or withdrawn in accordance with the Corporations Act, and varying the Bidder's Statement to reflect the extension of the closing date.

This notice also includes an update to the date for giving notice as to the status of conditions under the Offer, as required by section 630(2) of 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*).

30077994223-v3

21-41067616

LIABILITY LIMITED BY A SCHEME APPROVED UNDER PROFESSIONAL STANDARDS LEGISLATION.

For personal use only

Yours sincerely



---

David Clee

Partner  
**Clifford Chance**



---

Nicole Backhouse

Counsel  
**Clifford Chance**

For personal use only

**Notice under sections 650D(1) and 630(2) of the Corporations Act 2001 (Cth)**  
**Variation of offer – extension of offer period to 29 November 2024**

---

*This is a notice made in accordance with sections 650D(1) and 630(2) 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 (unless extended or withdrawn) as it is supplemented or replaced from time to time (**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**)  
ASX Limited (**ASX**)  
Pacific Smiles Group Limited (ACN 103 087 449) (ASX:PSQ) (**Pacific Smiles**)  
All persons entitled to receive a copy of this notice pursuant to section 650D(1)(c)(ii) of the *Corporations Act* as modified by *ASIC Instrument 2023/683* (**Pacific Smiles Shareholders**)

Dear Pacific Smiles Shareholder,

Bidco is pleased to advise it has extended the closing date of the Offer Period to **7:00pm (Sydney time) on 29 November 2024**, unless further extended in accordance with the Corporations Act.

We encourage you to act now and read the Bidder's Statement that is [available here](#).

Pacific Smiles Shareholders may accept the Offer in accordance with section 12.5 of the Bidder's Statement.

You may accept the Offer by:

- logging into <https://investor.automic.com.au/#/home> and following the instructions:
  - select Pacific Smiles Takeover Offer from the dropdown list in the Issuer Name Field;
  - enter your Holder Reference Number (HIN/SRN);
  - enter your postcode OR country of residence (only if outside Australia);
  - tick the box "I'm not a robot" and then select "Next";
  - complete the prompts to set up your username and password details; and
  - once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.
- completing and signing the accompanying personalised acceptance form and returning it to the address specified on the acceptance form; or

For personal use only

- if you are a CHESS holder, instructing your Controlling Participant (usually your broker) to accept the Offer on your behalf.

In accordance with subsection 650D(2) of the Corporations Act, you may be receiving a copy of this notice even if you have already accepted the Offer. If you have already accepted the Offer, no action is required.

If you have any questions in relation to this document, the Offer or how to accept the Offer, you can call Bidco's Offer Information Line on 1300 101 297 (within Australia) or +61 2 9068 1929 (outside Australia), Monday to Friday between 8:30am and 7:00pm (Sydney time).

### **Notice of variation of Offer**

Bidco hereby gives notice under subsection 12.18(a) of the Bidder's Statement and pursuant to sections 650C and 650D of the Corporations Act that it varies the Offer by:

- extending the Offer Period, so that the Offer will now close at 7:00pm (Sydney time) on 29 November 2024 (instead of 1 November 2024), unless further extended by variation or withdrawn under section 12.18 of the Bidder's Statement, in accordance with the Corporations Act; and
- replacing the references to "1 November 2024" with "29 November 2024" in all places in the Bidder's Statement (particularly section 12.4), in any previous notices and in all other instances where "1 November 2024" appears as the closing date of the Offer.

### **Notice of status of Conditions**

Bidco hereby gives notice under subsection 630(2) of the Corporations Act that, as a result of the extension of the Offer Period, the new date in section 12.14(f) of the Bidder's Statement to give notice as to the status of the Conditions, as postponed by section 630(2)(a) of the Corporations Act, is **22 November 2024**.

In accordance with paragraph 630(2)(b)(ii) of the Corporations Act, as at the date of this notice, the Conditions have not yet been freed or, so far as Bidco knows, not yet been fulfilled and accordingly the Offer remains subject to the Conditions, as set out in section 12.3 of the Bidder's Statement.

### **ASIC Disclaimer**

A copy of this notice was lodged with ASIC on 25 October 2024. ASIC takes no responsibility for the contents of this Notice.


For personal use only

**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** 25 October 2024

**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

For personal use only