

**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

22 November 2024

Dear Sirs/Madams

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

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) ("**Pacific Smiles**") ("**Offer**").

On behalf of Bidco, we enclose by way of service pursuant to sections 630(3) and 630(5)(b) of the Corporations Act, a formal notice of the status of defeating conditions to the Offer.

A copy of the formal notice of the status of defeating conditions to the Offer has been sent to Pacific Smiles today.

Yours sincerely



David Clee

Partner
Clifford Chance



Nicole Backhouse

Counsel
Clifford Chance

21-41067616

For personal use only

Notice under section 630(3) of the Corporations Act 2001 (Cth)

Status of defeating conditions

*This is a notice made in accordance with section 630(3) of the Corporations Act 2001 (Cth) (**Corporations Act**) 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 and second supplementary bidder's statement dated 19 November 2024 (**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: ASX Limited (**ASX**)
Pacific Smiles Group Limited (ACN 103 087 449) (ASX:PSQ) (**Pacific Smiles**)

Notice of status of defeating conditions

In accordance with section 630(3) of the Corporations Act, Bidco gives notice that, as at the date of this notice:

- (a) the Offer is free from all defeating conditions and is wholly unconditional (and has been wholly unconditional since 11 November 2024); and
- (b) Bidco's voting power in Pacific Smiles is 32.93%.

Further information

The Offer is scheduled to close on **29 November 2024 at 7:00pm (Sydney time)** unless, on or before that date, Bidco has voting power in Pacific Smiles of at least 50% or if a competing or alternative proposal emerges. In either scenario, Bidco reserves the right to extend or close the Offer, in its absolute discretion.¹

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).

Dated 22 November 2024

Signed on behalf of Bidco by



Dr Michael Caristo
Director
Beam Dental Bidco Pty Limited

¹ Bidco notes that, in accordance with section 624 of the Corporations Act, the Offer Period will automatically extend by 14 days if, among other things, in the last seven days of the Offer Period, Bidco's voting power in Pacific Smiles increases to more than 50%.