



**Pacific Smiles Group Limited** (ASX: **PSQ**)  
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ABN 42 103 087 449 / ACN 103 087 449

ASX Market Announcements  
ASX Limited  
Level 4, Exchange Centre  
20 Bridge Street  
Sydney, NSW 2000

## ASX RELEASE

8 March 2021

### Share Purchase Plan Booklet

Pacific Smiles Group Limited ("PSQ", "Company") confirms that its Share Purchase Plan ("SPP", "Plan") will open at 12.00pm (Sydney time) today and the attached SPP booklet ("SPP Booklet") will be available to eligible shareholders today.

The Share Purchase Plan (SPP) will follow the Placement with eligible Pacific Smiles shareholders in Australia and New Zealand offered the opportunity to acquire additional shares in Pacific Smiles. The SPP will not be underwritten.

Shareholders on the Pacific Smiles register at 7:00pm (Sydney time) on 1 March 2021 (Record Date), with a registered address in Australia or New Zealand will be entitled to subscribe for up to \$30,000 worth of shares through the SPP, subject to eligibility criteria and other terms and conditions of the SPP set out in the SPP Booklet, which will be dispatched to eligible shareholders in due course. Shares issued under the SPP will rank equally with existing shares of Pacific Smiles including being eligible for the Company's recently declared 2.4c fully franked dividend. The SPP aims to raise up to approximately \$5 million. Pacific Smiles may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.

New Shares under the SPP are to be issued at the same price paid by investors under the Placement.

The key dates for the SPP are set out below:

### INDICATIVE TIMELINE

Share Purchase Plan	
Record date for determining eligibility for the SPP	7:00pm, 1 March
Dispatch of offer documents and application forms	Monday, 8 March
SPP opens	12:00pm, Monday, 8 March
SPP closes	Thursday, 18 March
SPP allotment date	Tuesday, 23 March
Normal trading of New Shares issued under the SPP	Wednesday, 24 March
Dispatch of holding statements	Friday, 26 March

The above timetable is indicative only. Pacific Smiles and the Joint Lead Managers reserve the right to amend any or all of these dates at their absolute discretion; subject to the *Corporations Act 2001*(Cth), the ASX Listing Rules and any other applicable laws. The quotation of new shares is subject to confirmation from the ASX. All references to time in this announcement are to Sydney time.

### **How to participate in the SPP**

The SPP opens at 12:00pm (Sydney time) on 8 March 2021. If you are an eligible Shareholder and wish to participate in the offer, you may apply for Shares in the amount of \$1,000, \$2,500, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 at an issue price of \$2.60 per share.

Please ensure you make your payment by BPAY® using the details on your personalised Application Form, allowing enough time for payment, to be received by 5:00pm (Sydney time) on 18 March 2021.

The SPP Booklet, which includes a personalised Application Form, will be made available to eligible Shareholders by the following methods:

- Shareholders who have previously registered to receive correspondence from the Company electronically or we have an email address for, should receive an email later today with links to retrieve the documents electronically.
- All Shareholders can log into Link Investor Centre and retrieve their personalised documentation.
- Hardcopy documents will be sent by post today, Monday 8 March 2021, to all eligible Shareholders who have not previously registered to receive Company correspondence electronically.

*Authorised for release by the Board of Directors*

### **For more information**

#### **Investors**

Phil McKenzie

Chief Executive Officer

Email: [investor.relations@pacificsmiles.com.au](mailto:investor.relations@pacificsmiles.com.au)

Phone: 02 4930 2000

# Pacific Smiles Group Limited

## Share Purchase Plan Booklet

Eligible Shareholders have the opportunity to participate in the Share Purchase Plan by applying for up to \$30,000 worth of new ordinary shares in the Company (**New Shares**). Details of the offer and how to participate are set out in this Booklet.

This Booklet is intended for use only in connection with the Share Purchase Plan to Eligible Shareholders in Australia or New Zealand. No action has been taken to permit an offering of New Shares in any jurisdiction outside of Australia and New Zealand. The distribution of this document may be restricted by law and persons (including custodians and nominees) who come into possession of this document should observe any such restrictions.

This document may not be distributed or released in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, any New Shares in the United States or in any jurisdiction in which such an offer would be illegal. The New Shares to be offered and sold under the Share Purchase Plan have not been, and will not be, registered under the U.S. Securities Act of 1933 or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).

## KEY DATES

<b>Record Date</b> (the time that eligibility to participate in the Share Purchase Plan ( <b>SPP</b> ) is determined)	7:00pm (Sydney time), Monday, 1 March 2021
<b>Opening Date</b>	12:00pm, Monday, 8 March 2021
<b>Closing Date</b>	5:00pm, Thursday, 18 March 2021
<b>Announcement of results of SPP</b>	On or before Tuesday, 23 March 2021
<b>Issue of New Shares</b>	Tuesday, 23 March 2021
<b>Commencement of trading of New Shares on the ASX</b>	Wednesday, 24 March 2021
<b>Despatch of holding statements for New Shares</b>	Friday, 26 March 2021

This timetable (and each reference in this Booklet to a date specified in the timetable) is indicative only and the Company may, at its discretion, vary any of the above dates by lodging a revised timetable with the Australian Securities Exchange (**ASX**). All times referred to in this Booklet are Sydney time.

## IMPORTANT NOTICE

This Booklet contains important information. You should read it carefully and in its entirety.

This Booklet is not a prospectus under Chapter 6D of the *Corporations Act 2001* (Cth) (the **Corporations Act**). The offer of New Shares under the SPP is made in accordance with Australian Securities and Investments Commission (**ASIC**) *Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Instrument 2019/547)*, which grants relief from the requirement to issue a disclosure document for the SPP.

If you have any questions in relation to how to participate in the SPP after reading this Booklet, please contact the Company's SPP Information Line, operated by its share registry Link Market Services Limited (the **Registry**), from 8:30am to 5:30pm (Sydney time) Monday to Friday on 1300 402 422 (within Australia) or +1300 402 422 (outside Australia).

This Booklet does not constitute or provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs. If you are in any doubt about whether to participate in the SPP, you should seek advice from your financial, taxation or other professional adviser before participating.

### **New Zealand**

The New Shares under the SPP are not being offered or sold to the public in New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares under the SPP is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has not been registered, filed or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

For personal use only

# LETTER FROM THE CHAIRPERSON

8 March 2021

Dear Shareholder

## Pacific Smiles Pacific Smiles Share Purchase Plan

On behalf of the Board of Pacific Smiles Group Limited (**Pacific Smiles** or **Company**), I am pleased to offer you the opportunity to participate in the Pacific Smiles Share Purchase Plan (**SPP**). The SPP provides each Eligible Shareholder with an opportunity to apply for up to A\$30,000 worth of fully paid ordinary shares in Pacific Smiles (**Shares**). Participation is optional.

Shares purchased under the SPP (**New Shares**) will be priced at A\$2.60, being the price at which Shares were issued under the recent A\$15 million institutional placement undertaken by Pacific Smiles (**Placement Price**).

There are no brokerage or transaction costs of participating in the SPP.

Pacific Smiles is targeting to raise A\$5 million under the SPP. The Board has discretion to issue more or less New Shares than that target amount. If we receive applications for more New Shares than we decide to issue, applications may need to be scaled back.

The proceeds of the SPP will be used to accelerate the Company's current growth plan to roll out more centres, as well as for general working capital.

To be eligible to participate in the SPP, you must have been a registered holder of Shares at the Record Date (7:00pm (Sydney time) on Monday, 1 March 2021) and shown on the Register to have an address in Australia or New Zealand (**Eligible Shareholder**).

Details of how to apply under the SPP are contained in section 4 of the SPP terms and conditions on page 6 of this SPP Booklet.

You can download your Application Form online at <https://www.pacificsmilesgroup.com.au/Investors/> and pay your Application Monies via BPAY<sup>1</sup>.

Please ensure that the Registry receives your Application Monies by the Closing Date (expected to be 5.00pm (Sydney time) on Thursday, 18 March 2021).

This SPP Booklet sets out the details and the terms and conditions of the SPP and I encourage you to read it carefully and in full, and to seek your own financial and taxation advice in relation to the SPP Offer, before deciding on whether to participate. If you have any additional questions you can call Pacific Smiles' SPP Information Line on 1300 402 422 (within Australia) or +61 1300 402 422 (outside Australia) from 8:30am to 5:30pm (Sydney time) Monday to Friday during the offer period.

On behalf of the Board of Pacific Smiles, I thank you for your continued support of the Company.

Yours sincerely



**Zita Peach**  
**Chairperson, Pacific Smiles Group Limited**

<sup>1</sup> Registered to BPAY Pty Ltd ABN 69 079 137 518.

# SPP TERMS AND CONDITIONS

## Important notice

If you apply to participate in the SPP, you accept the risk that the market price of Shares may change between the date of the SPP Offer and the date when New Shares are issued to you under the SPP. As such, it is possible that up to or after the date you receive New Shares under the SPP, you may be able to buy Shares on the ASX at a lower price than the Issue Price under the SPP.

By participating in the SPP, you will be deemed to have accepted, and will be bound by, these terms and conditions.

Unless the context requires otherwise, capitalised terms used in these terms and conditions will have the meaning given to them elsewhere in this Booklet.

## 1 Offer

- 1.1 Pacific Smiles Group Limited offers each Eligible Shareholder the opportunity to purchase up to \$30,000 worth of New Shares under the Share Purchase Plan subject to and in accordance with the terms and conditions set out below (such offer, the **SPP Offer**).
- 1.2 The SPP Offer opens at 12:00pm on 8 March 2021 (**Opening Date**) and closes at 5.00pm (Sydney time) on 18 March 2021 (or such other date as the Company determines in its absolute discretion) (**Closing Date**).
- 1.3 The SPP Offer is non-transferable and, therefore, Eligible Shareholders cannot transfer their right to purchase New Shares to any third party.
- 1.4 The SPP Offer to each Eligible Shareholder (whether as a Custodian or on its own account) is made on the same terms and conditions.
- 1.5 Participation in the SPP is entirely voluntary.
- 1.6 All references to \$ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.

## 2 Eligible Shareholders

- 2.1 You are an **Eligible Shareholder** who is eligible to participate in the SPP if you:

- (a) were registered on the Company's share register (**Register**) as a holder of one or more ordinary shares in the Company at 7.00pm (Sydney time) 1 March 2021 (**Record Date**);
  - (b) have a registered address in either Australia or New Zealand; and
  - (c) are not in the United States and are not acting for the account or benefit of a person in the United States.
- 2.2 Eligible Shareholders who are "custodians" (as defined in section 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547) (**Custodians**) may participate in the SPP Offer in accordance with clauses 3.2 and 4.5.
  - 2.3 The SPP Offer is not made to holders of Shares with a registered address outside of Australia and New Zealand. Any shareholders who hold shares on behalf of persons who are in the United States or who act for the account or benefit of a person in the United States are not entitled to participate in the SPP.

## 3 Joint holders and Custodians

- 3.1 If two or more persons are registered on the Register as jointly holding Shares, they are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and a certification given by any of them is taken to be a certification given by all of them.

3.2 Subject to these terms and conditions, Eligible Shareholders who are Custodians may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf they hold Shares.

3.3 An **Eligible Beneficiary** is a person:

- (a) on whose behalf a Custodian holds Shares as at the Record Date;
- (b) who has a registered address in either Australia or New Zealand; and
- (c) who is not in the United States and is not acting for the account or benefit of a person in the United States.

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#### 4 Applications for New Shares

4.1 Eligible Shareholders must apply for parcels of New Shares in the following increments:

- (a) \$1,000;
- (b) \$2,500;
- (c) \$5,000;
- (d) \$10,000;
- (e) \$15,000;
- (f) \$20,000;
- (g) \$25,000; or
- (h) \$30,000.

4.2 Applications must be for a **minimum of \$1,000** and a **maximum of \$30,000** worth of New Shares.

Eligible Shareholders who wish to apply for New Shares must pay the relevant amount for the New Shares they wish to apply for (**Application Monies**) via BPAY® in accordance with the instructions on the Application Form, so that it is received prior to the Closing Date. You are not required to return your Application Form to the Company. Payments by cheque will not be accepted.

4.3 The Company reserves the right, but is not obligated, to accept applications for New

Shares that are received after the Closing Date.

4.4 Eligible Shareholders who receive more than one offer under the SPP (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply for New Shares under their various capacities but may not apply for New Shares with an aggregate value of more than \$30,000.

4.5 If you wish to subscribe for New Shares as a Custodian for one or more Eligible Beneficiaries, you must also complete and submit a certificate that complies with sections 8(3) and (4) of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Custodian Certificate)* before your application will be accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.

4.6 The Company and its officers and agents may accept or reject your application for New Shares in whole or in part at their discretion including, without limitation, if:

- (a) your application does not comply with these terms and conditions;
- (b) it appears you are not an Eligible Shareholder;
- (c) your Application Monies are not received by the Registry by the Closing Date;
- (d) the Company believes that you are applying to purchase more than \$30,000 worth of New Shares in aggregate (including as a result of Shares you hold directly, jointly or through a custodian or nominee arrangement) or your application is not for an amount in the increments described in clause 4.1;
- (e) payment of the Application Monies is not submitted in Australian currency; and
- (f) in which event the Company will:
  - (i) refund in full your application monies and not allot any New Shares to you; or



- (ii) allot to you the number of New Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies.
- 4.7 If you are entitled to a refund of all or any of your Application Monies (greater than \$2.00), the refund will be paid to you, without interest, as soon as practicable by direct credit to your nominated account (as recorded with the Registry) or by cheque.
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- 5 Issue Price**
- 5.1 The issue price per New Share (**Issue Price**) will be \$2.60.
- 5.2 The current Share price can be obtained from the ASX and is listed in the financial and business section of major daily newspapers circulating in Australia.
- 5.3 You agree to pay the Issue Price per New Share for the number of New Shares calculated under clause 6.1 or, if there is a scale back, the number of New Shares calculated under clause 8.
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- 6 Calculation and issue of New Shares**
- 6.1 If you apply for New Shares under the SPP, you will apply for a certain value, rather than a certain number, of New Shares. If your application is accepted, the Company will divide the value of your Application Monies by the Issue Price (as determined under clause 5.1) in order to determine the number of New Shares which, subject to scale back, will be issued to you.
- 6.2 If the calculation in clause 6.1 produces a fractional number, the number of New Shares issued to you will be rounded up to the nearest whole New Share.
- 6.3 New Shares are expected to be issued on 23 March 2021 (**Issue Date**).
- 6.4 New Shares issued under the SPP will rank equally in all respects with existing Shares as at the Issue Date.
- 6.5 The Company will apply to the ASX for quotation of New Shares. It is anticipated that New Shares will be quoted on the ASX on or around 24 March 2021.
- 6.6 The Registry will send holding statements in respect of the New Shares issued under the SPP on or around 26 March 2021.
- 6.7 There are risks associated with any stock market investment and we recommend that you obtain your own independent financial advice in relation to this SPP. In particular, there is a risk that Pacific Smiles' market price at the time that New Shares are issued will be less than their Issue Price. If this occurs, the value of your investment in New Shares will be less than the amount you invested. Accordingly, you should consider price movements of shares in Pacific Smiles before applying for New Shares under this SPP.
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- 7 Effect of applying to participate**
- 7.1 By making a payment via BPAY®, (on your own behalf and on behalf of each for whose account you are acting, if applicable) you:
- (a) are deemed to have accepted the SPP Offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
  - (b) warrant that all details and statements in your application are true and complete and not misleading (including by omission);
  - (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);
  - (d) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP, and agree to provide (and if applicable direct your nominee or Custodian provide) any requested substantiation of your eligibility to participate in the SPP

and of your holding of Shares on the Record Date;

- (e) acknowledge that no interest will be paid on any Application Monies held pending the issue of New Shares or subsequently refunded to you for any reason;
- (f) acknowledge that the Company and its officers and agents are not liable for any consequences of the exercise or non-exercise of discretions referred to in these terms and conditions;
- (g) agree to pay the Issue Price per New Share up to the maximum of the maximum value of your BPAY® payment;

(as determined by the Company in its absolute discretion);

- (h) acknowledge and agree that:
  - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States;
  - (ii) the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 (the **U.S. Securities Act**), and accordingly, the New Shares may not be offered, or sold without registration under the U.S. Securities Act except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws; and
  - (iii) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating in the SPP is resident in Australia or New Zealand, and you have not sent this Booklet, or any materials relating to the SPP to any

person outside of Australia and New Zealand;

- (i) if you are applying for New Shares on your own behalf (and not as Custodian), acknowledge and agree that:
  - (i) you are not applying for New Shares with an aggregate application price of more than \$30,000 (including any New Shares which a Custodian has applied to purchase on your behalf under the SPP);
  - (ii) the aggregate application price for the following does not exceed \$30,000:
    - (A) the New Shares the subject of the application; and
    - (B) any other New Shares which you instruct a Custodian to acquire on your behalf under the SPP,
- even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
- (j) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
  - (i) you are a Custodian (as that term is defined in section 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547);
  - (ii) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and that the Eligible Beneficiary was provided with a copy of this Booklet before giving such instruction;

- (iii) you are not applying for New Shares on behalf of any Eligible Beneficiary with an aggregate application price of more than \$30,000 under the SPP; and
  - (iv) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
  - (k) accept the risks associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;
  - (l) are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured;
  - (m) agree to be bound by the constitution of the Company (as amended and as it may be amended from time to time in the future);
  - (n) represent that you are in compliance with all relevant laws and regulations;
  - (o) acknowledge that the Company may vary the timetable set out in this Booklet (including any specific dates in that timetable) at its discretion by lodging a revised timetable with the ASX;
  - (p) acknowledge that the market price of Shares may rise or fall between the date of the SPP Offer and the Issue Date and that the Issue Price you pay for New Shares may exceed the market price of Shares on the Issue Date;
  - (q) acknowledge that there are risks associated with acquiring and holding Shares;
  - (r) acknowledge that none of the Company or its subsidiaries or their respective directors, officers, employees, agents and advisers has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;
  - (s) authorise the Company and its officers and agents to do anything on your behalf necessary for New Shares to be issued to you in accordance with these terms and conditions;
  - (t) acknowledge that the Company may at any time and in its absolute discretion determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective;
  - (u) declare that you are at least 18 years of age and have full legal capacity and power to perform all your rights and obligations in respect of the SPP Offer; and
  - (v) authorise the Company and its officers and agents to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.
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- 8 Scale back**
- 8.1 The Company may in its absolute discretion undertake a scale back of applications for New Shares to the extent and in the manner it sees fit. The Company may also (in its absolute discretion) raise a higher amount.
  - 8.2 If there is a scale back, you may receive less than the parcel of New Shares for which you have applied.
  - 8.3 If a scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allotted will be rounded up to the nearest whole number of New Shares.
  - 8.4 If there is a scale back, the difference between the Application Monies received from you, and the number of New Shares allocated to you multiplied by the Issue Price, will be refunded to you without interest.

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## 9 Dispute resolution

- 9.1 The Company may settle, in any manner it deems appropriate, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant or any application for New Shares, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.
- 9.2 The powers of the Company under these terms and conditions may be exercised by the directors of the Company or any delegate or representative of them.

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## 10 ASIC Relief

- 10.1 This offer of New Shares under the SPP is made in accordance with the Instrument 2019/547 which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain terms and conditions.

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## 11 Variation and termination

- 11.1 The Company reserves the right at any time to:
- (a) amend or vary these terms and conditions;
  - (b) waive strict compliance with any provision of these terms and conditions;
  - (c) withdraw the SPP Offer or suspend or terminate the SPP;
  - (d) vary the timetable for the SPP, including, without limitation, the Closing Date; and
  - (e) not accept an application, not issue New Shares, or issue New Shares to a value less than that applied for under the SPP by an Eligible Shareholder (including a Custodian applying on behalf of one or more Eligible Beneficiaries).
- 11.2 Any such amendment, variation, waiver, suspension, withdrawal, non-acceptance

or termination will be binding on all Eligible Shareholders even where the Company does not notify you of that event.

- 11.3 In the event that the SPP is withdrawn or terminated, all Application Monies will be refunded. No interest will be paid on any money returned to you.

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## 12 Privacy policy

- 12.1 Chapter 2C of the Corporations Act requires information about a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder.
- 12.2 The Company and the Registry may collect personal information to process your application, implement the SPP and administer your holding of Shares. The personal information contained in the Register is also used to facilitate payments and corporate communications (including financial results), annual reports and other information to be communicated to holders of Shares), and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.
- 12.3 Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers and professional advisers), related entities of the Company and its agents and contractors, and the ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.
- 12.4 Link Market Services Limited's privacy policy is available on their website: <https://www.linkmarketservices.com.au/>.

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**13 Costs of participation**

The Company will not charge any brokerage, commissions or other transaction costs in respect of the application for, and allotment of, New Shares under the SPP.

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**14 Underwriting**

14.1 The SPP is not underwritten.

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**15 Governing law**

- 15.1 These terms and conditions are governed by the laws in force in New South Wales. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of New South Wales. By accepting the SPP Offer, you agree to submit to the non-exclusive jurisdiction of the courts in New South Wales. Other terms and conditions, and rights and obligations in respect of Shares, are contained in the constitution of the Company.
- 15.2 The terms and conditions of the SPP prevail to the extent of any inconsistency with the Application Form.

**SRN/HIN:**

**Entitlement Number:**

**Record Date:**

**1 March 2021**

**Offer Opens: 12:00pm (Sydney time), 8 March 2021**

**Offer Closes**

**5:00pm (Sydney time):**

**18 March 2021**

## SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

### How do I apply for Shares under this offer?

- Carefully read the SPP Booklet accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the SPP Terms and Conditions and the instructions outlined in this form.
- Payments must be in Australian dollars.

### BPAY® PAYMENT ONLY (NO CHEQUE PAYMENTS)

#### Paying by BPAY®

By paying by BPAY®, you do **NOT** need to complete this Application Form. Payment must be received by the Registry by BPAY® by 5:00pm (Sydney time) on 18 March 2021. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Pacific Smiles Group receives an amount which is not one of the designated parcel values (A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000), Pacific Smiles Group may round down your Application to the next lowest parcel value with the difference being refunded. Your payment must be for a minimum of A\$1,000.



**Billers Code:** 340430

**Ref:**

#### Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: [www.bpay.com.au](http://www.bpay.com.au)

® Registered to BPAY Pty Ltd ABN 69 079 137 518

## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Booklet and this Important Information, before you make the Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained emailing [capitalmarkets@linkmarketservices.com.au](mailto:capitalmarkets@linkmarketservices.com.au). Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by making payment by Bpay®, you certify that the aggregate of the Application Payment paid by you for:
  - the parcel of New Shares indicated by your Bpay® payment; and
  - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of your Application Payment does not exceed A\$30,000.
7. Pacific Smiles Group reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Pacific Smiles Group may scaleback applications in its discretion.

**If you require further assistance please contact the Pacific Smiles Group SPP Information Line on 1300 402 422 (within Australia) or +61 1300 402 422 (outside Australia) between 8.30am to 5.30pm (Sydney time) Monday to Friday during the Offer period.**