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12 November 2021

General Scheme Meeting – Presentation and Chairman's Address

1300 Smiles Limited (ASX: ONT) (**1300 Smiles**) refers to the proposed scheme of arrangement under which Adams Aus BidCo Pty Limited will acquire approximately 84% of the shares in 1300 Smiles.

In accordance with ASX Listing Rule 3.13.3, 1300 Smiles attaches the presentation slides and Chairman's address in relation to the General Scheme Meeting commencing at 9:00am (Brisbane time) on Friday, 12 November 2021 via an online platform at <https://web.lumiagm.com/311537388>.

The results of the General Scheme Meeting will be communicated on ASX shortly after the conclusion of the meeting.

This announcement is authorised for release to ASX by the Board.

For further information contact:

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ENDS

About 1300Smiles

1300Smiles Limited owns and operates full-service dental facilities at its sites in Queensland and New South Wales, with its corporate and administrative offices located in Townsville. 1300Smiles enables the delivery of services to patients by providing the use of dental surgeries, practice management and other services to self-employed dentists who carry on their own dental practices. Further details about 1300Smiles are available at www.1300Smiles.com.au.

1300 Smiles Limited

General Scheme Meeting

9.00am (Brisbane time)
Friday, 12 November 2021



1300 SMILES
Dentists

www.1300SMILES.com.au

Key dates

Event	Date
Second Court Date For approval of the Scheme	Wednesday, 17 November 2021
Effective Date Date on which Scheme becomes effective and binding on shareholders	Thursday, 18 November 2021
Special Dividend Record Date	Friday, 19 November 2021
Scheme Record Date	Wednesday, 24 November 2021
Special Dividend Payment Date	Friday, 26 November 2021
Implementation Date (completion of Scheme) Date on which BidCo becomes the holder of the Scheme Shares and Scheme Consideration will be sent to Scheme Shareholders	Wednesday, 1 December 2021

All dates following the date of the Scheme Meetings are indicative only and, among other things, are subject to approvals from the Court and other scheme conditions having been satisfied or waived. ONT reserves the right to vary the dates set out above. Any changes to the above timetable will be announced on ASX.

Questions

Please submit your questions through the Lumi portal (see example below)

When the Question function is available, the Q&A icon will appear at the top of the app

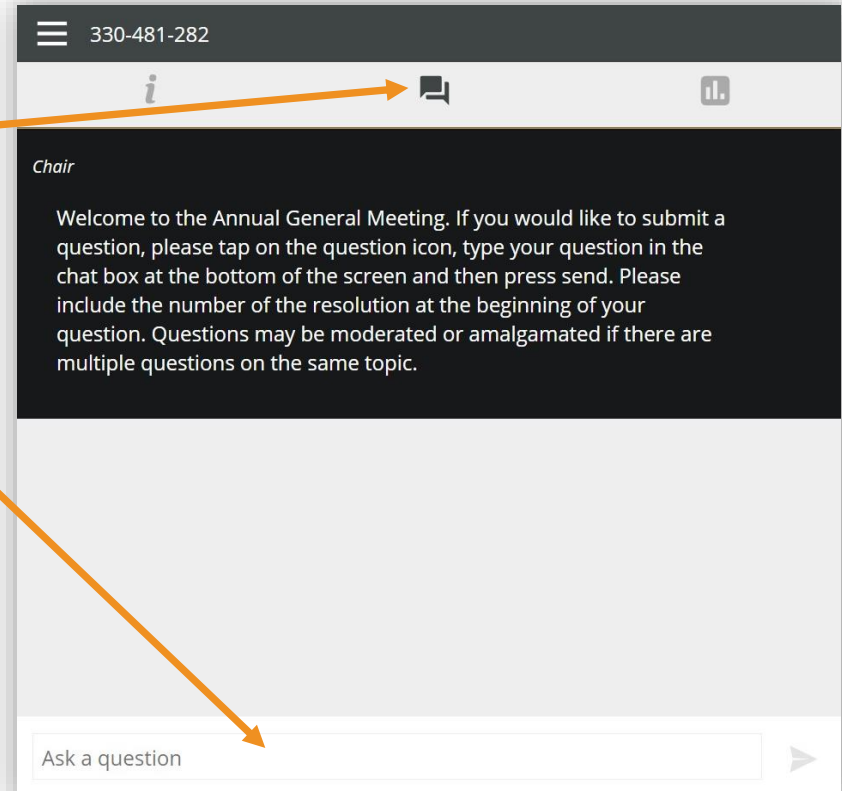


To send in a question, click in the 'Ask a question' box, type your question and press the send arrow



Your question will be sent immediately for review

✓ Received



Voting

Please submit your vote through the Lumi portal (see example below)

When the poll is open, the vote will be accessible by selecting the voting icon at the top of the screen



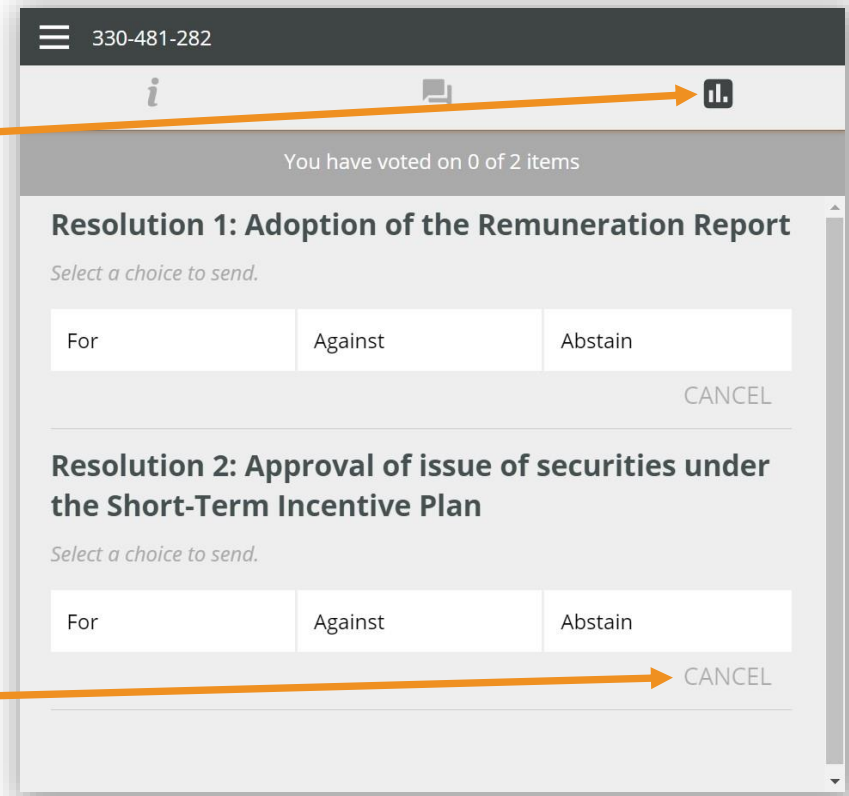
To vote simply select the direction in which you would like to cast your vote. The selected option will change colour

For


Against

Abstain

There is no submit or send button, your selection is automatically recorded. You can change your mind or cancel your vote any time before the poll is closed



330-481-282

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You have voted on 0 of 2 items

Resolution 1: Adoption of the Remuneration Report
Select a choice to send.

For	Against	Abstain
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CANCEL

Resolution 2: Approval of issue of securities under the Short-Term Incentive Plan
Select a choice to send.

For	Against	Abstain
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CANCEL

Resolution

The General Scheme Resolution, to consider and, if thought fit, approve at today's meeting is as follows:

'That pursuant to and in accordance with section 411 of the Corporations Act 2001 (Cth) the Scheme, the terms of which are contained in and more particularly described in the Scheme Booklet (of which this Notice of General Scheme Meeting forms part) is agreed to (with or without any modifications or conditions as approved by the Court), and subject to approval of the Scheme by the Court, the directors of ONT are authorised to implement the Scheme with any such modifications or conditions.'

Proxies

The total number of valid proxy votes received in respect of this resolution is 5,422,639.

Of those proxies:

- 5,335,506 are in favour of the resolution;
- 37,727 are against the resolution;
- 8,094 are open and to be exercised at the discretion of the proxy; and
- 41,312 undirected proxies capable of being exercised by me as Chair of the meeting will be voted in favour of the resolution.

Accordingly **99.16%** of the eligible proxies received are **in favour** of the resolution.

End of meeting

Thank you for attending the 1300 Smiles Limited General Scheme Meeting

Further information

If you have any questions in relation to the Scheme Booklet or the Scheme, please contact the ONT Shareholder Information Line on 1300 153 448 (within Australia) or +61 3 9415 4227 (from outside Australia).



General Scheme Meeting Chairman's Address

1. Introduction

Good morning ladies and gentlemen. It is now 9.00am and a quorum being present, I declare the General Scheme Meeting open.

My name is Robert Jones and I am the Non-Executive Chairman of 1300 Smiles. I am also the Chairman of the Independent Board Committee in relation to the Scheme. I will be the Chair of today's court-convened scheme meeting.

2. Introduction of the Board and advisers

I would like now to introduce to you my fellow Board members: Dr Daryl Holmes OBE, Managing Director and founder of 1300 Smiles and Mr Jason Smith, Non-Executive Director and the founder of Back in Motion Health Group.

Members of our 1300 Smiles senior management team are also present at the meeting, including Ms Natalie Duve, Operations Manager and Mr Roman Chideme, Financial Controller.

Representatives are also present from:

- Our legal advisers – Thomson Geer, represented by Mr Eugene Fung;
- Our financial adviser – Flagstaff Partners, represented by Mr Kent Greig;
- Our share registry – Computershare, represented by Ms Jessie Yerma; and
- Our auditors – PKF, represented by Mr Tim Follett and Mark Cox.

On behalf of my fellow Directors, I extend a very warm welcome to all 1300 Smiles shareholders at the meeting today.

3. Chair's Address

3.1. Background

By way of background, on 24 August 2021, 1300 Smiles announced that it had entered into a Scheme Implementation Agreement with Adams Aus BidCo Pty Limited, under which they will acquire approximately 84% of 1300 Smiles by way of scheme of arrangement. The bidder entity is a member of the Abano Healthcare Group and I will refer to it as 'Abano' during the meeting.

A Scheme Booklet dated 12 October 2021 incorporating the notice of this meeting has previously been made available to the 1300 Smiles shareholders.

The purpose of this meeting is to consider and, if thought fit, approve a proposed scheme of arrangement between 1300 Smiles and 1300 Smiles shareholders, pursuant to which Abano will acquire approximately 84% of the shares in 1300 Smiles.

I will present the scheme resolution to be considered and there will be time for questions and discussion. Following this, I will display the proxy votes for the scheme resolution and will take a vote by way of poll on the scheme resolution. The results of today's scheme meeting will be announce to the ASX later today.

3.2. **Scheme Consideration**

In consideration for the shares in 1300 Smiles, 1300 Smiles shareholders (other than the Founder Shareholders) will receive cash consideration of \$8.00 per share, less any Special Dividend.

The Founder Shareholders will receive cash consideration of up to \$6.33 per share, less any Special Dividend and will retain approximately 26.2% of their 1300 Smiles shares on terms contained in a Retention and Co-Investment Deed with Adams Group Aus Holdings Pty Ltd. The Founder Shareholders comprise two shareholdings attributable to 1300 Smiles' Managing Director, Dr Daryl Holmes and together hold approximately 59.8% of 1300 Smiles.

Immediately following this meeting, 1300 Smiles will hold a separate meeting for the Founder Shareholders at which the Founder Shareholders will have an opportunity to vote on the Scheme.

Two Scheme Meetings are required because the rights of Founder Shareholders under the Scheme differ from those of the Non-Founder Shareholder, such that they constitute a separate class of members for the purposes of voting on the Scheme.

The Founder Shareholders intend to vote all 1300 Smiles Shares that they hold in favour of the Scheme and have made an election to retain approximately 26.2% of their 1300 Smiles Shares. These arrangements have been disclosed on ASX and described further in the Scheme Booklet accompanying the Notice of Meeting for this meeting.

3.3. **Special Dividend**

1300 Smiles intends to declare and pay to all 1300 Smiles Shareholders before the Scheme Implementation Date a fully franked special dividend of \$1.00 per share conditional on the Scheme becoming effective.

3.4. **Independent Expert**

1300 Smiles appointed Grant Thornton as the Independent Expert to assess the merits of the Scheme and to provide an opinion as to whether the Scheme is in the best interests of 1300 Smiles Shareholders.

Based on the Scheme Consideration, the Independent Expert has concluded that the Scheme is in the best interests of all 1300 Smiles Shareholders and fair and reasonable to the Non-Founder Shareholders, in the absence of a Superior Proposal.

The Independent Expert has assessed the fair market value per 1300 Smiles Share to be in the range of \$6.65 to \$7.75. The cash consideration under the Scheme of \$8.00 per Share exceeds the high end of the valuation range.

3.5. **Independent Board Committee recommendation**

The 1300 Smiles Independent Board Committee, which was formed to consider the proposal from Abano, has unanimously recommended that shareholders vote in favour of the Scheme, in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of all 1300 Smiles Shareholders and fair and reasonable to the Non-Founder Shareholders.

I confirm that as at the date of this Scheme Meeting:

- no superior proposal has been received by 1300 Smiles since the announcement of the Scheme on 24 August 2021; and
- the independent expert, Grant Thornton, has not changed its opinion that the Scheme is in the best interests of all 1300 Smiles Shareholders and fair and reasonable to the Non-Founder Shareholders.

Accordingly, the Independent Board Committee recommends shareholders vote in favour of the Scheme, and each committee member intends to vote in favour of the Scheme in respect of their shares.

3.6. **Scheme conditions**

Implementation of the Scheme is subject to a number of conditions. These are outlined in full in the Scheme Booklet. I confirm that the Foreign Investment Review Board has today confirmed that it has approved the Scheme.

The key conditions which remain outstanding at this time are:

- approval of the Scheme by 1300 Smiles Shareholders, which is why we are holding the Scheme Meeting today; and
- approval of the Scheme by the Federal Court of Australia, which will be sought following this meeting if 1300 Smiles Shareholders approve the Scheme.

Your Directors are not aware of any circumstance to date which would prevent any of the outstanding conditions from being satisfied.

3.7. **Timetable for implementation**

If the Scheme is approved by the requisite majorities of 1300 Smiles Shareholders at today's meetings, the expected next key dates in the Scheme timetable are:

- at 10.15am (Sydney time) on Wednesday, 17 November 2021 by video-conferencing technology, 1300 Smiles will seek the approval of the Federal Court of Australia to implement the Scheme. If the Court approves the Scheme and issues the orders sought, then 1300 Smiles will lodge a copy of the Court's orders with the ASIC and the Scheme will become effective. 1300 Smiles Shares will be suspended from official quotation on ASX from close of trade that day;
- the Scheme Record Date will be 7:00pm (Sydney time) on Wednesday, 24 November 2021. All Non-Founder Shareholders who hold shares on the Scheme Record Date will be entitled to receive the Scheme Consideration of \$8.00 cash per share, less any Special Dividend; and
- on Wednesday, 1 December 2021, the Scheme will be implemented and the Scheme Consideration will be paid.

4. **Online meeting procedures**

4.1. **Background**

Before moving on to the formal business of the scheme meeting, there are a number of procedural matters which I would like to bring to your attention given the format of our meeting being different to previous years.

4.2. **Questions**

Questions can be submitted at any time. To ask a question, tap on the question icon and type your question in the chat box at the top of the screen. Once you have finished typing please hit the arrow symbol to send.

Shareholders wishing to ask a verbal question, you will need to pause the broadcast on the video-conferencing platform and then click on the link under 'Asking audio questions'. A new screen will open where you will be prompted to enter your name and the topic of your question before being connected. You will be able to listen to the meeting on this page while waiting to ask your question. If you have any technical issues, please re-submit your questions in writing or return back to the video-conferencing platform.

Please note that while you can submit questions from now on, I will not address them until the relevant time in the meeting. Please also note that your questions may be moderated or if we receive multiple questions on one topic, combined together.

4.3. **Poll voting**

Voting today will be conducted by way of a poll, which will be conducted online by 1300 Smiles share registry, Computershare. To provide you with enough time to vote, I will shortly open voting.

At that time, if you are eligible to vote at this meeting, a new polling icon will appear and the meeting resolution will be displayed. To cast your vote simply select one of the options. Your response will be highlighted and there is no need to hit a submit or enter button as the vote is automatically recorded. You do however have the ability to change your vote, up until the time I declare voting closed.

I now declare voting open. The polling icon will soon appear, please submit your votes at any time. I will give you a warning before I move to close voting.

4.4. **Proxies**

In relation to proxies, I advise the meeting that a number of valid proxies have been received by the Company and I will provide the proxy details after discussion on today's resolution. In relation to the proxies which I am holding as Chairman, I advise that if a member has directed me to vote in a certain way, I will vote in accordance with that direction. If I have not been directed to vote in any way, I intend to vote in favour of the resolution.

With this background, we will now move to the formal business of the scheme meeting.