

12 October 2021

Court orders convening of Scheme Meetings and despatch of Scheme Booklet

1300Smiles Limited (ASX:ONT) (**1300Smiles**) refers to the proposed Scheme of Arrangement with Adams Aus Bidco Pty Limited (**Abano Bidco**), a member of the Abano Healthcare Group (the **Scheme**) previously announced to the market.

Scheme Meetings and Scheme Booklet

1300Smiles is pleased to confirm that the Federal Court has today made orders approving the convening of the following meetings of ONT Shareholders to consider and vote on the Scheme:

- a meeting of all ONT Shareholders other than the Founder Shareholders¹ (**General Scheme Meeting**); and
- a separate meeting of the Founder Shareholders (**Founder Scheme Meeting**),

(together, the **Scheme Meetings**).

The General Scheme Meeting is to be held virtually at 9.00am (Brisbane time) on Friday, 12 November 2021 and the Founder Scheme Meeting will be held virtually at 9.30am (Brisbane time) on Friday, 12 November 2021.²

All 1300Smiles Shareholders are encouraged to vote by either virtually attending the General Scheme Meeting or the Founder Scheme Meeting (as applicable to them), or by lodging proxy forms with the 1300Smiles share registry or, if they have elected to receive electronic communications, by appointing proxies online, by no later than 48 hours before the Scheme Meeting.

An explanatory statement providing information about the Scheme and notices of the Scheme Meetings (**Scheme Booklet**) will be released to ASX and sent to 1300Smiles Shareholders following registration of the Scheme Booklet with the Australian Securities and Investments Commission, which is expected to occur on Wednesday, 13 October 2021. The Scheme Booklet will be despatched to Shareholders on Thursday, 14 October 2021. Shareholders are encouraged to ensure that their contact details are correct and to update their communication preferences to receive information in relation to the Scheme Meetings via email, by visiting <https://www-au.computershare.com/Investor/>.

Independent Expert Report and Independent Board Committee recommendation

The Scheme Booklet will include an Independent Expert's Report from Grant Thornton Corporate Finance Pty Ltd, which concludes that the Scheme is in the best interests of all 1300Smiles Shareholders and fair and reasonable to the Non-Founder Shareholders, in the absence of a superior proposal.

The 1300Smiles Independent Board Committee unanimously recommends that 1300Smiles 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 1300Smiles Shareholders and fair and reasonable to the Non-Founder Shareholders. Subject to the same qualifications, each independent director comprising the 1300Smiles Independent Board Committee, intends to vote all of the 1300Smiles Shares that they hold (directly or through associated interests) in favour of the Scheme at the General Scheme Meeting.

¹ The Founder Shareholders are Daryl Holmes personally and as trustee for the TFD Hybrid Fixed Trust and Golden Arch (Qld) Pty Ltd as trustee for the Whistler Discretionary Trust.

² If the General Scheme Meeting concludes after 9.30am (Brisbane time) on Friday, 12 November the Founder Scheme Meeting will begin as soon as practicable after the conclusion of the General Scheme Meeting.

Key events and indicative dates

The following table is indicative only and is subject to the Court approval process and the satisfaction, or where applicable, waiver of the conditions precedent to the implementation of the Scheme. All dates and times, unless otherwise indicated, refer to the date and time in Brisbane, Australia. Any changes to the above timetable will be announced to ASX and notified on 1300Smiles' website at <https://www.1300smiles.com.au>.

Event	Date
Despatch of Scheme Booklet	Thursday, 14 October 2021
General Scheme Meeting	9.00am (Brisbane time) Friday, 12 November 2021
Founder Scheme Meeting	9.30am (Brisbane time) Friday, 12 November 2021
Second Court Date	Wednesday, 17 November 2021
Effective Date	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	Wednesday, 1 December 2021

Further Information

1300Smiles encourages you to read the Scheme Booklet in its entirety before deciding whether or not to vote in favour of the Scheme at the Scheme Meetings.

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

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

For further information contact:

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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.