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ABN 91 094 508 166

www.1300SMILES.com.au

ASX ANNOUNCEMENT

Notice of Annual General Meeting

28 October 2020

1300SMILES Limited (**Company**) advises that its Annual General Meeting will be held at 9.00am (Townsville time) on Thursday, 26 November 2020.

In accordance with ASX Listing Rule 3.17, the Company **attaches** copies of the Notice of Annual General Meeting and example Proxy Form which have been sent to shareholders.

This announcement and further information about 1300SMILES Limited can be found on the Company's website at www.1300SMILES.com.au. This announcement has been authorised for release to ASX by the Board.

For further information, please contact:

Dr. Daryl Holmes OBE
Managing Director
+61 7 4720 1300
md@1300SMILES.com.au

ABOUT 1300SMILES LTD

OVERVIEW OF THE COMPANY'S BUSINESS

1300SMILES Ltd owns and operates full-service dental facilities at its sites in New South Wales, South Australia, and in the ten major population centres in Queensland. The company continually seeks to expand its presence into other geographical areas throughout Australia. It does so both by establishing its own new operations and by acquiring existing dental practices. The administrative and corporate offices are 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. The services provided by the company allow the dentists to focus on the delivery of dental services rather than on the administrative aspects of carrying on their businesses. The dentists pay fees to the company for the provision of these services under a Dental Service Agreement with the company. In some circumstances the company also employs qualified dentists.

The dentists who use the company's services range from new graduates to experienced dental professionals. Several dentists who use the company's services have special interests and experience in such areas as endodontics, oral surgery, implants and periodontics and cross-refer work to other dentists who use the company's services.

The company provides comprehensive services in the areas of marketing, administration, billing and collections, and facilities certification and licensing to all participating dentists. The company also provides all support staff, equipment and facilities, and sources all consumable goods using the buying power which derives from such a large group of dental businesses.

FUTURE DEVELOPMENTS

The company's core objective is to continue to increase profits and shareholder returns while providing a rewarding environment for our staff and the dentists using our facilities.

The company aims to achieve a combination of organic growth in its existing locations and the addition of new practice management facilities.

The key drivers for future growth of the company are:

- Increasing profits by attracting more dentists to our existing facilities and expanding those facilities which are already at full capacity;
- Assisting dentists who already practice within the 1300SMILES system to increase their turnover and income through benchmarking, training, and mentoring;
- Establishing new practices in existing and new regions (greenfield sites);
- Acquiring substantial existing practices where we can do so on favourable terms; and
- Managing dental facilities owned by others.

DENTIST ENQUIRIES

Owners of dental practices who are interested in unlocking the goodwill value of their businesses (or freeing themselves from all the management hassles) are invited to contact Dr. Daryl Holmes OBE, Managing Director, on +61 (7) 4720 1300 or md@1300SMILES.com.au.

Qualified dentists who wish to know more about joining one of our established facilities are encouraged to contact Dr. Holmes directly or email dentalcareers@1300smiles.com.au or visit our website www.1300smiles.com.au/careers.



1300SMILES Limited
ACN 094 508 166

Notice of Annual General Meeting

Date: 26 November 2020
Time: 9.00am (Townsville time)
Place: 1300SMILES Limited
105 Denham Street
Townsville QLD 4810

A proxy form is enclosed with the Notice and instructions for its completion. The proxy form should be returned by post on the address shown on the form. You can also vote online at www.investorvote.com.au.

This is an important document that requires your attention

This Notice of Meeting should be read in its entirety. If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional adviser.

Notice of Annual General Meeting

Notice is given that an Annual General Meeting of 1300SMILES Limited ACN 094 508 166 (**Company**) will be held at 1300SMILES Limited, 105 Denham Street, Townsville, Queensland at 9.00am (Townsville time) on Thursday, 26 November 2020.

Agenda

1 1300SMILES financial statements and reports

To receive the financial statements, Directors' Report and Auditor's Report for 1300SMILES Limited and its controlled entities for the financial year ended 30 June 2020.

Note: There is no requirement for shareholders to approve these reports.

2 Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass, the following resolution as a non-binding ordinary resolution under section 250R(2) of the *Corporations Act 2001* (Cth):

'That the Remuneration Report for the year ended 30 June 2020 be hereby adopted.'

- Notes: (1) *This resolution is advisory only and does not bind the Company or the directors.*
- (2) *If 25% or more of votes that are cast are voted against the Remuneration Report at two consecutive Annual General Meetings, shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.*

Voting Exclusion

The Company will disregard and not count any votes cast (in any capacity) on Resolution 1 by or on behalf of either of the following persons:

- (a) *a member of the Company's Key Management Personnel; or*
- (b) *a Closely Related Party of a member of the Company's Key Management Personnel.*
- unless:*
- (c) *the person:*
- (i) *does so in relation to a resolution where they hold a Directed Proxy Form; or*
- (ii) *is the Chairman of the meeting and is expressly authorised to exercise the proxy even through the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and*
- (d) *the vote is not cast on behalf of a person described in paragraphs (a) and (b) above.*

3 Resolution 2 – Re-election of Robert Jones as a director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

'That Robert Jones, who will retire by rotation at the close of the Annual General Meeting in accordance with clause 17.5 of the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company.'

4 General Business

To consider any other business as may be put forward in accordance with the Company's Constitution.

BY ORDER OF THE BOARD

Robert Jones
Non-Executive Chairman
Dated 27 October 2020

Notes

- 1 The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 7pm (Sydney time) Tuesday, 24 November 2020. Accordingly, those persons are entitled to attend and vote at the Annual General Meeting.
- 2 If you are eligible, you may vote by attending the Annual General Meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
- 3 To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
- 4 A member who is entitled to vote at the Annual General Meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company. The proxy form must be duly signed by the member or the member's attorney.
- 5 Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
- 6 To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the Annual General Meeting or any adjourned meeting (or such lesser period as the Directors may permit):
 - (a) By mail to Computershare Investor Services, GPO Box 242, Melbourne Victoria 3001.
 - (b) Online by going to the Computershare website www.investorvote.com.au and log in using the control number found on your proxy form, or scan the QR code on your proxy form with your mobile device and follow the instructions on the secure website to vote.
 - (c) By facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- 7 Any proxy form received after this deadline will be treated as invalid.
- 8 A person appointed as proxy may vote or abstain from voting as he or she thinks fit except where the proxy holds a Directed Proxy Form or is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.
- 9 If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your undirected Proxy Form in accordance with his intentions set out below.
- 10 The Chairman intends to vote all undirected Proxy Forms in favour of all Resolutions, including a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- 11 A copy of the Notice of Meeting and Explanatory Memorandum has been lodged with ASX pursuant to the ASX Listing Rules. Neither ASX nor any of its officers take any responsibility for the contents of the Notice of Meeting and Explanatory Memorandum.
- 12 At the Annual General Meeting, the Chairman will allow reasonable opportunity for shareholders to ask questions or make comments on the Company's management and Remuneration Report.
- 13 Shareholders may submit written questions to the Auditor regarding the content of the Auditor's Report or the conduct of the audit of the annual financial report. The Chairman will allow reasonable opportunity at the Annual General Meeting to respond to the questions set out on this list. The Auditor is not required to provide written answers to questions.
- 14 The following definitions apply in this Notice of Meeting and Explanatory Memorandum:
 - (a) **ASX Listing Rules** means the official listing rules of ASX as amended from time to time;
 - (b) **Directed Proxy Form** means a proxy form which specifies how the proxy is to vote; and
 - (c) **Key Management Personnel** of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2020.

Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting on Thursday, 26 November 2020. These explanatory notes should be read with, and form part of, the accompanying Notice of Meeting.

1 Item 1 – Financial statements and reports

The *Corporations Act 2001* (Cth) requires the Company to lay its Financial Report and the reports of the Directors and Auditor for the last financial year before the Annual General Meeting. No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's Auditor will also be present at the Annual General Meeting (via audio link) and shareholders will be given reasonable opportunity to ask the Auditor questions about the conduct of the audit and content of the Auditor's Report.

The 2020 Annual Report is available on the Company's website at www.1300SMILES.com.au.

2 Resolution 1 – Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2020 is set out in the Company's 2020 Annual Report, which is available on the Company's website at www.1300SMILES.com.au.

The Remuneration Report details the Company's policy on the remuneration of Non-Executive Directors, the Managing Director and other Key Management Personnel. The Chairman of the Annual General Meeting will allow a reasonable opportunity for shareholders to ask questions about, or to make comments on, the Remuneration Report at the Annual General Meeting. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its Directors. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company. The directors believe that the Company's remuneration policies and structures are appropriate relative to the size of the Company and its business.

Under the *Corporations Act 2001* (Cth), if 25% or more of the votes that are cast are voted against the Remuneration Report at two consecutive Annual General Meetings, shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

As the Directors have a personal interest in the proposed Resolution, they make no recommendation as to how shareholders should vote on this Resolution.

3 Resolution 2 – Re-election of Robert Jones as Director

Clause 17.5 of the Company's Constitution provides that at each Annual General Meeting one-third of the Directors (except for the Managing Director), shall retire from office by rotation and be eligible to stand for re-election. In accordance with clause 17.5 of the Company's Constitution, Mr Jones retires by rotation and being eligible, offers himself for re-election as a Director of the Company.

Mr Jones was first appointed a Non-Executive Director of the Company in September 2007 and last stood for re-election at the 2018 Annual General Meeting. Mr Jones is a member of the Australian Institute of Company Directors. He currently serves as Director of Hermit Bus Park Service Pty Ltd and was previously a Director and Chairman of the Mater Health Services North Qld Ltd from 1993 to 2013.

The Board considers Mr Jones to be an independent Director.

The Directors, with Mr Jones abstaining, recommend that shareholders vote in favour of Resolution 2.



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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 9:00am (AEST) Tuesday 24 November 2020.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of 1300Smiles Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of 1300Smiles Limited to be held at **105 Denham Street, Townsville, Queensland 4810 on Thursday, 26 November 2020 at 9:00am** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1 is** connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Robert Jones as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

_____ / ____ / ____

Date

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Computershare +