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12 November 2021

Results of Scheme Meetings and Special Dividend

1300 Smiles Limited (ASX: ONT) (**1300 Smiles**) is pleased to announce that 1300 Smiles shareholders have today approved the scheme of arrangement under which Adams Aus BidCo Pty Limited will acquire approximately 84% of the shares in 1300 Smiles, by way of a scheme of arrangement (**Scheme**).

Results Scheme Meetings

The resolutions to approve the Scheme, as set out in the Notices of Meeting attached to the Scheme Booklet dated 12 October 2021, were approved by the requisite majorities of 1300 Smiles shareholders at the General Scheme Meeting (for all 1300 Smiles shareholders other than the Founder Shareholders) and the Founder Scheme Meeting.

The voting results of both Scheme Meetings are **attached** to this announcement.

Special Dividend

The 1300 Smiles directors have today determined to pay a fully franked special dividend of \$1.00 for each 1300 Smiles share held by a 1300 Smiles shareholder as at the record date for the special dividend, being 7.00pm (Sydney time) on Friday, 19 November 2021, subject to the Scheme becoming legally effective. Payment of the special dividend is currently expected to occur on Friday, 26 November 2021.

Next steps

1300 Smiles will now apply to the Federal Court of Australia (**Court**) for orders approving the Scheme at the hearing scheduled for Wednesday, 17 November 2021.

If the Court approves the Scheme, 1300 Smiles intends to lodge a copy of the order of the Court with the Australian Securities and Investments Commission on Thursday, 18 November 2021. Once this occurs, the Scheme will become legally effective and 1300 Smiles shares will be suspended from trading on the ASX with effect from the close of trading on Thursday, 18 November 2021.

The key dates for implementation of the Scheme and payment of the special dividend are set out below*:

Event	Date
Second Court Date	Wednesday, 17 November 2021
Effective Date	Thursday, 18 November 2021
The date on which Court orders will be lodged with ASIC (at which point the Scheme becomes Effective) and announced to ASX	
Last day of trading in 1300 Smiles shares – 1300 Smiles shares will be suspended from close of trading	
Special Dividend Record Date	Friday, 19 November 2021

Event	Date
Scheme Record Date	Wednesday, 24 November 2021
All 1300 Smiles shareholders on the Scheme Record Date will be entitled to receive the Scheme Consideration	
Special Dividend Payment Date	Friday, 26 November 2021
Implementation Date	Wednesday, 1 December 2021
Provision of Scheme consideration	

All dates 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.

ATO Class Ruling

1300 Smiles has applied for an ATO Class Ruling to confirm the key taxation implications of the Scheme, the availability of franking credits attaching to the Special Dividend and whether the Special Dividend forms part of the capital proceeds under the Scheme. The ATO has not issued the Class Ruling as at the date of this Scheme Meeting. 1300 Smiles will make an announcement if the Class Ruling is published either on ASX or, if 1300 Smiles is no longer listed at that time, on its website.

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
12th November 2021
Results of Meeting**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
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.	5,335,506 98.39%	37,727 0.70%	49,406 0.91%	13,580	5,406,645 99.31%	37,727 0.69%	13,580	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					177 95.68%	8 4.32%	2	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

**1300 Smiles Limited
Founder Scheme Meeting
12th November 2021
Results of Meeting**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
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 Founder 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.	14,161,027 100.00%	0 0.00%	0 0.00%	0	14,161,027 100.00%	0 0.00%	0	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					2 100.00%	0	0	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.