

Dentalcorp Securityholders Approve Proposed Acquisition by Investment Funds Affiliated with GTCR

TORONTO--(BUSINESS WIRE)--December 4, 2025--dentalcorp Holdings Ltd. (“Dentalcorp” or the “Company”) (TSX: DNTL) is pleased to announce that, at the special meeting of the Company’s securityholders (the “Securityholders”) held on December 4, 2025, Securityholders approved the special resolution (the “Arrangement Resolution”) approving the previously announced plan of arrangement whereby a newly formed acquisition vehicle controlled by GTCR LLC (“GTCR”) will acquire all of Dentalcorp’s issued and outstanding subordinate voting shares (the “Subordinate Voting Shares”) and multiple voting shares (the “Multiple Voting Shares” and, together with the Subordinate Voting Shares, the “Shares”) (other than certain Shares owned by Graham Rosenberg, the Company’s Founder, Chairman and CEO, Nate Tchaplia, the Company’s President and CFO, and the Company’s partner dentists who have elected to roll all or a portion of their Subordinate Voting Shares into the capital structure of a newly formed acquisition vehicle controlled by GTCR that will have direct or indirect ownership of Dentalcorp (collectively, the “Rollover Shareholders”)) for C\$11.00 per Share in cash (collectively, the “Transaction”). All rollovers will occur at a value per Share equal to the cash purchase price of C\$11.00 per Share.

“This is an important milestone in our transaction with GTCR, and we thank our securityholders, and our partner dentists in particular, for their support of this transaction,” said Graham Rosenberg, Founder, Chairman and CEO of Dentalcorp. “We are thrilled about our partnership with GTCR, through which Dentalcorp will benefit from enhanced flexibility to execute our long-term strategy, invest in technology and professional development, and continue expanding our network of leading dental practices. This transaction reinforces Dentalcorp’s position as the partner of choice for leading dental practices.”

Further details regarding the Transaction are included in the management information circular of the Company dated November 4, 2025 that was mailed to Securityholders in connection with the Transaction and filed under Dentalcorp’s profile on SEDAR+ at www.sedarplus.ca.

The Arrangement Resolution required approval by: (i) not less than 66⅔% of the votes cast by holders of Subordinate Voting Shares and Multiple Voting Shares (voting together as a single class), with each holder of Subordinate Voting Shares being entitled to one vote per Share and each holder of Multiple Voting Shares being entitled to ten votes per Share (the “Shareholder Vote”); (ii) not less than 66⅔% of the votes cast by Securityholders (voting together as a single class), with each holder of Subordinate Voting Shares being entitled to one vote per Subordinate Voting Share, each holder of the Multiple Voting Shares being entitled to ten votes per Multiple Voting Share and each holder of a Company option, restricted share unit or performance share unit being entitled to one vote per Subordinate Voting Share underlying each Company option, restricted share unit and performance share unit (the “Securityholder Vote”); (iii) a majority of the votes cast by holders of Subordinate Voting Shares (the “SVS Vote”); (iv) a majority of the votes cast by holders of Multiple Voting Shares (the “MVS Vote”);

and (v) a majority of the votes cast by holders of Subordinate Voting Shares, excluding votes cast in respect of Subordinate Voting Shares held by Rollover Shareholders, as required by Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (the “Majority-of-Minority Vote”).

The following is a summary of the votes cast on the Arrangement Resolution:

Arrangement Resolution Vote	Outcome	Results of Ballot	
		<u>FOR</u>	<u>AGAINST</u>
Shareholder Vote	Passed	222,879,500 (92.42%)	18,272,537 (7.58%)
Securityholder Vote	Passed	228,707,670 (92.60%)	18,272,537 (7.40%)
SVS Vote	Passed	140,334,150 (88.48%)	18,272,537 (11.52%)
MVS Vote	Passed	82,545,350 (100%)	0 (0%)
Majority-of-Minority Vote	Passed	136,658,841 (88.21%)	18,272,537 (11.79%)

Completion of the Transaction remains subject to other customary conditions, including the receipt of a final order from the Supreme Court of British Columbia approving the Arrangement (the “Final Order”) and approval under the *Investment Canada Act*. The hearing in respect of the Final Order is scheduled to take place on December 9, 2025. Assuming the timely receipt of all required approvals, the Transaction is expected to close during the first quarter of 2026.

About Dentalcorp

Dentalcorp is Canada's largest and one of North America's fastest growing networks of dental practices, committed to advancing the overall well-being of Canadians by delivering the best clinical outcomes and unforgettable experiences. Dentalcorp acquires leading dental practices, uniting its network in a common goal: to be Canada's most trusted healthcare network. Leveraging its industry-leading technology, know-how and scale, Dentalcorp offers professionals the unique opportunity to retain their clinical autonomy while unlocking their potential for future growth. To learn more, visit dentalcorp.ca. Dentalcorp’s head office is located at 181 Bay Street, Suite 2600, Toronto, Ontario, M5J 2T3.

Forward-Looking Information

This release includes forward-looking information and forward-looking statements within the meaning of applicable Canadian securities legislation, including the *Securities Act (Ontario)*. Forward-looking information includes, but is not limited to, statements about the Company’s objectives, strategies to achieve those objectives, our financial outlook, and the Company’s beliefs, plans, expectations, anticipations, estimates, or intentions. Forward-looking information includes words like could, expect, may, anticipate, assume, believe, intend, estimate, plan, project, guidance, outlook, target, and similar expressions suggesting future outcomes or events.

Forward-looking statements include, among other things, statements with respect to the anticipated timing of the Final Order hearing and closing of the Transaction.

Forward-looking statements are necessarily based upon the Company's perceptions of historical trends, current conditions and expected future developments, as well as a number of specific factors and assumptions that, while considered reasonable by the Company as of the date of this release, are inherently subject to inherent uncertainties, risks and changes in circumstances that may differ materially from those contemplated by the forward-looking statements. Important factors that could cause actual results to differ, possibly materially, from those indicated by the forward-looking information include, but are not limited to: the possibility that the Transaction will not be completed on the terms and conditions, or on the timing, currently contemplated, and that it may not be completed at all due to a failure to obtain or satisfy, in a timely manner or otherwise, required court approval and other conditions of closing necessary to complete the Transaction or for other reasons; the possibility of adverse reactions or changes in business relationships resulting from the announcement or completion of the Transaction; risks relating to the retention of key personnel during the interim period; the possibility of litigation relating to the Transaction; risks related to the diversion of management's attention from the Company's ongoing business operations; and the other risk factors identified under "Risk Factors" in the Company's Annual Information Form for the year ended December 31, 2024, which is available under the Company's SEDAR+ profile at www.sedarplus.ca. These factors are not intended to represent a complete list of the factors that could affect the Company. However, such risk factors should be considered carefully. There can be no assurance that such estimates and assumptions will prove to be correct. You should not place undue reliance on forward-looking information, which speaks only as of the date of this release and is subject to change after such date. The Company is under no obligation (and expressly disclaims any such obligation) to update or alter any statements containing forward-looking information or the factors or assumptions underlying them, whether as a result of new information, future events, or otherwise, except as required by applicable securities laws. All of the forward-looking information in this release is qualified by the cautionary statements herein.

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