

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>CD&amp;R Investment Associates X, Ltd.</u>  (Last) (First) (Middle) C/O MAPLES CORPORATE SERVICES LIMITED, UGLAND HOUSE, SOUTH CHURCH STREET  (Street) GEORGETOWN E9 KY1-1104  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/13/2019	3. Issuer Name and Ticker or Trading Symbol <u>SmileDirectClub, Inc.</u> [ SDC ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A common stock, \$0.0001 par value	29,178,980 <sup>(1)</sup>	I	See footnote <sup>(2)</sup>

## Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person* <u>CD&amp;R Investment Associates X, Ltd.</u>  (Last) (First) (Middle) C/O MAPLES CORPORATE SERVICES LIMITED, UGLAND HOUSE, SOUTH CHURCH STREET  (Street) GEORGETOWN E9 KY1-1104  (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>CD&amp;R SDC HOLDINGS, L.P.</u>  (Last) (First) (Middle) C/O MAPLES CORPORATE SERVICES LIMITED, UGLAND HOUSE, SOUTH CHURCH STREET  (Street) GEORGETOWN E9 KY1-1104  (City) (State) (Zip)		
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## Explanation of Responses:

1. Pursuant to certain reorganizational transactions effected prior to the consummation of the Registrant's initial public offering, CD&R SDC Holdings, L.P. ("CD&R SDC") was issued Class A common stock of the Registrant in exchange for membership units (the "Pre-IPO Units") in SDC Financial, LLC, a subsidiary of the Registrant, which Pre-IPO Units were indirectly owned by CD&R SDC prior to such reorganizational transactions.

2. CD&R Investment Associates X, Ltd. ("CD&R SDC GP") is the general partner of CD&R SDC, the direct holder of the Common Stock. CD&R SDC GP, as the general partner of CD&R SDC, may be deemed to beneficially own the shares of Common Stock held by CD&R SDC. Investment and voting decisions with respect to the shares of Common Stock held by CD&R SDC or CD&R SDC GP are made by an investment committee comprised of more than ten individuals (the "CD&R SDC Investment Committee"). All members of the CD&R SDC Investment Committee disclaim beneficial ownership of the shares of Common Stock held by CD&R SDC. CD&R SDC GP expressly disclaims beneficial ownership of the shares held by CD&R SDC except to the extent of any pecuniary interest therein.

## Remarks:

Theresa A. Gore, a Vice  
President, Treasurer and  
Assistant Secretary of CD&R  
Investment Associates X, Ltd. 09/17/2019

Theresa A. Gore, a Vice  
President, Treasurer and  
Assistant Secretary of the  
General Partner of CD&R SDC  
Holdings, L.P. 09/17/2019

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned hereby makes, constitutes and appoints Terrienne Patnode as each of the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of each of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4 and 5 (including any amendments thereto) with respect to the securities of SmileDirectClub, Inc., a Delaware corporation (the "Company"), with the U.S. Securities and Exchange Commission (the "Commission") and any national securities exchanges or similar authority, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as each of the undersigned's representative and on each of the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and each of the undersigned hereby authorizes any such person to release any such information to each of the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of each of the undersigned in connection with the foregoing.

Each of the undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in her discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by the attorney-in-fact on behalf of any of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in her discretion, deems necessary or desirable;

(3) neither the Company nor the attorney-in-fact assumes (i) any liability for any of the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve any of the undersigned from responsibility for compliance with such undersigned party's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

Each of the undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as any of the undersigned might or could do if present, with full power of substitution and revocation, hereby ratifying all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, of, for and on behalf of each the undersigned, shall lawfully do or cause to be done by virtue of this Power of Attorney.

This Power of Attorney shall remain in full force and effect with respect to the applicable undersigned party until the earlier of (i) the date on which the applicable undersigned party is no longer required to file Forms 3, 4 or 5 with respect to such undersigned party's holdings of and transactions in securities issued by the Company; (ii) as to the appointment of Terrienne Patnode upon her resignation or termination as an employee of Clayton, Dubilier & Rice, LLC; and (iii) the revocation of this Power of Attorney by such undersigned in a signed writing delivered to such attorney-in-fact. This Power of Attorney may be filed with the Commission as a conforming statement of the authority granted herein.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of this 17th day of September, 2019.

CD&R SDC Holdings, L.P.

By: CD&R Investment Associates X, Ltd., its general partner

By: /s/ Theresa A. Gore

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Name: Theresa A. Gore  
Title: Vice President, Treasurer and Assistant Secretary

CD&R Investment Associates X, Ltd.

By: /s/ Theresa A. Gore

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Name: Theresa A. Gore  
Title: Vice President, Treasurer and Assistant Secretary