

**Form 603**  
Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme BWX Limited (Company)

ACN/ARSN 163 488 631

### 1. Details of substantial holder (1)

Name BWX Limited and its subsidiaries which at the date of this notice are set out in Annexure A (together the **BWX Group**)

ACN/ARSN (if applicable) 163 488 631

The holder became a substantial holder on 27 June 2022

### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares (Shares)	27,231,917	27,231,917	16.87%

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Tattarang Ventures No. 2 Pty Ltd ACN 660 169 040 of 171 ( <b>Tattarang Ventures</b> )	Relevant interest under section 608(1) of the Corporations Act as the registered holder of the Shares	27,231,917 fully paid ordinary shares (Shares)
Tattarang Pty Ltd ACN 055 961 361 ast trustee for the Peepingee Trust ACBN 44 994 119 389 ( <b>Tattarang</b> )	Relevant interest under section 608(3) of the Corporations Act as Tattarang controls Tattarang Ventures	27,231,917 Shares
John Andrew Henry Forrest ( <b>AF</b> )	Relevant interest under section 608(3) of the Corporations Act as AF has voting power of more than 20% in Tattarang	27,231,917 Shares

### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Tattarang Ventures, Tattarang and AF	Tattarang Ventures	Tattarang Ventures	27,231,917 Shares

### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Tattarang Ventures, Tattarang and AF	15 June 2022	\$30,223,926		27,231,917 Shares

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Tattarang Ventures	Association under section 12(2)(b) of the Corporations Act by virtue of an agreement entered into between Tattarang Ventures and BWX for the right of Tattarang Ventures to appoint a director to the board of BWX for so long as Tattarang Ventures, together with its associates, holds a relevant interest in at least 10% of the Shares on issue in BWX for more than 20 consecutive days on which ASX is open for trading. The relevant agreement is set out in Annexure B to this notice.
Tattarang	Association with Tattarang Ventures
AF	Association with Tattarang Ventures

## 7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Company	Unit 1, 45-49 McNaughton Road, Clayton, VIC 3168
BWX Group	See Annexure A
Tattarang Ventures	173 Mounts Bay Road, Perth, WA 6000
Tattarang	173 Mounts Bay Road, Perth, WA 6000
AF	173 Mounts Bay Road, Perth, WA 6000

## Signature

print name Alistair Grant capacity Company Secretary

sign here



date 29/06/2022

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:

- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

print name Alistair Grant

capacity Company Secretary

sign here



date 29/06/2022

## BWX Group

Subsidiary name	ACN	Address
USPA CORPORATION PTY LTD	163 273 514	Unit 1, 45-49 McNaughton Road, Clayton, VIC 3168
EDWARD BEALE HAIR CARE PTY LTD	167 891 161	Unit 1, 45-49 McNaughton Road, Clayton, VIC 3168
BEAUTIWORX PTY LTD	163 847 916	Unit 1, 45-49 McNaughton Road, Clayton, VIC 3168
SUKIN AUSTRALIA PTY LTD	602 062 199	Unit 1, 45-49 McNaughton Road, Clayton, VIC 3168
RENEW SKIN CARE AUSTRALIA PTY LTD	606 139 315	Unit 1, 45-49 McNaughton Road, Clayton, VIC 3168
DERMA SUKIN AUSTRALIA PTY LTD	606 140 818	Unit 1, 45-49 McNaughton Road, Clayton, VIC 3168
BWX BRANDS PTY LTD	602 062 117	Unit 1, 45-49 McNaughton Road, Clayton, VIC 3168
LHS NO.2 PTY LTD	165 455 201	Unit 1, 45-49 McNaughton Road, Clayton, VIC 3168
BWX AUSTRALIA PTY LTD	601 966 170	Unit 1, 45-49 McNaughton Road, Clayton, VIC 3168
LIGHTNING DISTRIBUTION PTY LTD	610 861 455	Unit 1, 45-49 McNaughton Road, Clayton, VIC 3168
BWX BRANDS UK LIMITED		EMP House, Sapcote Road, Stoney Stanton, Leicestershire UK
BWX BRANDS CANADA, INC.		Suite 3200, Bentall 5, 550 Burrard Street, Vancouver BC V6C 2B5
BWX BRANDS MALAYSIA SDN BHD		9-B, Jalan Medan Tuanku, Medan Tuanku, Kuala Lumpur, Malaysia 50300
BWX BRANDS USA, INC.		1470 Cader Lane, Petaluma CA, USA
MF BRANDS (CAYMAN) LIMITED		PO Box 309, Ugland House, Grand Cayman, KY1-1104
BWX DIGITAL PTY LTD	621 403 370	Unit 1, 45-49 McNaughton Road, Clayton, VIC 3168
BWX BRANDS EU B.V.		Kingsfordweg 151, 1043GR Amsterdam, Netherlands
ANDALOU NATURALS		1470 Cader Lane, Petaluma CA, USA
MINERAL FUSION HOLDINGS, INC.		1470 Cader Lane, Petaluma CA, USA
MINERAL FUSION NATURAL BRANDS, LLC		1470 Cader Lane, Petaluma CA, USA
BWX BRANDS SHANGHAI COMMERCIAL AND TRADING CO., LTD.		Rm 1517, Level 15, 2-No. 1266 Nanjing West Road, Jingan District, Shanghai, China PRC
THE GOOD COLLECTIVE PTY LTD	169 556 398	Unit 1, 45-49 McNaughton Road, Clayton, VIC 3168
GO-TO ENTERPRISE HOLDINGS PTY LTD	613 313 901	Level 2, 91 Campbell Street, Surry Hills NSW 2010

*This is annexure B of 3 pages referred to in form 603 notice of initial substantial holder*

print name Alistair Grant

capacity Company Secretary

sign here



date 29/06/2022

## Director Nomination Deed Poll

## Deed Poll

### Director Nomination Right

Date: 27 June 2022

#### This deed poll is made by:

BWX Limited ACN 163 488 631 of Unit 1, 45-49 McNaughton Road, Clayton, VIC 3168 (**Company**)

#### in favour of

Tattarang Ventures No. 2 Pty Ltd ACN 660 169 040 of 171 - 173 Mounts Bay Road, Perth, WA 6000 (**Subscriber**)

#### Background

- A. The Subscriber is the registered holder of 27,231,917 fully paid ordinary shares in the Company (**Shares**) and has agreed to subscribe for a further 9,354,448 Shares pursuant to a private placement as set out in the capital raise confirmation letter dated 27 June 2022 (**Placement**).
- B. The Company has agreed to grant the Subscriber the right to nominate one director to the board of directors of the Company (**Board**), following completion of the Placement (**Completion**), on the terms set out in this deed poll.

#### This deed poll witnesses as follows:

##### 1 Director appointment

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- 1.1 Following Completion, for so long as the Subscriber, together with its associates, holds a relevant interest in at least 10% of the Shares on issue for more than 20 consecutive days on which ASX is open for trading, the Subscriber will have the right, but not the obligation, to appoint one person as a non-executive director of the Company (**Nominated Director**). Where the Subscriber's (or its associates') shareholding is temporarily diluted due to a requirement to obtain shareholder approval to issue Shares to the Subscriber (or its associates), then the Subscriber (together with its associates) will be deemed to hold (for the purpose of this letter) a relevant interest in at least 10% of the Shares on issue until the date that is 5 Business Days following the conclusion of the relevant shareholder meeting.
- 1.2 The Subscriber may:
  - (a) seek to appoint a Nominated Director by written notice to the Company specifying the identity of the person to be appointed as a Nominated Director; or
  - (b) seek to replace a Nominated Director nominated by the Subscriber under clause 1.2(a) by written notice to the Company specifying the identity of the person to be replaced as a Nominated Director and their replacement.
- 1.3 Where the Company receives a notice from the Subscriber pursuant to clause 1.2(a) or 1.2(b), subject to receipt by the Company of a consent to act as a director from the Nominated Director, the Company must procure that the Board appoint the Nominated Director as a director of the Company.
- 1.4 The Subscriber acknowledges that a Nominated Director appointed under clause 1.3 holds office until the next annual general meeting (**AGM**) of the Company and is then eligible for re-election at

that meeting pursuant to the Company's constitution, the *Corporations Act 2001* (Cth) and the listing rules of the Australian Securities Exchange.

1.5 The directors of the Company must:

- (a) use reasonable endeavours to ensure that the Nominated Director is proposed for election at the next AGM of the Company convened after their appointment; and
- (b) subject to exercise of its fiduciary obligations, recommend the election of a Nominated Director at that AGM.

1.6 If a Nominated Director is not re-elected at an AGM of the Company the Subscriber may nominate another Nominated Director to replace that director (which, to avoid doubt, cannot be the same person who was not re-elected by shareholders at the previous AGM)

1.7 The Company shall enter into a deed of indemnity, insurance and access with the Nominated Director in the usual form entered into with the Company's existing directors.

1.8 The Company agrees that the Nominated Director may:

- (a) provide the Subscriber with any information acquired by the Nominated Director in their capacity as a director of the Company provided that such information is provided to the Subscriber in a manner that does not conflict with any information protocols to be agreed between the Subscriber and the Company and the Nominated Director's fiduciary duties to the Company; and
- (b) take into account the interests of the Subscriber, subject at all times to the Nominated Director's fiduciary duties to the Company.

1.9 The Company must take all necessary steps to ensure that the Subscriber is able to exercise its rights pursuant to this deed poll.

**Executed as a deed poll in favour of the Subscriber**

Executed by BWX Limited ACN 163 488 631  
in accordance with section 127 of the  
*Corporations Act 2001* (Cth):

  
\_\_\_\_\_  
Signature of Director

Ian Campbell

\_\_\_\_\_  
Full name of Director

  
\_\_\_\_\_  
Signature of Director / Company Secretary

Rory Gration

\_\_\_\_\_  
Full name of Director / Company Secretary