

ASX Announcement

ASX: KBC

Thursday, 7 March 2024

**Off Market Takeover Bid for Yowie Group Ltd
Notice of extension of Offer Period**

Keybridge Capital Limited (**Keybridge**) refers to its off-market takeover bid under Chapter 6 of the *Corporations Act 2001 (Cth)* (the **Corporations Act**) for all the fully paid ordinary shares in Yowie Group Ltd (**Yowie**).

Please find attached a copy of a notice of variation which extends the Offer Period under Keybridge's takeover bid to close at 7.00pm (Melbourne time) on 16 April 2024.

This announcement was authorised for release by the Company Secretary.

ABOUT [KEYBRIDGE CAPITAL LIMITED](#) (ASX: [KBC](#))

KBC is an investment and financial services group with a diversified portfolio of listed and unlisted investments/loan assets including in private equity (US), life insurance (New Zealand), property and funds management sectors and substantial holdings in Yowie Group Ltd (ASX:YOW), Vintage Energy Ltd (ASX: VEN), Benjamin Hornigold Ltd (ASX: BHD), HHY Fund and Molopo Energy Limited.

This is a notice of variation to an off-market bid under section 650D(1) of the Corporations Act 2001 (Cth) given by Keybridge Capital Limited (ACN 088 267 190) (**Keybridge**) in relation to its off-market takeover bid for all the ordinary shares (Shares) in Yowie Group Limited (ACN 084 370 669) (**Yowie**) (**Offer**).

This notice varies the Offer by extending the closing date of the Offer to 7.00pm (Melbourne Time) 16 April 2024 (unless further extended).

All announcements in relation to the Offer are available on the ASX website.

Keybridge Capital Limited (ACN 088 267 190)

Notice of variation of Offer – extension of Offer Period

To: Australian Securities and Investments Commission (ASIC)

Yowie Group Limited (ACN 084 370 669)

ASX Limited

Each Yowie shareholder to whom offers were made under the off-market takeover bid

This notice is given by Keybridge Capital Limited (ACN 088 267 190) (**Keybridge**) in relation to its off-market takeover bid for all the ordinary shares in Yowie Group Limited (ACN 084 370 669) (**Yowie**), as set out in the Bidder's Statement dated 9 February 2024 and dispatched on 16 February 2024 (**Bidder's Statement**) (**the Offer**). Capitalised words referred to in this notice have the meaning given to them in the Bidder's Statement unless the context requires otherwise.

Extension of Offer Period

Keybridge hereby gives notice under section 650D(1) of the Corporations Act that pursuant to section 650C(1) of the Corporations Act:

- (a) the Offer is varied by extending the period during which the Offer will remain open for acceptance until 7.00pm (Melbourne time) on 16 April 2024 (**Extension of Offer Period**) unless extended or withdrawn; and
- (b) all references in the Bidder's Statement and Acceptance Form to "16 March 2024" are replaced with "16 April 2024".

As a result of the Extension of Offer Period as set out above, and since the Offer remains subject to the defeating conditions set out in section 11.8 of the Bidder's Statement, Keybridge gives notice under section 630(2)(b) of the Corporations Act that:

- (a) the Bidder's Statement is varied so that the new date that Keybridge is required to give notice of status of the defeating condition is 8 April 2024; and
- (b) as at the date of this notice, so far as Keybridge is aware, none of the defeating conditions set out in section 11.8 of the Bidder's Statement have been fulfilled or waived – and, accordingly, the Offer remains subject to those conditions.

Right of withdrawal

In accordance with section 650E of the Corporations Act, as this extension to the Offer results in a total extension of the Offer by more than 1 month, those Yowie shareholders who have validly accepted the Offer on or before the date of this notice may withdraw their acceptance by giving notice to Keybridge (**Withdrawal Notice**) within 1 month beginning on the day after the day on which they received this notice (**Withdrawal Period**).

Yowie shareholders who withdraw their acceptance must return any consideration received for accepting the Offer. A Withdrawal Notice by a Yowie shareholder withdrawing their acceptance under section 650E of the Corporations Act must be in writing to Keybridge.

If a Yowie shareholder is legal entitled to give, and does in fact give, a Withdrawal Notice within the Withdrawal Period, Keybridge will, before the end of 14 days after the day it is given the Withdrawal Notice, return to the Yowie shareholder any documents that were sent by the Yowie shareholder to Keybridge with the acceptance of the Offer.

A copy of this notice was lodged with ASIC on 7 March 2024. ASIC takes no responsibility for the contents of this notice.

7 March 2024

Signed for and on behalf of
Keybridge
by

A handwritten signature in black ink, appearing to read 'John Patton', written over a horizontal line.

John Patton
Company Secretary