

## ASX Announcement

ASX: KBC

5 June 2025

### Keybridge calls a general meeting of Yowie members

Keybridge Capital Limited (ASX: KBC) (**Keybridge**) has called a general meeting of shareholders of its subsidiary company, Yowie Group Ltd (ASX: YOW) (**Yowie**) to be held on Friday, 27 June 2025 at 10:00am (AEST) at the offices of Mills Oakley, Level 6/530 Collins St, Melbourne VIC 3000 and by telephone (**Yowie 249F Meeting**).

Keybridge directly holds approximately 58% of Yowie's total issued shares, and called the Yowie 249F Meeting under section 249F of the *Corporations Act 2001* (Cth).

#### Keybridge's proposed resolutions

Keybridge has serious concerns as to corporate governance failures within its subsidiary, Yowie, and has called the Yowie 249F Meeting to consider resolutions to:

- approve an amendment to clause 13.3 of Yowie's constitution (a 75% special resolution) to remove any ambiguity as to shareholders being entitled to vote on director elections;
- remove Yowie's current directors John Patton, Nicholas Bolton, Andrew Ranger, Diesel Schwarze and Daniel Agocs (together, the **Removal Directors**); and
- appoint Geoffrey Wilson AO, Jesse Hamilton, Martyn McCathie, Frank Antony Catalano and Sulieman Ravell as directors of Yowie (together, the **Appointment Directors**) either as replacements to the Removal Directors or as new appointments to the Board.

A Notice of General Meeting with additional background and voting instructions in respect of the Yowie 249F Meeting was despatched by Keybridge to Yowie shareholders on 28 May 2025 (**Yowie Meeting Notice**).

**Keybridge recommends that Yowie shareholders vote FOR all resolutions proposed at the Yowie 249F Meeting as set out in the Yowie Meeting Notice. Keybridge intends to cast all of the votes it controls in favour of each resolution.**

#### Keybridge's reasons for calling the Yowie 249F Meeting

Keybridge has called the Yowie 249F Meeting because Keybridge has significant concerns in relation to the actions of the Removal Directors regarding total failures of corporate governance within Keybridge's 58% owned subsidiary, Yowie.

Keybridge has no confidence in the Removal Directors remaining in their current roles and is confident that its subsidiary Yowie will be better placed to create shareholder value with the appointment of the Appointment Directors to oversee future governance and management.

## **Yowie's purported postponement of the Yowie 249F Meeting**

Keybridge refers to Yowie's announcement on 2 June 2025 of its purported postponement and change of venue of the Yowie 249F Meeting to Monday, 14 July 2025 at 10:00am at Rooftop Conference Room, Level 7, 370 St Kilda Road, Melbourne Victoria 3004 (**Purported Postponement**).

Keybridge considers that the Purported Postponement is invalid, and has applied to the NSW Supreme Court seeking orders in relation to the Purported Postponement. The matter is next listed on Friday 6 June 2025.

This announcement has been authorised for release by the Keybridge Board of Directors.

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### **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 life insurance (New Zealand), property and funds management sectors and substantial holdings in Yowie Group Ltd (ASX: YOW), Benjamin Hornigold Ltd (ASX: BHD), HHY Fund, Molopo Energy Limited and RNY Property Trust.