

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme

YOWIE GROUP LTD (ASX: YOW) (YOW)

ACN/ARSN

084 370 669

1. Details of substantial holder (1)

Name

Jesse Hamilton (see Annexure A)

ACN/ARSN (if applicable)

N/A

There was a change in the interests of the substantial holder on

12 May 2025

The previous notice was given to the company on

30 April 2025

The previous notice was dated

30 April 2025

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	179,689,829	78.34%	214,095,014 (see Annexures A and B)	81.17% (see Annexures A and B)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexures A and B					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure B					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A	

6. Addresses

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

Name	Address
Jesse Hamilton	C/- Wilson Asset Management, Level 26, Governor Philip Tower, 1 Farrer Place, Sydney NSW 2000
Keybridge Capital Limited	C/- Wilson Asset Management, Level 26, Governor Philip Tower, 1 Farrer Place, Sydney NSW 2000

Signature

print name Jesse Hamilton

capacity Director

sign here



date 19 May 2025

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) Details of the consideration must include any and all benefits, money 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 on 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure "A"

YOWIE GROUP LTD ACN 084 370 669

THIS IS ANNEXURE "A" OF 1 PAGE REFERRED TO IN 'FORM 604 – NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER' LODGED BY JESSE HAMILTON

SIGNED BY: 

JESSE HAMILTON

DATE: 19 May 2025

Keybridge Capital Limited (**Keybridge**) holds a relevant interest in 214,095,014 ordinary shares in Yowie Group Ltd (**Yowie**) (see Annexure B).

Messrs Geoffrey Wilson, Jesse Hamilton, Martyn McCathie, Frank Antony Catalano and Sulieman Ravell are current directors of Keybridge Capital Limited (each, a **Keybridge Director Nominee** and together, the **Keybridge Director Nominees**).

On 23 April 2025, the Keybridge Director Nominees consented to be nominated by Keybridge for election as directors of Yowie at the next general meeting of Yowie, and on 24 April 2025 Keybridge served on Yowie notice of Keybridge's intention to so nominate.

A Keybridge Director Nominee's consent to be nominated by Keybridge as a director of Yowie could be taken to give rise to a technical association between that Keybridge Director Nominee and Keybridge.

For an abundance of caution, it was therefore considered appropriate to lodge this form.

Annexure "B" – Yowie Form 604 dated 16 May 2025 lodged by Keybridge

YOWIE GROUP LTD ACN 084 370 669

THIS IS ANNEXURE "B" OF 5 PAGES REFERRED TO IN 'FORM 604 – NOTICE OF CHANGE OF INTERESTS
OF SUBSTANTIAL HOLDER' LODGED BY JESSE HAMILTON

SIGNED BY: 

JESSE HAMILTON

DATE: 19 May 2025

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme

YOWIE GROUP LTD (ASX: YOW) (YOW)

ACN/ARSN

084 370 669

1. Details of substantial holder (1)

Name

KEYBRIDGE CAPITAL LIMITED (ASX: KBC) (KBC)

ACN/ARSN (if applicable)

088 267 190

There was a change in the interests of the substantial holder on

12 May 2025

The previous notice was given to the company on

29 April 2024

The previous notice was dated

29 April 2024

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
See Annexure A				

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
12 May 2025	KBC	<p>KBC is taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which YOW has a relevant interest by reason of having greater than 20% voting power in YOW.</p> <p>Under 608(3)(b) KBC "controls" YOW as KBC holds over 50% YOW issued capital</p> <p>YOW is taken under section 608(1)(c) of the Corporations Act to have a relevant interest in the 34,405,185 ordinary shares issued by YOW to other investors (per YOW's ASX announcement and Appendix 3B dated 12 May 2025) as the shares are subject to a voluntary 12-month holding block.</p>	<p>\$0.015 issue price per share (per YOW's ASX announcement and Appendix 3B dated 12 May 2025)</p>	<p>34,405,185 (per YOW's ASX announcement and Appendix 3B dated 12 May 2025)</p>	<p>2.83%</p>

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4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered	Nature of relevant interest (6)	Class and number of securities	Person's votes
KBC	BNP Paribas Nominees Pty Ltd	AFML as RE of HHY ¹	KBC is taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which HHY has a relevant interest by reason of having greater than 20% ² voting power (i.e. Unitholding) in HHY	26,526,643	26,526,643
KBC	KBC	KBC	Registered and beneficial owner of shares	143,096,974	143,096,974
KBC	Citicorp Nominees Pty Ltd	KBC	Holder	10,066,212	10,066,212
KBC	Unknown investors (per YOW's ASX announcement and Appendix 3B dated 12 May 2025)* * subject of Panel proceedings	Unknown	KBC is taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which YOW has a relevant interest by reason of having greater than 20% voting power in YOW. Under 608(3)(b) KBC "controls" YOW as KBC holds over 50% YOW issued capital. YOW is taken under section 608(1)(c) of the Corporations Act to have a relevant interest in the 34,405,185 ordinary shares issued by YOW to other investors (per YOW's ASX announcement and Appendix 3B dated 12 May 2025) as the shares are subject to a 12-month holding block.	34,405,185	34,405,185

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
-	-

6. Addresses

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

Name	Address
Keybridge Capital Limited (KBC)	C/- Wilson Asset Management, Level 26, Governor Philip Tower, 1 Farrer Place, Sydney NSW 2000
Aurora Funds Management Limited (AFML)	Suite 613, Level 6, 370 St Kilda Road, Melbourne VIC 3004
HHY Fund (HHY)	Suite 613, Level 6, 370 St Kilda Road, Melbourne VIC 3004
BNP Paribas Nominees Pty Ltd	Level 7, 60 Castlereagh Street, Sydney NSW 2000
Citicorp Nominees Pty Limited	2 Park Street, Sydney NSW 2000

Signature

print name **Jesse Hamilton**

capacity **DIRECTOR**

sign here



date **16 MAY 2025**

¹ Refer to HHY ASX Announcements dated 8 August 2018: Change of Substantial Holder Notice for YOW and 19 February 2018: Change of Substantial Holder Notice for YOW

² Refer to KBC ASX Announcement dated 19 January 2018: Notice of Change in Interests of Substantial Holder in HHY

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) Details of the consideration must include any and all benefits, money 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 on 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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Annexure “A”

YOWIE GROUP LTD ACN 084 370 669

THIS IS ANNEXURE “A” OF 1 PAGE REFERRED TO IN 'FORM 604 – NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER' LODGED BY KEYBRIDGE CAPITAL LIMITED.

SIGNED BY: 

JESSE HAMILTON

DATE: 16 MAY 2025

	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
KBC + HHY + placement shares (s610, 608(1),(2),(3),(8))	179,689,829	78.34%	214,095,014	81.17%
	Person's votes	Voting power at meetings	Person's votes	Voting power at meetings
KBC (ability to vote at meetings)	153,163,186	66.78%	153,163,186	58.07%

Keybridge Capital Limited (**Keybridge**) holds a relevant interest in 214,095,014 ordinary shares in its subsidiary, Yowie Group Ltd (**Yowie**).

The directors that Keybridge, Yowie, and HHY had in common were removed as directors of Keybridge on 10 February 2025. As has been notified to Yowie previously, Keybridge intends to call a meeting to replace the directors of its subsidiary Yowie and has served various notices on Yowie.

Following Yowie’s announcement on 12 May 2025 of a placement of 15% of its total issued capital placement to wholesale investors, Keybridge’s:

- relevant interest in Yowie **increased** from 78.34% to 81.17%; however
- ability to cast votes at Yowie shareholder meetings **decreased** from 66.78% to 58.07%.

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