

---

**YOWIE GROUP LTD**

**ABN 98 084 370 669**

**NOTICE OF ANNUAL GENERAL MEETING**

---

**TIME:** 2.00 pm (EDST)

**DATE:** 16 November 2017

**PLACE:** The Grace Hotel  
Pinaroo Room  
77 York Street  
Sydney, New South Wales

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 6268 2640.*

---

## CONTENTS PAGE

---

Business of the Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	7
Glossary	21
Proxy Form	

---

## IMPORTANT INFORMATION

---

### TIME AND PLACE OF MEETING

---

Notice is given that the annual general meeting of the Shareholders to which this Notice of Meeting relates will be held at 2.00pm (EDST) on 16 November 2017, at:

The Grace Hotel  
Pinaroo Room  
77 York Street  
Sydney, New South Wales

### YOUR VOTE IS IMPORTANT

---

The business of the Annual General Meeting affects your shareholding and your vote is important.

### VOTING ELIGIBILITY

---

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00pm (EDST) on 14 November 2017.

### VOTING IN PERSON

---

To vote in person, attend the Annual General Meeting at the time, date and place set out above.

### VOTING BY PROXY

---

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Sections 250BB and 250BC of the Corporations Act provide that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

---

## BUSINESS OF THE MEETING

---

### AGENDA

---

#### ORDINARY BUSINESS

##### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

---

#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2017.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, the Company will not disregard a vote if it is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel).

---

#### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – TREVOR ALLEN

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Trevor Allen, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

---

**3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – HUMBERTO ALFONSO**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That for the purposes of clause 13.4 of the Constitution and for all other purposes, Mr Humberto Alfonso, a Director, having been appointed on 22 March 2017 and holding office until this annual general meeting, and being eligible, is re-elected as a Director.”*

---

**4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – LOUIS CARROLL**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That for the purposes of clause 13.4 of the Constitution and for all other purposes, Mr Louis Carroll, a Director, having been appointed on 18 September 2017 and holding office until this annual general meeting, and being eligible, is re-elected as a Director.”*

---

**5. RESOLUTION 5 – ISSUE OF EQUITY AWARDS TO DIRECTOR**

To consider and, if thought fit, to pass the following resolutions as a separate **ordinary resolution**:

**5.1 Managing Director – Mr Humberto Alfonso**

*“That for the purposes of ASX listing rule 10.14, approval be given to the grant of 1,456,033 Service Rights to the Managing Director, Mr Humberto Alfonso, under the EIP, in accordance with the terms of the EIP as described in the Explanatory Statement.”*

**5.2 Managing Director – Mr Humberto Alfonso**

*“That:*

- (i) for the purposes of ASX listing rule 10.14, approval be given to the grant of 936,698 Performance Rights to the Managing Director, Mr Humberto Alfonso, under the EIP, in accordance with the terms of the EIP as described in the Explanatory Statement; and
- (ii) for the purposes of section 200E of the Corporations Act, approval be given in specified circumstances for the pro rata vesting of the Performance Rights granted to Mr Alfonso in the event of cessation of his employment as described in the Explanatory Statement.”

**5.3 Non-Executive Chairman – Mr Louis Carroll**

*“That for the purposes of ASX listing rule 10.14, approval be given to the grant of 815,217 Service Rights to the Non-Executive Chairman, Mr Louise Carroll, under the EIP, in accordance with the terms of the EIP as described in the Explanatory Statement.”*

#### 5.4 Non-Executive Director – Mr Trevor Allen

“That for the purposes of ASX listing rule 10.14, approval be given to the grant of 375,000 Service Rights to Non-Executive Director, Mr Trevor Allen, under the EIP, in accordance with the terms of the EIP as described in the Explanatory Statement.”

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any Director eligible to participate in the EIP, including their respective associates.

However, the Company need not disregard a vote if:

- (i) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

#### 6. RESOLUTION 6 – INCREASE IN MAXIMUM AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purpose of ASX Listing Rule 10.17 and for all other purposes, approval be given for the maximum aggregate remuneration for the Non-Executive Directors of the Company to be increased from \$200,000 to \$450,000.*

**ASX Voting Exclusion:** The Company will disregard any votes cast on Resolution 6 by:

- (i) A Director of the Company; and
- (ii) an associate of those persons.

However, the Company need not disregard a vote if:

- (i) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

#### 7. RESOLUTION 7 – APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That for the purpose of section 327B of the Corporations Act and for all other purposes, Deloitte Touche Tohmatsu having been nominated to act as the Company’s auditor and having consented to act, be hereby appointed as the auditor of the Company.”*

---

**8. RESOLUTION 8 – SHARE BUY-BACK**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That approval be given for the Company to undertake an on-market share buy-back on the terms and conditions set out in the Explanatory Statement forming part of this Notice.”*

**Note:** Directors recommend that shareholder vote AGAINST this resolution.

---

**9. RESOLUTION 9 – SPECIAL MEETING TO BE HELD WITHIN 90 DAYS (“SPILL RESOLUTION”)**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purpose of Section 250V of the Corporations Act and for all other purposes:*

- (a) a meeting of holders of Yowie Group Limited be held within 90 days of this Annual General Meeting (“Spill Meeting”); and*
- (b) all of the Directors of Yowie Group Limited who were Directors when the resolution to adopt the remuneration report as contained in the Company’s annual financial report for the year ended 30 June 2017 was passed, other than the managing director of the Company who may, in accordance with ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to the offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of the Spill Meeting.”*

**Important Note:** This resolution will only be put to the meeting if more than 25% of votes validly cast on Resolution 1 are cast against that Resolution.

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, the Company will not disregard a vote if it is cast:

- (c) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel).

---

DATED: 19 SEPTEMBER 2017

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to be 'NB' followed by a horizontal line and a small flourish.

NEVILLE BASSETT  
COMPANY SECRETARY



---

## EXPLANATORY STATEMENT

---

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

---

### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2017 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report.

There is no requirement for a formal resolution on this item.

Representatives from the Company's auditors, Deloitte Touche Tohmatsu, will be present to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

#### Annual Report Online

Shareholders who have not elected to receive a hard copy of the Annual Report can access the report on the company's website at [www.yowiegroup.com](http://www.yowiegroup.com).

---

### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2017 contains the Remuneration Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the Directors and Key Management Personnel.

Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

#### 2.2 Voting consequences

If at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were more than 25%. Accordingly, the Company is required to put to shareholders at this annual general meeting a Spill Resolution proposing the calling of a Spill Meeting. A Spill Resolution has been included on the Agenda (Resolution 9).

---

**3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – TREVOR ALLEN**

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in the case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has 2 Directors (excluding the Managing Director) and accordingly 1 must retire.

Trevor Allen, the Director longest in office since his last election, retires by rotation and seeks re-election.

A summary of the qualifications and experience of Mr Allen is provided in the Annual Report.

All the Directors, except for Mr Allen, recommend that Shareholders vote in favour of Resolution 2.

---

**4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – HUMBERTO ALFONSO**

Clause 13.4 of the Constitution requires that any person appointed to fill a casual vacancy or as an addition to the existing Directors only holds office until the next annual general meeting and is then eligible for re-election.

Mr Alfonso was appointed a director on 22 March 2017.

A summary of the qualifications and experience of Mr Alfonso is provided in the Annual Report.

On his appointment, Mr Alfonso joined the Board as Managing Director. Accordingly, in accordance with clause 13.2 of the Constitution Mr Alfonso will not be subject to future retirement by rotation.

All the Directors, except for Mr Alfonso, recommend that Shareholders vote in favour of Resolution 3.

---

**5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – LOUIS CARROLL**

Clause 13.4 of the Constitution requires that any person appointed to fill a casual vacancy or as an addition to the existing Directors only holds office until the next annual general meeting and is then eligible for re-election.

Mr Carroll was appointed a director on 18 September 2017.

A summary of the qualifications and experience of Mr Carroll is provided below.

Mr Carroll has had a successful international career in CEO, senior executive management and Chair roles across a range of founder-backed, entrepreneurial organizations and multi-nationals.

Mr Carroll, with a Bachelor of Arts (Honours) Degree in English from the University of London, has had executive roles within Mars in Australia and the UK, and is a former General Manager of AFTA Travel Insurance. He established the TeleTech business in Australia which grew to become TeleTech Asia Pacific with revenues of more than A\$200 million and more than 4,000 employees in six countries, under his leadership. A consummate entrepreneur, Mr Carroll's successful start-up business ventures include rain water tank retailer, New Water, which he sold after quickly reaching A\$10 million in revenue. He has served as a director of a number of organizations where he has been involved as an entrepreneur, and was a Director of Covermore through its IPO in 2013, becoming Chairman two years later and driving that Company's successful sale this year to Zurich.

Mr Carroll is also a non-Executive Director of National Home Doctor Service, which now has more than 600 medical practitioners across Australia.

All the Directors, except for Mr Carroll, recommend that Shareholders vote in favour of Resolution 4.

---

## **6. RESOLUTION 5 – ISSUE OF EQUITY AWARDS TO DIRECTORS**

### **6.1 Introduction**

Resolution 5 seeks Shareholder approval for the granting of

- (a) 1,456,033 Service Rights to the Managing Director, Mr Humberto Alfonso, under the YOW Employee Incentive Plan ("**EIP**");
- (b) 936,698 Performance Rights to the Managing Director, Mr Humberto Alfonso under the EIP;
- (c) 815,217 Service Rights to the Non-Executive Chairman, Mr Louis Carroll, under the EIP; and
- (d) 375,000 Service Rights to Non-Executive Director, Mr Trevor Allen, under the EIP,

as well as Shareholder approval for the pro rata vesting of the Performance Rights granted to Mr Alfonso in the event that Mr Alfonso ceases employment in certain circumstances.

### **6.2 Why Shareholder approval is being sought**

ASX Listing Rule 10.14 states that a listed company must not permit a Director to acquire securities under an employee incentive scheme without Shareholder approval, by ordinary resolution. The purpose of Resolutions 5.1 to 5.4 is to have Shareholders approve the proposed grant of Service Rights and Performance Rights to the Company's Managing Director, Mr Humberto Alfonso, the Non-Executive Chairman, Mr Louis Carroll and Non-Executive Director, Mr Trevor Allen pursuant to the Company's employee share scheme, the EIP, which was approved by shareholders in general meeting on 23 November 2015.

In addition, the Company seeks Shareholder approval pursuant to section 200E of the Corporations Act for the pro rata vesting of the Performance Rights granted to Mr Alfonso in the event that Mr Alfonso ceases to be employed by the Company in limited circumstances, as specified in the terms of their invitations.

These circumstances include redundancy and death.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company if it is approved by shareholders under section 200E of the Corporations Act or an exemption applies. The term "benefit" may include the pro rata vesting of Performance Rights (**EIP Interests**) in the limited circumstances outlined above, where Mr Alfonso ceases to be employed by the Company. This pro rata vesting of Mr Alfonso's EIP interests, in those circumstances, may amount to the giving of a termination benefit requiring Shareholder approval, and as such, approval is sought for these purposes.

The number of EIP Interests that may vest on cessation of Mr Alfonso's employment can be calculated by:

(Date of Grant – Date of termination)(in days)

---

(Date of Grant – Intended Vesting Date)(in days) X No. of EIP Interests held on cessation

The value of the EIP Interests may be affected by:

- the market price of Company Shares at the time the employment ceases;
- the exercise price (if any) applicable to the EIP Interests;
- the performance against the performance hurdles at the time the employment ceases;
- the part of the service period has elapsed at the time the employment ceases; and
- the number of EIP Interests that lapse on cessation of employment.

### 6.3 Grant of EIP Interests to Mr Alfonso, Mr Carroll and Mr Allen

The role and responsibilities of the Managing Director, Non-Executive Chairman and Non-Executive Director is material to the success of Yowie Group.

As outlined previously, Shareholder approval must be sought, in accordance with ASX Listing Rule 10.14, for the grant of EIP Interests to Mr Alfonso, Mr Carroll and Mr Allen.

After taking advice from expert remuneration consultants, the Board has concluded that the remuneration for Mr Alfonso, Mr Carroll and Mr Allen (including the proposed grant of EIP Interests) are reasonable and appropriate having regard to the circumstances of the Company and Mr Alfonso's, Mr Carroll's and Mr Allen's duties and responsibilities.

### 6.4 Resolution 5.1 – Issue of Service Rights to Mr Alfonso

#### ***Background/reason for grant***

Pursuant to the terms of Mr Alfonso's employment agreement, Mr Alfonso is entitled to a short term incentive of up to US\$350,000 per annum, subject to meeting performance conditions specified by the Board.

The Board has determined that Mr Alfonso be eligible to receive Service Rights (or determined cash value) in respect of his achievements over the financial year ended 30 June 2017. The awarding of the Service Rights was conditional on the company achieving specific short-term incentive (STI) expansion targets over the period from the date of Mr Alfonso's commencement of employment (15 June 2016) to 30 June 2017.

Mr Alfonso's STI expansion targets and their achievement, comprised:

Category	Objective	Measure	Weighting	Achievement
<u>Category 1</u> Achieve Financial targets for FY2017	Grow volume over 100% while expanding Gross Margin %	Volume gross revenue 18m  Gross Margin % by 190 basis points to 46.5%	65% Overall  (70% volume target, 30% Gross Margin target)	Volume – Nil  Margin – 19.5%
<u>Category 2</u> Distribution	Increase distribution depth in current US account base.	Expand distribution into 3 new Customer Focus priority accounts	15%	10%
<u>Category 3</u> International	International Expansion	Develop launch plans and execute Yowie brand into retail trade outside US toward global brand rollout	10%	10%
<u>Category 4</u> Strategy Development	Complete Strategic Plan 2017-2019 and present for Board approval	Comprehensive Strategic Plan approved by Board	10%	10%
<u>Category 5</u> Other	Achievement of operational efficiencies, management initiatives and other product/brand development	Board determination	Board discretion	15%

***Maximum number of Service Rights to be issued***

If Shareholder approval is granted, the Board has determined that the maximum number of Service Rights that may be granted to Mr Alfonso is 1,456,033, for value of US\$225,750.

The number of Service Rights to be issued was determined based on the 5 day VWAP of YOW shares immediately after the release of preliminary results for the year ended 30 June 2017 on 24 August 2017, being \$0.195 and the A\$:US\$ foreign exchange rate as at 30 August 2017, being the expiration of the 5 day VWAP period (0.7951).

In the event that shareholder approval is not received for the grant of the Service Rights, the value of the Service Rights as detailed above will be paid in cash.

***Price of Service Rights***

The Service Rights will be granted at no cost to Mr Alfonso.

***Vesting Dates and Conditions***

The Vesting Date for the Service Rights granted to Mr Alfonso will be one month after the date of this annual general meeting.

Each Service Right will convert to one Share.

All Service Rights will lapse 12 months after the relevant Vesting Date, unless lapsed earlier.

**Service Condition:**

Continuous employment, as defined in the EIP, from the grant date of the Service Rights until the relevant Vesting Date. This condition means that the movement of Mr Alfonso to a Non-executive Director position during the period up to vesting does not cause the Service Rights to become incapable of vesting.

**6.5 Resolution 5.2 – Issue of Performance Rights to Mr Alfonso**

***Maximum number of Performance Rights to be issued***

Pursuant to the terms of Mr Alfonso's employment agreement, Mr Alfonso is entitled to an initial grant of performance rights under the EIP effective on the date of employment to a value of US\$700,000, subject to meeting performance conditions specified by the Board.

If Shareholder approval is granted, the maximum number of Performance Rights that may be granted to Mr Alfonso is 936,698.

The number of Performance Rights to be issued was determined based on the 5 day VWAP of YOW shares up to and including the date of commencement of employment (A\$1.012) and the A\$:US\$ foreign exchange rate on the date of commencement of employment (0.7383).

***Value of Performance Rights***

The average value of these Performance Rights determined applying a conventional binomial approximation Performance Rights pricing model is \$0.185 per Performance Right (total value – A\$173,289), based on the following inputs as at 18 September 2017:

Risk-free rate: 2.08% (Derived from the 3 year Commonwealth Treasury Bond Rate)  
Historical Volatility: 66.00% (based on the YOW closing share price for the previous 12 months)  
Closing Share Price: \$0.185 (closing ASX price on 18 September 2017)  
Exercise Price: \$0.00  
Dividend Yield: 0.00% (based on actual dividends paid in the previous 12 months)

***Price of Performance Rights***

The Performance Rights will be granted at no cost to Mr Alfonso. Once the Vesting Conditions are met (or waived), the Performance Rights will be automatically exercised for nil consideration. Each Performance Right will convert to one Share.

Importantly, no value will be received by Mr Alfonso if the Performance Rights lapse prior to the vesting date.

***Vesting Dates and Conditions***

The Vesting Dates for the Performance Rights granted to Mr Alfonso will be as follows:

- **Tranche 1:** (50% of total grant): 15 June 2018
- **Tranche 2:** (50% of total grant): 15 June 2019

All Performance Rights will lapse 12 months after the relevant Vesting Date, unless lapsed earlier.

The Vesting Conditions for the Performance Rights is satisfaction of the following Performance Conditions and Service Condition:

**Performance Conditions: Tranche 1**

The Performance Rights will vest on satisfaction of the following performance criteria on or before the vesting date – 15 June 2018:

<b>Category</b>	<b>Objective</b>	<b>Measure</b>	<b>Weighting</b>
<u>Category 1</u>  Achieve Financial targets for Strategic Plan FY2017 to FY2018	Achieve cumulative sales of 47m units.  Gross margin minimum of 45%.	Volume gross revenue 47m units cumulative from FY2017 to FY2018. Gateway for LTI will be 80% or 38m units <sup>A</sup> .  Gateway for Gross Margin will be 41% <sup>B</sup> .	70% Overall <sup>c</sup>  (70% volume target, 30% Gross Margin target)
<u>Category 2</u>  Create Shareholder Value	Increase the value of Yowie Brand as measured by market share increase in US market.	Increase in US distribution market share (AOC) measured by Nielsen (or equivalent market industry service provider) versus same measurement share level at July 2016.	15%
<u>Category 3</u>  International	International Expansion	Secure sustainable distribution (more than one order) in 2 markets each year outside of the US market	15%

*A. Percentage of Performance Rights to vest – 49% overall*

<b>Unit Sales</b>	<b>% of Performance Rights to vest</b>
Less than 37.6m units	None
Between 37.6m units (80% of target) and 42.3m units (90% of target)	Base 55% to maximum 75% interpolated vesting on a straight line basis between 37.6m units and 42.3m units.
Between 42.3m units (90% of target) and 47m units (100% of target)	Base 75% to maximum 100% interpolated vesting on a straight line basis between 42.3m units and 47m units.

*B. Percentage of Performance Rights to vest – 21% overall*

<b>Gross Margin</b>	<b>% of Performance Rights to vest</b>
Less than 41%	None
Between 41% and 45%	Base 70% to maximum 100% interpolated vesting on a straight line basis between 41% gross margin and 45% gross margin.
At least 45%	100%

- C. In respect to Category 1 performance criteria, the overachievement of a target in one sub-category, calculated on an interpolated straight line basis, may be used to offset underachievement in the other sub-category, subject to the overall number of Performance Rights vesting not exceeding the total number available.

### Performance Conditions: Tranche 2

The Performance Rights will vest on satisfaction of the following performance criteria on or before the vesting date – 15 June 2019:

Category	Objective	Measure	Weighting
<u>Category 1</u> Achieve Financial targets for Strategic Plan FY2017 to FY2019	Achieve cumulative sales of 90m units.  Gross margin minimum of 45%.	Volume gross revenue 90m units cumulative from FY2017 to FY2019. Gateway for LTI will be 80% or 72m units <sup>A</sup> .  Gateway for Gross Margin will be 41% <sup>B</sup> .	70% Overall <sup>c</sup>  (70% volume target, 30% Gross Margin target)
<u>Category 2</u> Create Shareholder Value	Increase the value of Yowie Brand as measured by market share increase in US market.	Increase in US distribution market share (AOC) measured by Nielsen (or equivalent market industry service provider) versus same measurement share level at July 2016.  In US market double market share during the Strategic Plan period July 2017 to June 2019.	15%
<u>Category 3</u> International	International Expansion	Secure sustainable distribution (more than one order) in 2 markets each year outside of the US market	15%

#### A. Percentage of Performance Rights to vest – 49% overall

Unit Sales	% of Performance Rights to vest
Less than 72m units	None
Between 72m units (80% of target) and 81m units (90% of target)	Base 55% to maximum 75% interpolated vesting on a straight line basis between 72m units and 81m units.
Between 81m units (90% of target) and 90m units (100% of target)	Base 75% to maximum 100% interpolated vesting on a straight line basis between 81m units and 90m units.



B. *Percentage of Performance Rights to vest – 21% overall*

Gross Margin	% of Performance Rights to vest
Less than 41%	None
Between 41% and 45%	Base 70% to maximum 100% interpolated vesting on a straight line basis between 41% gross margin and 45% gross margin.
At least 45%	100%

C. In respect to Category 1 performance criteria, the overachievement of a target in one sub-category, calculated on an interpolated straight line basis, may be used to offset underachievement in the other sub-category, subject to the overall number of Performance Rights vesting not exceeding the total number available.

**Service Condition:**

Continuous employment, as defined in the EIP, from the grant date of the Performance Rights until the relevant Vesting Date. This condition means that the movement of Mr Alfonso to a Non-executive Director position during the period up to vesting does not cause the Performance Rights to become incapable of vesting.

Any Performance Rights which fail to meet the Vesting Conditions before the relevant Vesting Date shall immediately lapse.

**6.6 Resolution 5.3 – Issue of Service Rights to Mr Carroll**

***Background/reason for grant***

Pursuant to the terms of Mr Carroll's appointment as Non-Executive Chairman, Mr Carroll is to receive non-executive director fees to the equivalent of \$160,000 per annum, payable as base director's fees of \$110,000 per annum (inclusive of superannuation) and \$150,000 in service rights vesting over 3 years.

***Maximum number of Service Rights to be issued***

If Shareholder approval is granted, the maximum number of Service Rights that may be granted to Mr Carroll is 815,217.

The number of Service Rights to be issued was determined based on the 5 day VWAP of YOW shares immediately preceding the date of announcement of the appointment of Mr Carroll as Non-Executive Chairman, being \$0.184.

In the event that shareholder approval is not received for the grant of the Service Rights, the value of the Service Rights as detailed above will form part of the base director's fees and be paid in cash.

***Price of Service Rights***

The Service Rights will be granted at no cost to Mr Carroll.

***Vesting Dates and Conditions***

The Vesting Date for the Service Rights granted to Mr Carroll will be:

1. In respect to one-third of the Service Rights (271,739) one year from date of appointment, being 18 September 2018;
2. In respect to one-third of the Service Rights (271,739) two years from date of appointment, being 18 September 2019; and

3. In respect to two-thirds of the Service Rights (271,739) three years from date of appointment, being 18 September 2020.

Each Service Right will convert to one Share.

All Service Rights will lapse 5 years after the relevant Vesting Date, unless lapsed earlier.

**Service Condition:**

Continuous employment, as defined in the EIP, from the grant date of the Service Rights until the relevant Vesting Date.

## **6.7 Resolution 5.4 – Issue of Service Rights to Mr Allen**

***Background/reason for grant***

Within the non-executive director fee pool the Board has resolved that non-executive director fees (excluding the Chairman) be set at \$60,000 per annum (inclusive of superannuation) and that in respect to Mr Allen he be granted 375,000 service rights vesting over 3 years.

***Maximum number of Service Rights to be issued***

If Shareholder approval is granted, the maximum number of Service Rights that may be granted to Mr Allen is 375,000.

In the event that shareholder approval is not received for the grant of the Service Rights, the value of the Service Rights as detailed above will form part of the base director's fees and be paid in cash.

***Price of Service Rights***

The Service Rights will be granted at no cost to Mr Allen.

***Vesting Dates and Conditions***

The Vesting Date for the Service Rights granted to Mr Allen will be:

1. In respect to one-third of the Service Rights (125,000) on 30 June 2018;
2. In respect to one-third of the Service Rights (125,000) on 30 June 2019; and
3. In respect to two-thirds of the Service Rights (125,000) on 30 June 2020.

Each Service Right will convert to one Share.

All Service Rights will lapse 6 months after the relevant Vesting Date, unless lapsed earlier.

**Service Condition:**

Continuous employment, as defined in the EIP, from the grant date of the Service Rights until the relevant Vesting Date.

## **6.8 Number of equity incentives issued under the EIP, persons entitled to participate in the EIP, the date that the Company will grant these equity securities and loans**

The EIP, under which securities are proposed to be issued to Mr Alfonso, Mr Carroll and Mr Allen, was adopted by shareholders on 23 November 2015. The names of Directors or their associates who have received securities under the EIP since the last approval (7 November 2016), the number of securities received and the acquisition price for each security, is as follows:

#### Mr Humberto Alfonso

On 18 July 2017, Mr Alfonso was issued 1,000,000 shares on the vesting of 1,000,000 service rights granted on 15 June 2016 pursuant to Mr Alfonso's employment agreement.

#### Ms Patricia Fields

347,222 service rights expiring 7 December 2017, for nil consideration. Each Service Right, subject to satisfaction of performance conditions, converts to one Share. The service rights were converted to 347,222 Shares on 27 April 2017.

In addition on 17 January 2017, Ms Fields was issued 1,281,996 Shares on conversion of 1,281,996 achievement award performance rights previously approved by shareholders.

#### Mr Wayne Loxton (Resigned 6 April 2017)

694,444 Service Rights expiring 7 December 2017, for nil consideration. Each Service Right, subject to satisfaction of performance conditions, converts to one Share. The Service Rights were converted to 694,444 Shares on 27 April 2017.

In addition on 17 January 2017, Mr Loxton was issued 1,709,328 Shares on conversion of 1,709,328 achievement award performance rights previously approved by shareholders.

Subject to shareholder approval, it is anticipated that the EIP Interests proposed in resolutions 5.1 to 5.4 will be granted to Mr Alfonso, Mr Carroll and Mr Allen shortly after the AGM. Irrespective of these intentions, grants of EIP Interests approved by shareholders under this resolution will be issued within 12 months of the date of this Meeting.

Finally, no loan will be provided by the Company in relation to the grant or exercise of the EIP Interests proposed to be issued to Mr Alfonso, Mr Carroll or Mr Allen.

#### **Other Conditions**

Unvested EIP Interests may, in certain circumstances, vest early in accordance with the terms of the EIP Rules, and any Leaver's Policy that may apply from time to time, as approved by the Board.

EIP Interests cannot be transferred, disposed of, or have a security interest imposed over them without Board consent.

Any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company's Share Trading Policy. Participants are specifically prohibited from hedging their Company share price exposure in respect of their EIP Interests during the vesting period.

On the occurrence of a Corporate Control Event (as defined in the Plan Rules), the Board will determine, in its sole and absolute discretion, the manner in which all unvested and vested EIP Interests will be dealt with.

If, in the Board's opinion Mr Alfonso, Mr Carroll or Mr Allen has acted fraudulently or dishonestly or is in breach of his material obligations to the Company, the Board may determine that any or all of their respective EIP Interests which have not yet vested, lapse.

#### **Directors' Recommendation**

As stated in the Notice of Annual General Meeting, any vote cast in respect of this resolution by a member of the Board or KMP or any person who participates in the issue of EIP Interests, and their respective associates, will be disregarded, except as stated in the Notice of Annual General Meeting.

---

**7. RESOLUTION 6 – INCREASE IN MAXIMUM AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS**

In accordance with ASX Listing Rule 10.17 and the Company's Constitution, an increase in the maximum aggregate remuneration ("fee pool") for the remuneration of Non-Executive Directors requires shareholder approval.

The current maximum aggregate remuneration available for Non-Executive Directors has not changed since the Company was re-admitted to Official Quotation in December 2012 and was set at \$200,000, inclusive of applicable statutory superannuation contributions. At that time, the Company employed two Executive Directors and one Non-Executive Director. The Executive Chair has now retired and a new Non-Executive Chair has been appointed and the other Executive Director is expected to transition to Non-Executive status in the short-medium term. In addition, the Company is looking to appoint an additional Non-Executive Director in the next 12 months.

This means that currently the Company has limited capacity to increase fees paid to its Non-Executive Directors or to attract new Non-Executive Directors, putting the Company at risk of being able to attract and to retain appropriately qualified officers who have the necessary skills and experience to monitor and assist in improving the performance of the Company.

The Directors consider that the fee pool available for Non-Executive Directors should provide sufficient flexibility for the Company to take on additional Directors when deemed necessary and to provide flexibility for succession planning. Shareholders are therefore being asked to approve an increase of \$250,000 in the fee pool from \$200,000 to \$450,000. The Directors consider that the increased aggregate fee pool of \$450,000 will (if approved) provide appropriate capacity for the Company's future requirements. Based on the Board composition, it is not expected that the maximum remuneration payable will be paid to the Board members in the 2018 financial year. However, the increase in the aggregate fee pool will provide the necessary flexibility to operate the Board with a varying number of Directors to meet the oversight and governance requirements of the Company, as well as the ability to attract and retain appropriately qualified Directors.

Within the preceding 3 years, Non-Executive Directors have been issued the following securities, as approved by shareholders under ASX Listing Rules 10.11 or 10.14:

Shareholder Approval: 23 November 2015

Director: Trevor Allen

Security Type: Options

- 275,000 options exercisable at \$0.766 on or before 31 December 2017
- 375,000 options exercisable at \$0.90 on or before 31 December 2017
- 425,000 options exercisable at \$1.05 on or before 31 December 2017

If shareholder approval is obtained, the increased fee pool will apply for the financial year ended 30 June 2018.

The Directors, with Non-Executive Directors abstaining, recommend that Shareholders vote in favour of this Resolution.

The Chairman intends to vote all undirected proxies in favour of this Resolution.

---

**8. RESOLUTION 7 – APPOINTMENT OF AUDITOR**

As announced on 17 January 2017, the Board resolved to change auditor of the company from BDO Audit (WA) Pty Ltd to Deloitte Touche Tohmatsu. The Board decided the change appropriate, as the change provided for the consolidation of services.

BDO Audit (WA) Pty Ltd applied for and received ASIC consent to resign as auditor of the Company.

Pursuant to section 327C(1) of the Corporations Act the Company appointed Deloitte Touche Tohmatsu as auditor of the Company. In compliance with section 327C(2) of the Corporations Act, an auditor appointed under section 327C(1) of the Corporations Act holds office until the Company's next AGM.

For the purpose of section 327B of the Corporations Act, Resolution 7 seeks shareholder approval for the appointment of Deloitte Touche Tohmatsu as auditor of the Company.

Deloitte Touche Tohmatsu have been duly nominated in accordance with section 328B(1) of the Corporations Act. In accordance with section 328B(3) of the Corporations Act, a copy of the notice of nomination of auditor accompanies this Notice of Meeting.

Deloitte Touche Tohmatsu have provided their consent to be appointed as auditor.

The Board recommends that Shareholders vote in favour of Resolution 7.

The Chairman intends to vote all undirected proxies in favour of this Resolution.

---

**9. RESOLUTION 8 – SHARE BUY-BACK**

Resolution 8 seeks shareholder approval for the Company to undertake an on-market share buy-back.

Pursuant to Section 257A of the Corporations Act and clause 10.3 of the Company's Constitution, the Company is permitted to buy back its own shares. Section 257B outlines the procedure to undertake a buy-back. Pursuant to Section 257B, shareholder approval is not required where the number of shares proposed to be bought back is 10% or less of the smallest number of shares of the Company on issue in the last 12 months ("the 10/12 limit").

The number of shares proposed to be purchased under the buy-back does not exceed the 10/12 limit and consequently shareholder approval is not required.

The Directors have considered whether the company should undertake a share buy-back on a number of occasions in the last 6 months. On each occasion they concluded that a buy-back was not the best use of the Company's funds. This remains the board's view.

However, as a result of a request from a group of shareholders, the company has agreed to put Resolution 8 to Shareholders.

If Resolution 8 is approved, the Company will commence an on-market share buy-back program to acquire up to 10% of the Company's issued capital over the next 12 months, equivalent to approximately 20,637,237 ordinary shares (being 10% of the lowest number of issued shares over the last 12 months).

---

10. RESOLUTION 9 – SPILL RESOLUTION

**IMPORTANT NOTE: In accordance with the Corporations Act, Resolution 9 will only be put to the meeting if more than 25% of the votes validly cast on Resolution 1 are against the adoption of the remuneration Report.**

The Corporations Act requires that if more than 25% of votes are cast against the adoption of the remuneration report at two consecutive annual general meetings, then a resolution must be put to shareholders at the second annual general meeting substantially in the form of Resolution 9.

At the 2016 Annual General Meeting, more than 25% of the votes validly cast on the resolution concerning the adoption of the remuneration report presented at that meeting were cast against that resolution. Accordingly, if at this Annual General Meeting more than 25% of votes validly cast are against the adoption of the remuneration report (Resolution 1), then Resolution 9 will be put to the Meeting.

If Resolution 9 is put to the Meeting and more than 50% of Shareholders vote in favour of that Resolution, then:

- A meeting of Shareholders will be held within 90 days of this Annual General Meeting (“Spill Meeting”);
- All of the current members of the Board other than managing director who may, in accordance with ASX Listing Rules, continue to hold office indefinitely without being re-elected, will vacate their offices immediately before the end of the Spill Meeting; and
- At the Spill Meeting, resolutions will be voted on to elect individuals to the vacated offices.

If all the current Directors other than managing director who may, in accordance with ASX Listing Rules, continue to hold office indefinitely without being re-elected, cease to be Directors prior to the Spill Resolution, the meeting need not be held.

---

## GLOSSARY

---

\$ means Australian dollars.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

**Company** means Yowie Group Ltd (ABN 98 084 370 669).

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the current directors of the Company.

**EDST** means Eastern Daylight Savings Time as observed in Sydney, New South Wales.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.



5 September 2017

The Company Secretary  
Yowie Group limited  
Level 4  
216 St Georges Terrace  
Perth WA 6000

Dear Sir

**Nomination of Proposed Auditor**

For the purposes of Section 328B(1) of the Corporations Act, Mandevilla Pty Ltd, being a member of Yowie Group Limited hereby nominate Deloitte Touche Tohmatsu of Tower 2, Brookfield Place, 123 St Georges Terrace, Perth, WA for appointment as auditor of Yowie Group Limited at the 2017 Annual General Meeting of the Company.

Yours sincerely,

A handwritten signature in black ink, appearing to be 'NB', followed by a horizontal line that ends in a small loop.

Neville Bassett  
Director  
Mandevilla Pty Ltd



ABN 98 084 370 669

## LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **BY MAIL**  
Yowie Group Ltd  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474

## LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **2:00pm (EDST) on Tuesday, 14 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

 **BY MOBILE DEVICE**

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME  
 ADDRESS LINE 1  
 ADDRESS LINE 2  
 ADDRESS LINE 3  
 ADDRESS LINE 4  
 ADDRESS LINE 5  
 ADDRESS LINE 6



X99999999999

## PROXY FORM

I/We being a member(s) of Yowie Group Ltd and entitled to attend and vote hereby appoint:

STEP 1

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (EDST) on Thursday, 16 November 2017 at The Grace Hotel, Pinaroo Room, 77 York Street, Sydney, New South Wales** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 5, 6 and 9:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 5, 6 and 9, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business except Resolutions 8 and 9 where undirected proxies will be voted against the resolutions (if Resolution 9 is put to the meeting).**

STEP 2

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

#### Resolutions

Resolutions	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Increase in Maximum Aggregate Remuneration for Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Trevor Allen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Humberto Alfonso	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Share Buy-Back	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Director – Louis Carroll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5.1 Issue of Equity Awards to Director – Humberto Alfonso	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Important Note:</b> The following resolution will only be put to the meeting if more than 25% of votes validly cast on Resolution 1 are cast against that Resolution.			
5.2 Issue of Equity Awards to Director – Humberto Alfonso	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5.3 Issue of Equity Awards to Director – Louis Carroll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Special Meeting to be Held Within 90 Days ("Spill Resolution")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.4 Issue of Equity Awards to Director – Trevor Allen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

YOW PRX1702N

