
YOWIE GROUP LTD

ABN 98 084 370 669

NOTICE OF GENERAL MEETING

CALLED PURSUANT TO SECTION 249D

AT THE REQUEST OF KEYBRIDGE CAPITAL LIMITED

TIME: 11.00am (EST)

DATE: Monday, 5 August 2019

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

Your Board DOES NOT SUPPORT the removal of Mr Kestell, Mr Carroll or Mr Watts

Your Board recommends you vote AGAINST all resolutions

Your Directors will be voting all of their shares AGAINST each resolution

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.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held on Monday, 5 August 2019 at 11.00am (EST):

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

SECTION 249D

This meeting is being called as required by section 249D of the *Corporations Act 2001* (Cth) (**Corporations Act**) following the service of a notice on the Company by Keybridge Capital Limited (ABN 16 088 267 190) (**Keybridge**) requiring that a meeting be held to consider removing current directors, Mr Tim Kestell, Mr Louis Carroll and Mr Glen Watts from your Board.

YOUR VOTE IS IMPORTANT

The business of the 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 Meeting are those who are registered Shareholders at 7.00pm (EST), on 2 August 2019.

VOTING IN PERSON

To vote in person, attend the 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.

Proxy Forms and if applicable, the powers of attorney (or a certified copy of the powers of attorney) under which they are signed must be lodged directly with the Company at least 48 hours before the time of the Meeting.

Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;

- the proxy need not be a Shareholder; and
- a Shareholder 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 Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then each proxy may exercise one-half of the votes.

BUSINESS OF THE MEETING

AGENDA

RESOLUTION 1 – REMOVAL OF TIM KESTELL AS A DIRECTOR

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

"That Timothy Arthur Kestell be removed from office as a Director of the Company with effect from closure of the meeting."

RESOLUTION 2 – REMOVAL OF LOUIS CARROLL AS A DIRECTOR

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

"That Louis Carroll be removed from office as a Director of the Company with effect from closure of the meeting."

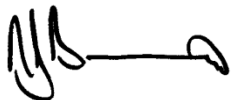
RESOLUTION 3 – REMOVAL OF GLEN WATTS AS A DIRECTOR

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

"That Glen Malcolm Watts be removed from office as a Director of the Company with effect from closure of the meeting."

DATED: 25 JUNE 2019

BY ORDER OF THE BOARD



NEVILLE BASSETT
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Meeting to be held at 11.00am (EST) on 5 August 2019.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

REMOVAL OF DIRECTORS – (RESOLUTIONS 1 TO 3)

Background

On 4 June 2019, the Company received a requisition to convene a general meeting pursuant to section 249D of the Corporations Act from Keybridge who is a Shareholder in the Company.

The requisition seeks the removal of current directors, Mr Tim Kestell, Mr Louis Carroll and Mr Glen Watts from your Board.

Keybridge has elected not to provide you with a statement for distribution with this Notice of Meeting as to their reasons as to why it is in your interests for all non-executive directors to be removed.

Frequently asked questions

On what basis has the Resolution been requested?	Any shareholder (or group of shareholders) holding more than 5% of the Company's issued capital is entitled to requisition a general meeting be called to have resolutions considered. The Resolution is being put before the Meeting as a result of a request from Keybridge, who holds more than 5% of the Shares.
Why does Keybridge wish to remove the Directors?	Keybridge has elected not to provide you with a statement for distribution with this Notice of Meeting as to their reasons as to why it is in your interests for all non-executive directors to be removed.
Why does your Board recommend you vote against all three Resolutions?	Your Directors recommend you vote AGAINST all Resolutions put forward by the Requisitioning Shareholder. Further information relating to the directors' recommendation will be circulated to shareholders within the next 2 weeks.

Resolution

As a consequence of the requisition received, the Resolutions to be considered at the Meeting are as outlined in this Notice of Meeting.

The Resolutions are ordinary resolutions, meaning that they can be passed by a simple majority of votes cast by Shareholders entitled to vote.

RECOMMENDATION

Your Board **DOES NOT SUPPORT** the removal of Mr Kestell

Your Board **DOES NOT SUPPORT** the removal of Mr Carroll

Your Board **DOES NOT SUPPORT** the removal of Mr Watts

Your Board recommends that you **VOTE AGAINST** all Resolutions

Your Board will be voting all of their shares **AGAINST** each of the Resolutions

GLOSSARY

Board means the current board of directors of the Company.

Company means Yowie Group Ltd (ACN 084 370 669).

Directors means the current directors of the Company.

EST means Eastern Saving Time as observed in Sydney, New South Wales.

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

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

Resolutions means the resolutions set out in this Notice.

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

Shareholder means a holder of a Share.

LODGE YOUR VOTE

ONLINE
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



X99999999999

PROXY FORM

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

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 General Meeting of the Company to be held at **11:00am (EST) on Monday, 5 August 2019 at The Grace Hotel, Pinaroo Room, 77 York Street, Sydney, New South Wales** (the **Meeting**) and at any postponement or adjournment of the Meeting.


The Chairman of the Meeting intends to vote undirected proxies **AGAINST** each item of business.

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

	For	Against	Abstain*	
1 Removal of Tim Kestell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Board recommends you vote AGAINST this resolution
2 Removal of Louis Carroll as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Board recommends you vote AGAINST this resolution
3 Removal of Glen Watts as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Board recommends you vote AGAINST this resolution

 * 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.

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 PRX1901A

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.

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" must 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.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (EST) on Saturday, 3 August 2019**, 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

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 front of the 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 into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



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

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

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