

Please find attached a Form 603 to cross release on YOW, KBC and WAA

Regards

Suliman Ravell

**Form 603**

Corporations Act 2001

Section 671B

**Notice of initial substantial holder****To** Company Name/Scheme **Yowie Group Ltd**ACN/ARSN **084 370 669****1. Details of substantial holder (1)**Name **Suliemann Ravell**

ACN/ARSN (if applicable)

The holder became a substantial holder on **27/11/2024****2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
<b>Fully paid ordinary shares</b>	<b>179,689,829</b>	<b>179,689,829</b> <b>(but see Annexure A)</b>	<b>78.34%</b> <b>(but see Annexure A)</b>

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
<b>WAM Active Limited and associates</b>	<b>Potential relevant interest by association (but see Annexure A)</b>	<b>94,612,457 fully paid ordinary shares</b>

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
<b>As per Annexure B</b>	<b>As per Annexure B</b>	<b>As per Annexure B</b>	<b>As per Annexure B</b>

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

**7. Addresses**

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

Name	Address
<b>Suliman Ravell and S4 Super Pty Ltd ACN 632 004 481 ATF S4 Super Fund</b>	<b>C/- WEALTH FOCUS, Level 10, 171 Clarence Street, SYDNEY NSW 2000</b>
<b>WAM Active Limited and associates</b>	<b>As per Annexure B</b>

**Signature**

print name **Suliman Ravell** capacity **Director**

sign here  date **2/12/2024**

**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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
  - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  - (7) Include details of:
    - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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 of 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.

## Annexure A

Suliman Ravell owns 100% of S4 Super Pty Ltd ACN 632 004 481 ATF S4 Super Fund (**S4**).

On 27 November 2024 (after close of business hours) Mr Ravell consented to be nominated by WAM Active as a proposed director of Keybridge Capital Limited (**Keybridge**). Keybridge holds a relevant interest in 179,689,829 ordinary shares in Yowie Group Ltd (**Yowie**).

Mr Ravell's consent to act as a future Director if elected might be taken to give rise to a technical association with WAM Active Limited (**WAM**), and thereby might result in Mr Ravell being deemed to have an indirect relevant interest in the Yowie shares in which WAM or its associates have a deemed relevant interest, by virtue of owning a minority (less than 50%) shareholding but more than 20% holding of the issued share capital of Keybridge.

WAM Active Limited declared it and its associates' deemed indirect relevant interest in 179,689,829 fully paid ordinary shares in Yowie held by Keybridge (the **Deemed WAM Relevant Interest in BHD Shares**), pursuant to an ASIC Form 604 lodged by WAM on 29 April 2024, a copy of which is attached at Annexure B of this notice.

For an abundance of caution, it was considered appropriate to lodge this form. **Mr Ravell does not beneficially own, and exerts no control or influence over,** Yowie shares which WAM may be deemed to have a relevant interest in through their shareholding in Keybridge.

If Mr Ravell has a deemed indirect relevant interest in the Deemed WAM Relevant Interest in Yowie Shares, his associate-inclusive deemed relevant interest in the following fully paid ordinary Yowie shares is as follows:

Indirect deemed relevant interest in Yowie Shares

in which WAM entities have deemed relevant interest	179,689,829 – 78.34%
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(Aggregate deemed (and indirect) relevant interests	179,689,829 – 78.34%)
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## Annexure B

ASIC Form 604 dated 29 April 2024 lodged by WAM with ASX on 29 April 2024.

**Annexure B**

**TO:** **ASX**  
**Company Announcements Office**

**FROM:** **Wilson Asset Management Group**

**DATE:** **29 April 2024**

**NO OF PAGES:** **7 (including this page)**

The Wilson Asset Management Group **does not own any direct shares** in Yowie Group Limited (ASX: YOW). Members of the Wilson Asset Management Group are determined to hold an indirect deemed relevant interest in YOW shares held by Keybridge Capital Limited (ASX: KBC) and HHY Fund (HHY) as a result of the members of Wilson Asset Management Group holding (in aggregate) voting power in excess of 20% in each of KBC and HHY.

The Wilson Asset Management Group **does not beneficially own, and exerts no control or influence over,** Yowie Group Limited (ASX: YOW) shares in which members of the Wilson Asset Management Group are determined to hold an indirect deemed relevant interest in, in accordance with Section 671B of the Corporations Act 2001. As detailed in the enclosed notice, members of the Wilson Asset Management Group are determined to hold an indirect deemed relevant interest in YOW shares held by Keybridge Capital Limited (KBC) and HHY Fund (HHY). The Corporations Act determine these indirect deemed relevant interests to exist primarily as a result of the members of the Wilson Asset Management Group holding (in aggregate) voting power in excess of 20% in each of KBC and HHY.

As a result of this indirect deemed relevant interest, and in accordance with Section 671B of the Corporations Act 2001, please find enclosed a Form 604 - Notice of change of interest of substantial holder in relation to Yowie Group Limited (ASX: YOW). The Corporations Act requires the Wilson Asset Management Group to submit this form on the ASX despite the **Wilson Asset Management Group not holding any direct shares in YOW.** The primary purpose of this notice is to disclose certain indirect deemed relevant interests that members of the Wilson Asset Management Group are indirectly deemed to hold in YOW pursuant to the Corporations Act.

The Wilson Asset Management Group's holding in both KBC and HHY, whilst in excess of 20% in each case, lacks the requisite ability to affect the direction or control of either entity, as evidenced by historical events, meetings and voting with respect of the two entities. Members of the Wilson Asset Management Group are not able to affect the direction or control of KBC or HHY and have no influence or control over KBC's or HHY's underlying investments, including YOW. The attached notice provides further details in this regard.

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**To Company Name/Scheme **Yowie Group Ltd (ASX:YOW)**ACN/ARSN **ACN 084 370 669****1. Details of substantial holder (1)**Name **Wilson Asset Management Group (refer entities listed in Annexure A)**

ACN/ARSN (if applicable)

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

**24/04/2024**

The previous notice was given to the company on

**17/04/2024**

The previous notice was dated

**17/04/2024****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)
<b>See Annexure B</b>	The Wilson Asset Management Group <b>does not own any direct shares</b> in Yowie Group Limited (ASX: YOW). Members of the Wilson Asset Management Group are determined to hold an indirect deemed relevant interest in YOW shares held by Keybridge Capital Limited (ASX: KBC) and HHY Fund (HHY) as a result of the members of the Wilson Asset Management Group holding (in aggregate) voting power in excess of 20% in KBC and HHY.			

**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
<b>See Annexure C</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
<b>See Annexure D</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
<b>N/A</b>	

**6. Addresses**

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

Name	Address
<b>Refer to Annexure E</b>	

**Signature**

print name **Kim Heng**

capacity **Chief Operations Officer**

sign here



date **29/04/2024**

**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 of 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

Page 1

## 1. Details of Wilson Asset Management Group

Name	ACN / ARSN
Wilson Asset Management (International) Pty Limited	(ACN 081 047 118)
MAM Pty Limited	(ACN 100 276 542)
WAM Capital Limited	(ACN 086 587 395)
WAM Research Limited	(ACN 100 504 541)
WAM Active Limited	(ACN 126 420 719)
Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	(ACN 081 032 000)
WAM Leaders Limited	(ACN 611 053 751)
WAM Microcap Limited	(ACN 617 838 418)
WAM Global Limited	(ACN 624 572 925)
WAM Strategic Value Limited	(ACN 649 096 220)
WAM Alternative Assets Limited	(ACN 168 941 704)
Wilson Asset Management Leaders Fund	(ARSN 663 806 228)

## Annexure B

## 2. Previous and present voting power

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully Paid Ordinary Shares	Direct interest:	Nil	Direct interest:	Nil
	Deemed Interest:	128,550,700	Deemed Interest:	179,689,829
	Total:	128,550,700	Total:	179,689,829
		56.05%		78.34% <sup>1</sup>
		56.05%		78.34%

## Note:

<sup>1</sup> The deemed interest in YOW represents the combined shareholding of Keybridge Capital Limited (KBC) and HHY Fund (HHY) (see Annexure D for details).

The Wilson Asset Management Group does not beneficially own the YOW shares in which its members are deemed to hold a relevant interest in. Members of the Wilson Asset Management Group have no direct interest in YOW and they do not exert control of or influence over KBC or HHY.

This is Annexure A & B of 1 pages referred to in Form 604 – Notice of change of interests of substantial holder.

Signed .....

Date: 29 April/2024



## Annexure C

Page 1

Refer to Annexure A for the name and ACN's of the Wilson Asset Management Group members.

## 3. Changes in relevant interest

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
<b>Changes to relevant interest directly held/controlled</b>					
Nil	Nil	Nil	Nil	Nil	Nil

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 Ordinary Shares	Person's votes affected
<b>Changes to indirect deemed relevant interest</b>					
22/04/2024	Keybridge Capital Limited (KBC)	Purchase	\$5,645.38	171,072	171,072
23/04/2024		Purchase	\$3,300.00	100,000	100,000
24/04/2024		Purchase	\$305.98	9,272	9,272
17/04/2024 – 23/04/2024	Keybridge Capital Limited (KBC)	Acceptances under Takeover Bid, dispatched on 16 Feb 24	\$271,798.62	7,994,077	7,994,077
24/04/2024			\$413,130.77	12,150,905	12,150,905
29/04/2024			\$1,044,269.30	30,713,803	30,713,803

This is Annexure C of 1 pages referred to in Form 604 – Notice of change of interests of substantial holder.

Signed .....

Date: 29/April/2024

## Annexure D

Page 1

Refer to Annexure A for the name and ACN's of the Wilson Asset Management Group members.

## 4. Present relevant interest

Holder of relevant interest	Person entitled to be registered as holder (8)	Registered holder of securities	Nature of relevant interest (6)	Class and number of securities
<b>Deemed (indirect) relevant interest<sup>1,2</sup></b>				
WAM Capital Limited, WAM Active Limited, Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund, WAM Strategic Value Limited (together, WAM Holders)	AFML as RE of HHY Fund	BNP Paribas Nominees PTY LTD	Deemed to hold a relevant interest in YOW securities held by HHY Fund by reason of having a combined voting power greater than 20% in HHY (see section 608(1)(b), (c), 608(2)(a) and 608(3)(a) of the Corporations Act).	26,526,643 Ordinary Shares
WAM Capital Limited, WAM Active Limited, Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund, WAM Strategic Value Limited (together, WAM Holders)	Keybridge Capital Limited	Keybridge Capital Limited	Deemed to hold a relevant interest in YOW securities held by Keybridge Capital Limited by reason of having a combined voting power greater than 20% in KBC (see section 608(1)(b), (c), 608(2)(a) and 608(3)(a) of the Corporations Act).	143,096,974 Ordinary Shares
WAM Capital Limited, WAM Active Limited, Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund, WAM Strategic Value Limited (together, WAM Holders)	Keybridge Capital Limited	Citicorp Nominees Pty Limited	Deemed to hold a relevant interest in YOW securities held by Keybridge Capital Limited by reason of having a combined voting power greater than 20% in KBC (see section 608(1)(b), (c), 608(2)(a) and 608(3)(a) of the Corporations Act).	10,066,212 Ordinary Shares

**Note:**

<sup>1</sup> The deemed interest in YOW represents the combined shareholding of Keybridge Capital Limited (KBC) and HHY Fund (HHY).

The Wilson Asset Management Group does not beneficially own, and exerts no control or influence over, the YOW shares in which members of the Wilson Asset Management Group are determined to hold indirect deemed relevant interests in. Members of the Wilson Asset Management Group have no direct interest in YOW and they do not exert control or influence over KBC or HHY.

<sup>2</sup> See the Form 604 (Notice of change in interests of substantial holder) issued by Keybridge Capital Limited on 24 April 2024, 26 April 2024 and 29 April 2024.

This is Annexure D of 1 pages referred to in Form 604 – Notice of change of interests of substantial holder.

Signed .....

Date: 29 April/2024

**Annexure E****Page 1**

Refer to Annexure A for the name and ACN's of the Wilson Asset Management Group members.

**6. Addresses**

Name	Address
<b>Details of the Wilson Asset Management Group</b>	
Wilson Asset Management (International) Pty Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
MAM Pty Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Capital Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Research Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Active Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Leaders Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Microcap Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Global Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Strategic Value Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Alternative Assets Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
Wilson Asset Management Leaders Fund	Level 26, 1 Farrer Place, Sydney, NSW 2000

Name	Address
<b>Details of the indirect deemed relevant interests</b>	
Aurora Funds Management Limited ABN 69 092 626 885 (AFML)	Suite 613, Level 6, 370 St Kilda Road, Melbourne, Victoria 3004
HHY Fund ARSN 112 579 129 (HHY)	Suite 613, Level 6, 370 St Kilda Road, Melbourne, Victoria 3004
BNP Paribas Nominees Pty Ltd ABN 54 084 150 023	Level 7, 60 Castlereagh Street, Sydney, New South Wales 2000
Keybridge Capital Limited ABN 16 088 267 190 (ASX: KBC)	Suite 614, Level 6, 370 St Kilda Road, Melbourne, Victoria 3004
Citicorp Nominees Pty Limited	2 Park Street, Sydney, New South Wales 2000

This is Annexure E of 1 pages referred to in Form 604 – Notice of change of interests of substantial holder.

Signed .....

Date: 29 April/2024