

Form 604
Corporations Act
671B

Notice of change in interests of substantial holder

To: Company **YOWIE GROUP LTD (ASX:YOW)**
Name/Scheme:

ABN **98 084 370 669**

1. Details of substantial holder⁽¹⁾

Name	ABN
KEYBRIDGE CAPITAL LIMITED (ASX:KBC)	16 088 267 190

There was a change in the interests of the substantial holders on: 17 July 2019

The previous notice was given to the company on: 26 April 2019¹

The previous notice was dated: 26 April 2019

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⁾
Ordinary Shares	40,756,512	18.717%	43,529,546	19.991%
Based on YOW's total issued fully paid ordinary and voting shares	217,748,987 ²			

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
				Ordinary shares	
26-Apr-19	KBC	Vesting of shares in the Commonwealth, in accordance with the orders of the Takeovers Panel in the matter of Yowie Group Ltd 01 & 02 (Orders) ³	Subject to terms of the Orders	(1,054,148)	(1,054,148)
12-Jun-19			\$29,431.22	424,783	424,783
18-Jun-19			\$1,601.23	23,899	23,899
19-Jun-19			\$6,896.30	100,000	100,000
25-Jun-19			\$1,767.00	28,500	28,500
15-Jul-19			\$138,399.95	1,850,000	1,850,000
17-Jul-19			\$95,513.81	1,400,000	1,400,000
TOTAL			\$273,609.51	2,773,034	2,773,034

¹ Refer KBC ASX Announcement dated 26 April 2019: Change of Substantial Holder Notice for YOW

² Refer YOW ASX Announcement dated 8 October 2018: Section 708A(5) Notice and Appendix 3B

³ Refer Takeovers Panel Media Release No. TP19/29 dated 26 April 2019: Yowie Group Ltd 01 & 02 – Declaration of Unacceptable Circumstances and Orders and Takeovers Panel Reasons for Decision dated 21 May 2019: Yowie Group Ltd 01 & 02 [2019] ATP 10

4. Present relevant interests

Particulars of each relevant interest of the substantial holder and its associates 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
				Ordinary shares	
KBC	BNP PARIBAS NOMINEES PTY LTD	AFML as RE of HHY ⁴	KBC is taken under section 608(3)(a) of the Corporations Act to have a relevant interest in securities in which HHY has a relevant interest by reason of having greater than 20% ⁵ voting power (ie. unitholding) in HHY. KBC is taken under section 608(1)(b) and 608(1)(c) of the Corporations Act to have a relevant interest by reason of having powers to exercise a right to vote and to dispose of YOW shares, as Investment Manager of HHY. ⁶	26,526,643	26,526,643
KBC	KBC	KBC	Registered and beneficial owner of shares	17,002,903	17,002,903
TOTAL				43,529,546	43,529,546

5. Changes in association

The persons who have become associates⁽²⁾ of, ceased to be associates of, or have change 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
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6. Addresses

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

Name	Address
Keybridge Capital Limited (KBC)	Suite 614, Level 6, 370 St Kilda Road, Melbourne, Victoria 3004
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 (ASX: 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

Signature

<p>sign here</p>  <p>print name VICTOR HO</p>	<p>capacity COMPANY SECRETARY</p> <p>date 19 July 2019</p>
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4 Refer HHY ASX Announcements dated 8 August 2018: Change of Substantial Holder Notice for YOW and 19 February 2018: Change of Substantial Holder Notice for YOW

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

6 KBC notes that AFML as Responsible Entity of HHY has given notice of termination of the Investment Management Agreement (**IMA**) with KBC and has advised that the IMA elapsed on 19 July 2019 - refer HHY ASX Announcements dated 11 July 2019: Termination of IMA with Keybridge Capital Limited and 19 July 2019: Update to Termination of IMA with Keybridge Capital - KBC has reserved all of its rights as against AFML in the matter.

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.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.
- (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 circumstance 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.
- (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.