

30 April 2025

Market Announcements Office
Australian Securities Exchange

Company Secretary
Yowie Group Ltd

By fax: 1300 135 638

By email

Dear Sir / Madam

Yowie Group Ltd (ASX: YOW)
Form 603 (Notice of initial substantial holder) given by Mr Martyn McCathie

Enclosed is a Form 603 (Notice of initial substantial holder) given by Mr Martyn McCathie.

Keybridge Capital Limited (**Keybridge**) holds a relevant interest in 179,689,829 ordinary shares in Yowie Group Ltd (**Yowie**).

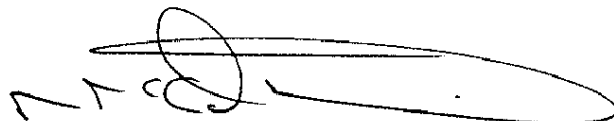
Messrs Geoffrey Wilson, Jesse Hamilton, Martyn McCathie, Frank Antony Catalano and Sulieman Ravell are current directors of Keybridge Capital Limited (each, a **Keybridge Director Nominee** and together, the **Keybridge Director Nominees**).

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

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

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

Yours faithfully

A handwritten signature in black ink, appearing to read 'M. McCathie', with a large, sweeping loop at the end.

Martyn McCathie

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder****To** Company Name/Scheme **YOWIE GROUP LTD**ACN/ARSN **ACN 084 370 669****1. Details of substantial holder (1)**Name **Martyn McCathie (see Annexure A)**ACN/ARSN (if applicable) **N/A**The holder became a substantial holder on **23/04/2025****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)
Fully Paid Ordinary Shares	179,689,829 (see Annexures A and B)	179,689,829 (see Annexures A and B)	78.34% (see Annexures A and 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
Keybridge Capital Limited (see Annexures A and B)	See Annexures A and B	179,689,829 fully paid ordinary shares (see Annexures A and 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
See Annexure 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	
See Annexure B				

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
See Annexure A	See Annexure A

7. Addresses

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

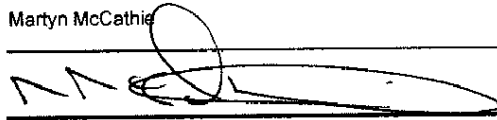
Name	Address
Martyn McCathie	C/- Wilson Asset Management, Level 26, Governor Phillip Tower, 1 Farrer Place, Sydney, NSW 2000
Keybridge Capital Limited	Wilson Hanna, Suite 614, Level 6, 370 St Kilda Road, Melbourne VIC 3004

Signature

print name Martyn McCathie

capacity

sign here



date 30 April 2025

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 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, moneys 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"

YOWIE GROUP LTD ACN 084 370 669

THIS IS ANNEXURE "A" OF 1 PAGE REFERRED TO IN 'FORM 603 – NOTICE OF INITIAL SUBSTANTIAL HOLDER' LODGED BY MARTYN MCCATHIE.

SIGNED BY: 

MARTYN MCCATHIE

DATE: 30 APRIL 2025

Keybridge Capital Limited (**Keybridge**) holds a relevant interest in 179,689,829 ordinary shares in Yowie Group Ltd (**Yowie**) (see Annexure B).

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

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

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

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

Annexure "B" – Yowie Form 604 dated 29 April 2024 lodged by Keybridge

YOWIE GROUP LTD ACN 084 370 669

THIS IS ANNEXURE "B" OF 3 PAGES REFERRED TO IN 'FORM 603 – NOTICE OF INITIAL SUBSTANTIAL HOLDER' LODGED BY MARTYN MCCATHIE.

SIGNED BY: 

MARTYN MCCATHIE

DATE: 30 APRIL 2025

19Form 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: 29 April 2024
The previous notice was given to the company on: 26 April 2024
The previous notice was dated: 26 April 2024

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate⁽²⁾ had a relevant interest⁽³⁾ in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting power ⁽⁵⁾	Person's votes	Voting power ⁽⁵⁾
Ordinary Shares	148,976,026	64.951%	179,689,829	78.341%
Based on YOW's total issued fully paid ordinary and voting shares	229,367,901 ¹			

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	Consideration given in relation to change ⁽⁷⁾	Class and number of securities affected	Person's votes affected
				Ordinary shares	
29 April 2024	Keybridge Capital Limited (KBC)	Acceptances under Takeover Bid, dispatched on 16 Feb 24	\$1,044,269.30	30,713,803	30,713,803

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:

1 Refer Appendix 2A 16 April 2024.

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Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest ¹	Class and number of securities	Person's votes
				Ordinary shares	
KBC	BNP PARIBAS NOMINEES PTY LTD	AFML as RE of HHY ²	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% ³ voting power (ie. unitholding) in HHY.	26,526,643	26,526,643
KBC	KBC	KBC	Registered and beneficial owner of shares	143,096,974	143,096,974
KBC	Citicorp Nominees Pty Limited	KBC	Holder	10,066,212	10,066,212
TOTAL				179,689,829	179,689,829

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
-	-

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
Citicorp Nominees Pty Limited	2 Park Street, Sydney, New South Wales 2000

Signature


sign here
print name

JOHN PATTON

capacity COMPANY SECRETARY

date 29 April 2024

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