



Mr Jakub Korneluk
Adviser, Listings Compliance
ASX Limited
Level 40
Central Park 152-158 St George's Terrace
Perth WA 6000

By email: ListingsCompliancePerth@asx.com.au

23 July 2025

Dear Jakub Korneluk,

Yowie Group Limited ('YOW'): Appendix 3X – Initial Director's Interest Notice Query

YOW refers to your letter dated 18 July 2025 (ASX Letter) and has the following responses to the questions raised in that letter (using your numbering). Terms defined in the ASX Letter have the same meanings in this letter.

1. Please explain why the Appendix 3X's were lodged late.

The late lodgment of the Appendix 3X notices arose from transitional challenges following a contested extraordinary general meeting held under section 249F of the Corporations Act 2001 (Cth), which resulted in a change of control of the Board of YOW on 27 June 2025. Upon review of its past ASX lodgments, the Company has also identified certain Appendix 3Z's which were not lodged upon the removal of the prior Board which have been announced to the ASX now as well.

The newly constituted Board was required to address several urgent matters in the days immediately following their appointment, including securing access to the Company's books and records, resolving access issues to corporate systems (including ASX Online), and undertaking a preliminary assessment of the Company's legal, financial, and governance position inherited from the former Board. These matters resulted in a delay to the preparation and lodgement of the relevant Appendix 3X and 3Z notices. We acknowledge the importance of timely compliance with Listing Rule 3.19A and regret the delay.

2. What arrangements does YOW have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?

The Company now has in place standard corporate governance procedures and director onboarding protocols, including deed of access, indemnity and insurance agreements, which require incoming directors to disclose their notifiable interests upon appointment. These arrangements are intended to ensure compliance with Listing Rule 3.19A. However, as noted above, those procedures were not able to be followed in the usual timeframe due to the exceptional transitional circumstances and lack of immediate access to Company systems and records.

Head Office
Yowie Group Ltd
113-115 Bakers Road
Coburg Nth VIC 3058

ABN 98 084 370 669





The new Board is committed to strong corporate governance and has taken immediate steps to strengthen compliance with Listing Rule 3.19B.

3. If the current arrangements are inadequate or not being enforced, what additional steps does YOW intend to take to ensure compliance with Listing Rule 3.19B?

Not applicable.

Yours sincerely,

Jesse Hamilton
Company Secretary
Yowie Group Limited

Head Office
Yowie Group Ltd
113-115 Bakers Road
Coburg Nth VIC 3058

ABN 98 084 370 669





18 July 2025

Mr Jesse Hamilton
Company Secretary
Yowie Group Limited
113-115 Bakers Road
Coburg North VIC 3058

By email: jesse@wilsonassetmanagement.com.au

Dear Mr Hamilton

Yowie Group Limited ('YOW'): Appendix 3X – Initial Director's Interest Notice Query

ASX refers to the following:

1. YOW's announcement lodged on the ASX Market Announcements Platform ('MAP') on 30 June 2025 confirming the appointments of Mr Antony Catalano, Mr Geoff Wilson, Mr Martyn McCathie, Mr Jesse Hamilton and Mr Sulieman Ravell as directors of YOW following the section 249F meeting.
2. YOW's Appendix 3Xs lodged on MAP on 15 July 2025 for Mr Catalano, Mr Wilson, Mr McCathie, Mr Hamilton, and Mr Ravell (the 'Notices').
3. Listing Rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*
 - *On the date that the entity is admitted to the official list.*
 - *On the date that a director is appointed.**The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.*
 - 3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*
 - 3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*
4. Listing rule 3.19B which states that:

'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'

As the Notices indicated that Mr Catalano, Mr Wilson, Mr McCathie, Mr Hamilton and Mr Ravell were appointed on 27 June 2025, it appears that the Notices should have been lodged with ASX by 4 July 2025. As

the Notices were lodged on 15 July 2025, it appears that YOW may have breached listing rules 3.19A and/or 3.19B. It also appears that Mr Catalano, Mr Wilson, Mr McCathie, Mr Hamilton, and Mr Ravell may have breached section 205G of the *Corporations Act 2001* (Cth).

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Xs were lodged late.
2. What arrangements does YOW have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does YOW intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **3:00 PM AWST Wednesday, 23 July 2025**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, YOW's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require YOW to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsCompliancePerth@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in YOW's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in YOW's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to YOW's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that YOW's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

Release of correspondence between ASX and entity

ASX reserves the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

Yours faithfully

ASX Compliance