
YOWIE GROUP LTD

ABN 98 084 370 669

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00am (EDST)

DATE: Friday 27 November 2020

PLACE: The Grace Hotel
Wilarra Room (Level 2)
77 York Street
Sydney, New South Wales

This Notice of Annual General 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 Annual General 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 annual general meeting of the Shareholders to which this Notice of Annual General Meeting relates will be held at 10:00am (EDST) on 27 November 2020, at:

The Grace Hotel
Wilarra Room (Level 2)
77 York Street
Sydney, New South Wales

YOUR VOTE IS IMPORTANT

The business of the Annual General 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 Annual General Meeting are those who are registered Shareholders at 7.00pm (EDST) on 25 November 2020.

VOTING IN PERSON

To vote in person, attend the Annual General 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

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2020.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, the Company will not disregard a vote if it is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel).

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – NEVILLE BASSETT

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** in accordance with clause 13.3 of the Constitution:

“That Mr Neville Bassett is re-elected as a Director.”

Your Board supports this resolution and recommends that you **VOTE IN FAVOUR**.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – TUDOR MARSDEN-HUGGINS

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** in accordance with clause 13.3 of the Constitution:

“That Mr Tudor Marsden-Huggins is re-elected as a Director.”

Your Board supports this resolution and recommends that you **VOTE IN FAVOUR**.

4. RESOLUTION 4 – ELECTION OF DIRECTOR – JOHN PATTON

At the request of Keybridge Capital Limited, to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr John Patton be elected as a Director of the Company.”

Your Board **does not** support this resolution and recommends that you **VOTE AGAINST**.

5. RESOLUTION 5 – ELECTION OF DIRECTOR – NICHOLAS BOLTON

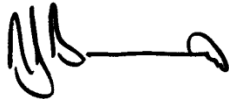
As the request of Keybridge Capital Limited, to consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That Mr Nicholas Bolton be elected as a Director of the Company.”

Your Board **does not** support this resolution and recommends that you **VOTE AGAINST**.

DATED: 23 OCTOBER 2020

BY ORDER OF THE BOARD



**NEVILLE BASSETT
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Annual General Meeting.

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2020 Annual Report will be tabled at the Annual General Meeting (the **Annual Report**). Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Annual Report.

There is no requirement for a formal resolution on this item.

Representatives from the Company's auditors, Deloitte Touche Tohmatsu, will be present to take Shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

Annual Report Online

Shareholders who have not elected to receive a hard copy of the Annual Report can access the report on the Company's website at www.yowieworld.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2020 contains the Remuneration Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the Directors and Key Management Personnel.

Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2.2 Voting consequences

If at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings and a resolution was not put to the vote at the earlier annual general meeting under an earlier application of section 250V of the Corporations Act, a company will be required to put to its shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

At the Company's previous two annual general meetings the votes cast against the remuneration report were more than 25%, however, as a resolution was put to Shareholders

under section 250V of the Corporations Act at the 2019 annual general meeting, the Company is not required to put forward a spill resolution at the 2020 Annual General Meeting.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – NEVILLE BASSETT

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in the case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

Under clause 13.4 of the Constitution directors appointed as additional directors and up for re-election under clause 13.4 shall not be taken into account in determining the Directors who are to retire by rotation.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has 3 Directors (excluding the Managing Director).

Mr Marsden-Huggins was appointed as an additional director during the year and as a consequence of the operation of clauses 13.2 and 13.4 of the Constitution Mr Bassett retires by rotation and seeks re-election.

A summary of the qualifications and experience of Mr Bassett is provided in the Annual Report.

RECOMMENDATION

Your Board unanimously **SUPPORTS** the re-election of Mr Bassett and recommends that you **VOTE IN FAVOUR** of Resolution 2.

Mr Bassett abstained from voting on the above recommendation.

Your Board will be voting all of their shares **IN FAVOUR** of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – TUDOR MARSDEN-HUGGINS

Clause 13.4 of the Constitution requires that any person appointed to fill a casual vacancy or as an addition to the existing Directors only holds office until the next annual general meeting and is then eligible for re-election.

Mr Marsden-Huggins was appointed a director on 7 October 2020.

A summary of the qualifications and experience of Mr Marsden-Huggins is provided below.

Tudor brings a wealth of operational experience to the Yowie board, specifically in sales and marketing strategy. He has built numerous businesses in Australia, UK and Canada, including a successful Brand Automation business (Onbrand Inc, Outfit.io- sold to private Equity in January 2020). His career in technology businesses is relevant to the customer engagement tools and apps at Yowie's disposal including significant engaged communities of parents and grandparents. Originally from Zimbabwe, he has a passion for animal conservation through education of the next generation and grew up with Bryce Courtney as a favourite author.

He owns a successful recruitment and training business and has held board positions for more than ten years.

Mr Marsden-Huggins holds a 5.15% interest in the Company.

RECOMMENDATION

Your Board unanimously **SUPPORTS** the re-election of Mr Marsden-Huggins and recommends that you **VOTE IN FAVOUR** of Resolution 3.

Mr Marsden-Huggins abstained from voting on the above recommendation.

Your Board will be voting all of their shares **IN FAVOUR** of Resolution 3.

5. RESOLUTION 4 – ELECTION OF DIRECTOR – JOHN PATTON

The Company has received a nomination from Keybridge Capital Limited that Mr John Dean Patton be elected as a Director of the Company. A copy of the director nomination is attached as Annexure A.

The Company has received a consent to act as a director of the Company from Mr Patton.

RECOMMENDATION

Your Board does not support the election of Mr Patton and recommends that you **VOTE AGAINST** Resolution 4.

Your Board will be voting all of their shares **AGAINST** Resolution 4

6. RESOLUTION 5 – ELECTION OF DIRECTOR – NICHOLAS BOLTON

The Company has received a nomination from Keybridge Capital Limited that Mr Nicholas Francis John Bolton be elected as a Director of the Company. A copy of the director nomination is attached as Annexure A.

The Company has received a consent to act as a director of the Company from Mr Bolton.

RECOMMENDATION

Your Board does not support the election of Mr Bolton and recommends that you **VOTE AGAINST** Resolution 5.

Your Board will be voting all of their shares **AGAINST** Resolution 5.

GLOSSARY

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

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or

a person prescribed by the *Corporations Regulations 2001* (Cth).

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

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

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

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

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

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2020.

Resolutions means the resolutions set out in the Notice of Annual General Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.



NOMINATION FOR ELECTION AS A DIRECTOR

TO:

The Board of Directors
Yowie Group Ltd ABN 98 084 370 669 (the "Company")

Registered Office:

Mr Neville Bassett

Company Secretary

Yowie Group Ltd

Level 4, 216 St Georges Terrace

Perth, Western Australia 6000

Email: Neville@yowiegroup.com

In accordance with Clause 13.3 of the Company's Constitution, the Member named below nominates the Candidates named below for election as Directors of the Company.

Member/Proposer: Keybridge Capital Limited (ABN 16 088 267 190)

Candidates: Nicholas Francis John Bolton
John Dean Patton

Dated: 16 October 2020

Executed by Keybridge Capital Limited in accordance with the *Corporations Act 2001 (Cth)*:

A handwritten signature in black ink, appearing to be "N Bolton", written over a horizontal line.

Nicholas Bolton
Director

A handwritten signature in black ink, appearing to be "John Patton", written over a horizontal line.

John Patton
Company Secretary



ABN 98 084 370 669

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

STEP 1

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 Annual General Meeting of the Company to be held at **10:00am (EDST) on Friday, 27 November 2020 at The Grace Hotel, Wilarra Room (Level 2), 77 York Street, Sydney NSW** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1 to 3 and AGAINST Resolutions 4 and 5.

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

STEP 2

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Election of Director – Nicholas Bolton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Neville Bassett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Re-election of Director – Tudor Marsden-Huggins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of Director – John Patton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* 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.

STEP 3

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 PRX2001C



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, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

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:

- (a) 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
- (b) 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

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 by the member directly with the Company at an address given below by **10:00am (EDST) on Wednesday, 25 November 2020**, 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 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 ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**