
YOWIE GROUP LTD

ABN 98 084 370 669

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:00am (EDST)

DATE: Wednesday 6 November 2019

PLACE: The Grace Hotel
Jarara 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 11:00am (EDST) on 6 November 2019, at:

The Grace Hotel
Jarara 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 4 November 2019.

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 2019 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 2019.”

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 – LOUIS CARROLL

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 Louis Carroll is re-elected as a Director.”

3. RESOLUTION 3 – 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.”

4. RESOLUTION 4 – APPROVAL OF CAPITAL RETURN TO SHAREHOLDERS

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That the Company’s share capital be reduced by \$4,354,979.74 by returning 2 cents on each fully paid ordinary share to the registered holders of such shares as at the Record Date.”

5. RESOLUTION 5 – SPECIAL MEETING TO BE HELD WITHIN 90 DAYS (“SPILL RESOLUTION”)

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of Section 250V of the Corporations Act and for all other purposes:

- (a) a meeting of holders of Yowie Group Limited be held within 90 days of this Annual General Meeting (“Spill Meeting”); and*
- (b) all of the Directors of Yowie Group Limited who were Directors when the resolution to adopt the remuneration report as contained in the Company’s annual financial report for the year ended 30 June 2019 was passed, other than the managing director of the Company who may, in accordance with ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to the offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of the Spill Meeting.”*

Important Note: This resolution will only be put to the meeting if more than 25% of votes validly cast on Resolution 1 are cast against that Resolution.

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:

- (c) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - (d) 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).
-

DATED: 30 SEPTEMBER 2019

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 2019 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 2019 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 annual general meeting the votes cast against the remuneration report considered at that annual general meeting were more than 25%. Accordingly, the

Company is required to put to shareholders at this annual general meeting a Spill Resolution proposing the calling of a Spill Meeting. A Spill Resolution has been included on the Agenda (Resolution 5).

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – LOUIS CARROLL

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.

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

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

RECOMMENDATION

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

Mr Carroll 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 – NEVILLE BASSETT

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 Bassett was appointed a director on 5 August 2019.

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 3.

Mr Bassett abstained from voting on the above recommendation.

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

5. RESOLUTION 4 - APPROVAL OF CAPITAL RETURN TO SHAREHOLDERS

Background

As announced on 5 July 2019, the Company has proposed a 2 cent per Share capital return to Shareholders (**Capital Return**).

To effect the Capital Return, the Company proposes to reduce its share capital by returning to Shareholders the amount of 2 cents per ordinary share held at 7.00pm (EDST) on Monday 11 November 2019 (**Record Date**). The terms of the return of capital are the same for each Shareholder.

The Capital Return of 2 cents per ordinary share will be returned to relevant Shareholders by way of an equal reduction of capital under Chapter 2J.1 of the *Corporations Act 2001* (Cth) (**Corporations Act**). The funds that will be used to make the payments to relevant Shareholders in respect of the Capital Return will be sourced from the Company's existing cash reserves.

What are the reasons for the Capital Return?

The Board has undertaken a detailed review as to how it should manage the Company's capital position going forward. The decision to propose the Capital Return reflects the Board's consideration that the Company has surplus capital as at the 2019 Financial Year, with just over US\$16 million in cash, and are forecasting to use only a small part of its cash reserve for working capital. The Company's cash burn out rate has slowed markedly to less than half of the previous year, and the Board anticipates that the Company will return to growth and be trading cash positively in the second half of the financial year.

Who will participate in the Capital Return?

Subject to Shareholder approval, the distribution resulting from the Capital Return will be to Shareholders who hold fully paid ordinary shares in the capital of the Company at the Record Date.

If the Capital Return is not approved, the excess cash will be retained by the Company or utilised as the Board considers appropriate.

What is the effect of the Capital Return on the Company?

Effect on capital structure: For the purposes of ASX Listing Rule 7.20, the Company provides the following information to Shareholders regarding the effect of the return of capital on its securities.

If the Capital Return is implemented, the Company's issued share capital will be reduced by \$4,354,979.74, being 2 cents per fully paid ordinary share. As no shares will be cancelled in connection with the Capital Return, the Capital Return will not affect the number of shares held by each Shareholder or the control of the Company. The Company will continue to have 217,748,987 fully paid ordinary shares on issue.

The Company has performance rights on foot, being the long term incentive arrangements for employees. Any performance rights in the Company that have not vested before the 'ex' date of the Capital Return cannot participate in the Capital Return. As a result, the value of the performance rights will reduce in value by an amount equal to the Capital Return per share.

Impact on existing business and growth opportunities: The Board considers that the Capital Return will not adversely affect the Company's capacity to fund or pursue existing business and growth opportunities whilst also taking into account the interests of all stakeholders.

Share price impact: If the Capital Return is implemented, the Company's shares are likely to trade at a lower share price than they would have done had the Capital Return not been implemented (reflecting that capital is being returned to Shareholders). This is likely to occur from the 'ex' date, being the day that the Company's shares trade without an entitlement to participate in the Capital Return.

Given that the Company's Share price is below \$0.20 and is likely to decrease following the return of capital, a waiver of ASX Listing Rule 7.25 is required. A waiver has been granted by the ASX in relation to ASX Listing Rule 7.25 to the extent necessary to permit the Company to undertake the return of capital.

Tax implications for the Company: No adverse tax consequences are expected to arise for the Company as a result of the Capital Return.

Requirements for the return of capital

The Capital Return will constitute an equal capital reduction for the purposes of the Corporations Act as:

- it relates only to ordinary shares;
- it applies to each holder of ordinary shares in proportion to the number of ordinary shares they hold; and
- the terms of the reduction will be the same for each holder of ordinary shares.

Section 256B(1) of the Corporations Act permits a company to reduce its share capital, including by returning capital in cash or in kind, if the reduction:

- is fair and reasonable to the company's Shareholders as a whole;
- does not materially prejudice the company's ability to pay its creditors; and
- is approved by Shareholders under section 256C.

The resolution being put to this Meeting seeks the approval of the Shareholders as required under section 256C.

Is the Capital Return fair and reasonable to Shareholders?

The Board considers that the Capital Return is fair and reasonable to the Company's Shareholders as it will be available to all ordinary Shareholders equally having regard to the number of ordinary shares in the Company held by each of them at the Record Date.

Is there any material prejudice to creditors?

The Company has undertaken significant work to assess the impact of the return of capital on the Company's ability to pay its creditors, including current and reasonably foreseeable future claimants. The Company has considered its financial position under a range of possible business and operating environments in order to assess the Company's capacity to meet the claims of all of its creditors, including current and reasonably foreseeable future obligations, following the return of capital.

The Directors have carefully reviewed the Company's assets, liabilities and expected cash flows, and believe that the Capital Return will not materially prejudice the Company's ability to pay its creditors. The Directors have also satisfied themselves as to the solvency of the Company following the implementation of the Capital Return. In particular, the Company will have sufficient cash resources to pay its creditors after the return of capital.

Tax implications for Shareholders

The information set out below is general in nature and should not be relied upon as advice.

Tax implications for shareholders will depend on the circumstances of the particular shareholder. All shareholders should therefore seek their own professional advice in relation to their tax position. Neither the Company nor any of its officers, employees or advisers assumes any liability or responsibility for advising shareholders about the tax consequences of the Capital Return.

No adverse tax consequences are expected to arise for the Company from the Capital Return

Payment details and rounding

The amount payable in respect of each fully paid ordinary share in the Company on issue on the Record Date will be 2 cents per fully paid ordinary share. Amounts payable to Shareholders will be rounded up or down to the nearest cent, applying standard rounding techniques.

If the Capital Return is approved by Shareholders, payment will be made to Shareholders according to payment elections provided to the Company's share registry, Link Market Services Limited, Level 12, QV1 Building, 250 St Georges Terrace Perth WA 6000, Telephone 1300 554 474 or +61 1300 554 474.

Timetable for the Capital Return

Subject to shareholder approval, the proposed Capital Return is expected to take effect in accordance with the following timetable*:

Event	Date
Meeting and Capital Return approval	Wednesday 6 November 2019
Yowie's share trade 'ex' the Capital Return	Friday 8 November 2019
Record Date for determining entitlement to participate in Capital Return	Monday 11 November 2019
Implementation of the Capital Return	Monday 18 November 2019

*All dates and times are indicative only. The Company reserves the right to vary these dates and times.

Are there any reasons to vote against this item?

The Board believes that the Capital Return is in the Company's best interests for the reasons set out in this Notice of Annual General Meeting.

You may wish to vote against this item for various reasons, for example if you believe that the Company should retain these surplus funds or use them in a different way.

Directors' interests

As at the date of the Notice of Annual General Meeting, the following Directors of the Company have an interest in the Capital Return as they are Shareholders of the Company:

Director	Interest
Mark Schuessler	1,075,323 fully paid ordinary shares
Louis Carroll	1,021,739 fully paid ordinary shares
Neville Bassett	100,000 fully paid ordinary shares

Lodgement

In accordance with section 256C(5) of the Corporations Act, a copy of this Notice of Annual General Meeting has been lodged with the Australian Securities and Investments Commission.

No other material information

This explanatory statement provides Shareholders with all information known to the Company which has not previously been disclosed to Shareholders that is material to the decision whether or not to vote in favour of this item.

Ordinary Resolution

The Resolution is an ordinary resolution, meaning that it can be passed by a simple majority of votes cast by Shareholders entitled to vote.

RECOMMENDATION

The Board unanimously recommends that Shareholders vote in favour of approving the Capital Return.

6. RESOLUTION 5 – SPILL RESOLUTION

IMPORTANT NOTE: In accordance with the Corporations Act, Resolution 5 will only be put to the meeting if more than 25% of the votes validly cast on Resolution 1 are against the adoption of the remuneration Report.

The Corporations Act requires that if more than 25% of votes are cast against the adoption of the remuneration report at two consecutive annual general meetings, then a resolution must be put to shareholders at the second annual general meeting substantially in the form of Resolution 5.

At the 2018 Annual General Meeting, more than 25% of the votes validly cast on the resolution concerning the adoption of the remuneration report presented at that meeting were cast against that resolution. Accordingly, if at this Annual General Meeting more than 25% of votes validly cast are against the adoption of the remuneration report (Resolution 1), then Resolution 5 will be put to the Meeting.

If Resolution 5 is put to the Meeting and more than 50% of Shareholders vote in favour of that Resolution, then:

- A meeting of Shareholders will be held within 90 days of this Annual General Meeting ("Spill Meeting");
- All of the current members of the Board other than managing director who may, in accordance with ASX Listing Rules, continue to hold office indefinitely without being re-elected, will vacate their offices immediately before the end of the Spill Meeting; and
- At the Spill Meeting, resolutions will be voted on to elect individuals to the vacated offices.

If all the current Directors other than managing director who may, in accordance with ASX Listing Rules, continue to hold office indefinitely without being re-elected, cease to be Directors prior to the Spill Resolution, the meeting need not be held.

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 2019.

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.

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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

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 **11:00am (EDST) on Wednesday, 6 November 2019 at The Grace Hotel, Jarara Room (Level 2), 77 York Street, Sydney, New South Wales** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 5: 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 Resolutions 1 and 5, even though the Resolutions are 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 each item of business except Resolution 5 where undirected proxies will be voted against the resolution (if Resolution 5 is put to the meeting).

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

Resolutions

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Louis Carroll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Neville Bassett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Capital Return to Shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Important Note: The following resolution will only be put to the meeting if more than 25% of votes validly cast on Resolution 1 are cast against that Resolution.

5 Special Meeting to be Held Within 90 Days ("Spill Resolution")

	For	Against	Abstain*
5	<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.

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 PRX1902N



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 **11:00am (EDST) on Monday, 4 November 2019**, 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.**