YOWIE GROUP LIMITED

Corporate Governance Statement

For the year ended 30 June 2026

This Corporate Governance Statement has been approved by the Board of Yowie Group Limited and is current as at 6 October 2026.

This statement discloses the extent to which the Company followed the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* (4th Edition) during the financial year ended 30 June 2026. Where the Company did not follow a recommendation for all or part of the reporting period, this statement identifies the relevant recommendation, explains the reasons for the departure and describes the alternative governance practices adopted.

This statement should be read together with the Company's Appendix 4G and FY2026 Annual Report.

Current Board and Management Cross-Reference

Name	Current role	Annual Report appointment/status detail	Cross-reference
Mr Sulieman Ravell	Chair and Non-Executive Director	NED appointed 27 June 2025; Chair appointed 1 November 2025	Directors' Report / Company Directory
Mr Geoff Wilson AO	Non-Executive Director	Appointed 27 June 2025	Directors' Report / Company Directory
Mr Jesse Hamilton	Non-Executive Director and Company Secretary	Director appointed 27 June 2025; Company Secretary appointed 7 July 2025	Directors' Report / Company Directory
Mr Antony Catalano	Non-Executive Director	Appointed 27 June 2025; on leave of absence from 16 March 2026	Directors' Report / Company Directory
Mr Martyn McCathie	Non-Executive Director	Appointed 27 June 2025	Directors' Report / Company Directory
Mr Gary Miller	Non-Executive Director	Appointed 30 March 2026	Directors' Report / Company Directory
Mr Jarrod Milani	Global Chief Executive Officer	Global CEO appointed 1 November 2025; AUS Country Manager from 9 October 2023 to 31 October 2025	Senior Executives / Remuneration Report

Committee status: As at the date of the FY2026 Annual Report, the Company does not have separate Audit, Remuneration or Nomination Committees. The full Board assumes the responsibilities of those committees, with committee charters retained as governance references and the position to be reviewed as the Company develops.

Board Skills Matrix

The Board seeks to maintain a mix of skills appropriate to a listed confectionery, licensing and manufacturing business operating in Australia and the United States. The matrix below reflects the current Board disclosed in the draft FY2026 Annual Report. Operational FMCG, confectionery and retail execution expertise is also provided through executive management, including the Global CEO and operational management team.

Director	Listed company governance	Capital markets / investment	Finance / accounting	Risk, compliance and controls	Consumer, media or marketing	FMCG / confectionery / manufacturing	Operational / restructuring
Mr Sulieman Ravell	Yes	Yes	Yes	Yes	-	-	-
Mr Geoff Wilson AO	Yes	Yes	Yes	Yes	-	-	Yes
Mr Jesse Hamilton	Yes	Yes	Yes	Yes	-	-	-
Mr Antony Catalano	Yes	Yes	-	Yes	Yes	-	Yes
Mr Martyn McCathie	Yes	Yes	Yes	Yes	-	-	-
Mr Gary Miller	Yes	Yes	Yes	Yes	-	-	Yes

ASX Corporate Governance Principles and Recommendations - 4th Edition

ASX recommendation	Complies	Explanation / Yowie disclosure
PRINCIPLE 1: LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT		
Recommendation 1.1 A listed entity should have and disclose a board charter setting out the respective roles and responsibilities of its board and management and matters reserved to the board and delegated to management.	Yes	The Company has adopted a Board Charter which sets out the respective roles and responsibilities of the Board and management, including matters reserved to the Board and matters delegated to management. A copy is available in the Corporate Governance section of the Company website.
Recommendation 1.2 A listed entity should undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director, and provide security holders with all material information relevant to election or re-election.	Yes	The Company undertakes appropriate checks before appointing directors and senior executives and provides shareholders with material information relevant to director election or re-election, including biographical details, relevant experience, other directorships, relationships that may affect independence and the Board recommendation, where applicable.
Recommendation 1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	The Company has written appointment letters or service agreements with directors and senior executives. These generally address role, duties, time commitment, remuneration, confidentiality, access and indemnity arrangements, policy compliance and termination matters, as applicable.
Recommendation 1.4 The company secretary should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	Yes	The Company Secretary is accountable directly to the Board, through the Chair, on matters relating to the proper functioning of the Board. The Company Secretary supports Board governance, papers, minutes, compliance processes and director access to information.
Recommendation 1.5 A listed entity should have and disclose a diversity policy, set measurable objectives for gender diversity, and disclose those objectives, progress and gender proportions for the board, senior executives and workforce.	Partially	The Company' workforce, including employees, contractors, management and the Board, is made up of individuals with diverse skills, values, backgrounds and experiences that bring to the Company the skills and expertise that are required for the Company to enhance its performance. The Company values diversity and recognises the benefit it can bring in achieving the Company's goals. To this end, the Company has a Diversity Policy Charter that reflects its commitments and objectives, and includes

ASX recommendation	Complies	Explanation / Yowie disclosure
		requirements for the Board to annually review performance against these objectives, as part of its annual performance assessment. A copy of the Diversity Policy is available in the Corporate Governance section of the Company's website. Due to the current size and composition of the organisation, the Board does not consider it appropriate to provide measurable objectives in relation to gender. The Company is committed to ensuring that the appropriate mix of skills, experience, expertise and diversity are considered when employing staff at all levels of the organisation, and when making new senior executive and Board appointments, and is satisfied that the composition of employees, senior executives and members is appropriate considering its size and environment. The Company has the objective to improve the current ratio of women to men with its proposed staff recruitment as soon as the scale of its operations allows so. As at 30 June 2026, the Board comprised of 100% male and 0% female directors. Senior executives, being persons with executive responsibility for planning, directing and controlling the activities of the Group, comprised 100% men and 0% women. Across the Group's workforce, including permanent employees and regular employees of controlled entities, the workforce comprised approximately 38.9% men and 61.1% women.
Recommendation 1.6 A listed entity should have and disclose a process for periodically evaluating the performance of the board, committees and individual directors, and disclose whether an evaluation was undertaken.	Partially	The Board reviews its own performance and the performance of directors through ongoing Board assessment, including consideration of skills, contribution, governance needs and professional development. Due to the significant Board renewal late in FY2025 and subsequent governance remediation, a formal structured evaluation was not completed for all directors during the reporting period. The Board intends to formalise periodic evaluations as the renewed governance framework is embedded.
Recommendation 1.7 A listed entity should have and disclose a process for evaluating the performance of senior executives at least once every reporting period, and disclose whether an evaluation was undertaken.	Partially	The Board reviews senior executive performance through operational and financial reporting, remuneration review and direct oversight. During FY2025, the Company experienced significant executive and Board transition, including the retirement/resignation of certain executives and the later appointment of a Global CEO. A formal structured evaluation was not completed for every senior executive during the reporting period. The Board will continue to implement clearer executive performance review processes.
PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE		
Recommendation 2.1 The board should have a nomination committee meeting the recommended composition and disclosure requirements, or disclose that it does not and explain the processes used for board succession and composition.	No	The Company does not currently have a separate Nomination Committee. The full Board performs the nomination function, including assessing Board composition, succession, skills, experience, independence and diversity. The Board has adopted a Nomination Committee Charter as a governance reference and will review whether a separate committee is appropriate as the Company develops.

ASX recommendation	Complies	Explanation / Yowie disclosure
Recommendation 2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills the board currently has or is looking to achieve.	Yes	A current Board skills matrix is set out above and has been updated to align with the current Board disclosed in the draft FY2026 Annual Report. Further details of each director's qualifications and experience are set out in the Directors' Report of the Annual Report.
Recommendation 2.3 A listed entity should disclose the names of independent directors, relevant interests or relationships that do not compromise independence, and the length of service of each director.	Yes	The Board has assessed independence having regard to the factors in the ASX Corporate Governance Principles and Recommendations and the relationships disclosed in the FY2026 Annual Report. The current assessment is set out in the independence table below. The Board will continue to assess director independence on appointment and as circumstances change.
Recommendation 2.4 A majority of the board should be independent directors.	No	A majority of the Board is not currently assessed as independent. Several directors have disclosed relationships with substantial shareholders, related entities or other circumstances that the Board considers relevant to independence. The Board considers that its current composition is appropriate having regard to the Company's circumstances, but will continue to monitor Board composition and independence.
Recommendation 2.5 The chair should be an independent director and should not be the same person as the CEO.	No	The Chair, Mr Sulieman Ravell, is not the CEO. However, having regard to the relationships disclosed in the Annual Report, including directorships of related or substantial shareholder entities, the Chair is not currently assessed as independent for the purposes of this recommendation.
Recommendation 2.6 A listed entity should have a program for inducting new directors and periodically reviewing whether existing directors need professional development.	Yes	New directors receive appointment documentation and access to Company policies, charters, corporate information and management briefings. Directors may seek independent professional advice at the Company's expense where appropriate, and the Board considers professional development needs as part of its ongoing review of Board skills and governance requirements.
PRINCIPLE 3: INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY		
Recommendation 3.1 A listed entity should articulate and disclose its values.	Yes	The Company has articulated values and standards of conduct through its Corporate Code of Conduct and governance policies, which are available in the Corporate Governance section of the Company website.
Recommendation 3.2 A listed entity should have and disclose a code of conduct for directors, senior executives and employees, and ensure the board or a committee is informed of material breaches.	Yes	The Company has adopted a Code of Conduct applying to directors, senior executives and employees. Material breaches are reported to the Board or an appropriate Board committee/function. The Code is available in the Corporate Governance section of the Company website.
Recommendation 3.3 A listed entity should have and disclose a whistleblower policy and ensure the board or a committee is informed of material incidents reported under that policy.	Yes	The Company has adopted a Whistleblower Policy. Material whistleblower matters are escalated to the appropriate Company officers and the Board or relevant Board function. A copy is available in the Corporate Governance section of the Company website.
Recommendation 3.4 A listed entity should have and disclose an anti-bribery and corruption policy and ensure the board or committee is informed of material breaches.	Yes	The Company has adopted an Anti-Bribery and Corruption Policy. Material breaches or incidents are reported to the Board or relevant Board function. A copy is available in the Corporate Governance section of the Company website.

ASX recommendation	Complies	Explanation / Yowie disclosure
PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS		
Recommendation 4.1 The board should have an audit committee meeting the recommended composition and disclosure requirements, or disclose that it does not and explain the processes used to verify and safeguard corporate reporting.	No	The Company does not currently have a separate Audit Committee. The full Board performs the audit and risk oversight function. The Board reviews financial reports, liaises with management and external advisers, receives relevant declarations from management and the persons performing CEO/CFO functions, and engages with the external auditor. The Board will review the need for a separate Audit Committee as the Company develops.
Recommendation 4.2 Before approving financial statements, the board should receive a declaration from the CEO and CFO that the financial records have been properly maintained, the financial statements comply with accounting standards and give a true and fair view, and the opinion is based on a sound system of risk management and internal control operating effectively.	Yes	Before approving the financial statements, the Board receives declarations from the CEO and the person(s) performing finance/CFO functions consistent with section 295A and the Company's governance framework. The FY2026 Directors' Declaration states that the declaration was made after receiving the required declarations.
Recommendation 4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Yes	Periodic corporate reports that are not audited or reviewed by the external auditor are reviewed by management, the Company Secretary and, where material, the Board before release. The review process considers accuracy, completeness, consistency with underlying records and compliance with continuous disclosure obligations.
PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE		
Recommendation 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under Listing Rule 3.1.	Yes	The Company has adopted a Continuous Disclosure Policy which sets out processes for identifying, escalating and disclosing information in accordance with ASX Listing Rule 3.1. The policy is available in the Corporate Governance section of the Company website.
Recommendation 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	Material market announcements are provided to the Board for review before release where appropriate, or circulated promptly after release where prior circulation is not practicable or the announcement is administrative in nature.
Recommendation 5.3 A listed entity giving a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Yes	The Company's disclosure process requires new and substantive investor or analyst presentation materials to be lodged with ASX before the presentation is given, where applicable.
PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS		
Recommendation 6.1 A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company provides information about the Company, its ASX announcements, reports, governance documents and investor materials on its website.
Recommendation 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes	The Company facilitates shareholder communication through ASX releases, annual reports, general meetings, its website, share registry communications and direct investor contact channels where appropriate.
Recommendation 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes	The Company encourages shareholder participation at general meetings through notices of meeting, explanatory materials, proxy voting facilities and the opportunity to ask questions of the Board and auditor where relevant.

ASX recommendation	Complies	Explanation / Yowie disclosure
Recommendation 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Yes	The Company's practice is to determine substantive resolutions at shareholder meetings by poll, consistent with this recommendation.
Recommendation 6.5 A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	Shareholders may elect to receive communications electronically and communicate electronically with the Company or its share registry, subject to registry processes and applicable legal requirements.
PRINCIPLE 7: RECOGNISE AND MANAGE RISK		
Recommendation 7.1 The board should have a risk committee meeting the recommended composition and disclosure requirements, or disclose that it does not and explain the processes used to oversee risk.	No	The Company does not currently have a separate Risk Committee. The full Board oversees risk management, supported by management, the Company Secretary, external auditors and external advisers. The Board has adopted a Risk Management Policy and will review whether a separate committee is appropriate as the Company develops.
Recommendation 7.2 The board or a committee should review the entity's risk management framework at least annually to satisfy itself that it remains sound and disclose whether such a review has taken place.	Partially	The Board reviewed risk matters during FY2026 and through the FY2026 reporting process, including liquidity, customer concentration, supply chain, commodity, tariff, corporate governance, reporting and compliance risks disclosed in the Annual Report. Given the Board transition and remediation program, the Company is continuing to formalise its risk management framework and annual review process.
Recommendation 7.3 A listed entity should disclose whether it has an internal audit function, or if not, the processes used for evaluating and improving governance, risk management and internal controls.	Yes	The Company does not currently have a separate internal audit function, having regard to its size and complexity. The Board, management and external advisers evaluate governance, risk management and internal controls through financial reporting processes, external audit, Board oversight, policy review and remediation work arising from FY2026 governance and reporting matters.
Recommendation 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Yes	The Annual Report discloses material business risks including working capital and liquidity, economic uncertainty, customer concentration, supply chain and manufacturing, cocoa and raw material pricing, tariffs and regulatory risk, and corporate governance/reporting/compliance risk. The Group is not subject to any significant environmental regulation under United States or Australian Commonwealth, Federal or State law. The Board manages risk through operational controls, supplier/customer management, financial oversight, governance remediation and compliance processes.
PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY		
Recommendation 8.1 The board should have a remuneration committee meeting the recommended composition and disclosure requirements, or disclose that it does not and explain the processes used for remuneration setting and review.	No	The Company does not currently have a separate Remuneration Committee. The full Board performs the remuneration function and determines remuneration arrangements for directors and senior executives having regard to role, market conditions, performance, retention, shareholder alignment and the Company's circumstances. The Board has adopted a Remuneration Committee Charter as a governance reference and will review whether a separate committee is appropriate as the Company develops.

ASX recommendation	Complies	Explanation / Yowie disclosure
Recommendation 8.2 A listed entity should separately disclose its policies and practices regarding remuneration of non-executive directors and executive directors and other senior executives.	Yes	The Company discloses its remuneration policies and practices for non-executive directors, executive directors and senior executives in the audited Remuneration Report within the Annual Report.
Recommendation 8.3 A listed entity with an equity-based remuneration scheme should have and disclose a policy on whether participants may enter into transactions that limit the economic risk of participation in the scheme.	Yes	The Company's policy prohibits directors and senior executives from entering into hedging arrangements over unvested equity awards or vested securities subject to escrow or other disposal restrictions. Any permitted hedging over unrestricted vested securities by directors or senior executives is subject to disclosure and securities trading policy requirements. Details of equity-based remuneration are disclosed in the Remuneration Report where applicable.
ADDITIONAL RECOMMENDATIONS		
Recommendation 9.1 A listed entity with a director who does not speak the language in which board or security holder meetings are held or key documents are written should disclose its processes to ensure the director understands and can contribute.	N/A	The Company is not aware of any current director requiring these processes.
Recommendation 9.2 A listed entity established outside Australia should ensure security holder meetings are held at a reasonable place and time.	N/A	The Company is incorporated and domiciled in Australia.
Recommendation 9.3 A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure its external auditor attends the AGM and is available to answer audit-related questions.	N/A	The Company is incorporated and domiciled in Australia and is not an externally managed listed entity.

Director Independence and Length of Service

The following table sets out the independence status and length of service of each Director, as required by Recommendation 2.3.

Name	Position	Independent	Length of service	Relevant relationships / basis
Mr Sulieman Ravell	Chair and Non-Executive Director	No	Appointed NED 27 June 2025; Chair 1 November 2025	Current directorships of Keybridge Capital Limited and other listed entities disclosed in the Annual Report.
Mr Geoff Wilson AO	Non-Executive Director	No	Appointed 27 June 2025	Beneficial relevant interest disclosed via Wilson Asset Management group and current directorships including Keybridge Capital Limited.
Mr Jesse Hamilton	Non-Executive Director / Company Secretary	No	Appointed director 27 June 2025; Company Secretary 7 July 2025	Senior role within Wilson Asset Management and current directorship/company secretary roles in WAM entities and Keybridge Capital Limited disclosed in the Annual Report.
Mr Antony Catalano	Non-Executive Director	No	Appointed 27 June 2025; leave of absence from 16 March 2026	Current directorship of Keybridge Capital Limited disclosed in the Annual Report.
Mr Martyn McCathie	Non-Executive Director	No	Appointed 27 June 2025	Investment Specialist at Wilson Asset Management and current directorship of Keybridge Capital Limited disclosed in the Annual Report.
Mr Gary Miller	Non-Executive Director	Yes	Appointed 30 March 2026	