YOWIE GROUP LTD

ABN 98 084 370 669

NOTICE OF ANNUAL GENERAL MEETING

TIME:	12:00pm (AEST)
DATE:	Friday, 28th August 2026
PLACE:	Offices of Azure Group, Suite 20.01, Level 20, 133-145 Castlereagh St, Sydney, NSW 2000

The Notice of Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

This Notice of Meeting can be accessed on the Company's website at www.yowie.com

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IMPORTANT DATES

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Snapshot date for eligibility to vote	7.00pm (AEST) Wednesday, 26th August 2026
Last day for receipt of Proxy Forms*	12.00pm (AEST) Wednesday, 26th August 2026
Meeting	12.00pm (AEST) Friday, 28h August 2026

* Proxy Forms received after 12.00pm (AEST) on Wednesday, 26th August 2026 will be disregarded.

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 2025 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 2025."

Note:

(a) the vote on this Resolution is advisory only and does not bind the Directors or the Company.

(b) the Company's key management personnel (whose remuneration details are included in the Remuneration Report) and their closely related parties must not cast a vote on the Remuneration Report unless they are appointed in writing as a proxy for a member eligible to vote on the resolution, and that proxy specifies how to vote on the resolution or the vote is cast by the Chairman as proxy for a member eligible to vote on the resolution, the proxy does not specify how to vote on the resolution and the proxy expressly authorises the Chairman to vote even if it is connected with the remuneration of a member of the key management personnel.

(c) the Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote 'against' or 'abstain' you should mark the relevant box in the attached proxy and question form.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GARY MILLER

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

"That Mr Gary Miller, having been appointed by the Directors as an addition to the Board in accordance with clause 13.4 of the Company's Constitution and Listing Rule 14.4 and, being eligible, and offers himself for election, be elected as a Director of the Company."

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – SULIEMAN RAVELL

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

"That Mr Sulieman Ravell, who retires by rotation in accordance with Rule 13.2 of the Company's Constitution and Listing Rule 14.4 and, being eligible, and offering himself for re-election, be re-elected as a Director."

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MARTYN MCCATHIE

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

"That Mr Martyn McCathie, who retires by rotation in accordance with Rule 13.2 of the Company's Constitution and Listing Rule 14.4 and, being eligible, and offering himself for re-election, be re-elected as a Director."

FINANCIAL STATEMENTS AND REPORTS

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2025 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, RSM Australia Partners, 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.yowie.com.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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 2025 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.

The Corporations Act requires that at a listed company's AGM, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company. The Board will take the outcome of the vote into account when considering the future remuneration arrangements of the Company.

Shareholders will be given reasonable opportunity at the Annual General Meeting to ask questions about, and make comments on, the Remuneration Report

The Directors unanimously recommend that shareholders VOTE IN FAVOUR of Resolution 1. The Chairman of the AGM intends to vote all available proxies FOR Resolution 1.

2. RESOLUTION 2 – ELECTION OF DIRECTOR – GARY MILLER

2.1 General

Resolution 2 relates to the election of Gary Miller as a Director.

Clause 13.4 of the Constitution enables Directors at any time to appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by this Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Under clause 13.4 of the Constitution directors appointed as additional directors and up for election under clause 13.4 shall not be taken into account in determining the Directors who are to retire by rotation. The Company currently has 6 Directors.
A Director who is appointed under clause 13.4 of the Constitution is required to be elected at the following annual general meeting.

Mr Gary Miller, who has served as a director since 30 March 2026, seeks election under ASX listing rule 14.4.

The Directors (excluding Mr Miller) support the re-election of Mr Miller and unanimously recommend that shareholders VOTE IN FAVOUR of Resolution 2. The Chairman of the AGM intends to vote all available proxies FOR Resolution 2.

2.2 Experience

Mr Miller is a Non-Executive Director of Benjamin Hornigold Limited (ASX:BHD) and holds a Diploma of Financial Advising. Mr Miller has over 30 years' experience in financial markets, including as a director and Responsible Officer of a Brisbane-based financial planning firm and a member of the investment committee of an ASX-listed financial services group. He has had extensive experience in commercial property investment and development finance, as well as in asset recovery during his time at Benjamin Hornigold Limited.

2.3 Independence

If elected, the Board considers Mr Miller will be an independent Non-Executive Director.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – SULIEMAN RAVELL

3.1 General

Resolution 3 relates to the re-election of Sulieman Ravell as a Director.

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.

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

The Company currently has 6 Directors.

Mr Sulieman Ravell, who has served as a director since 27 June 2025, retires and seeks re-election.

The Directors (excluding Mr Ravell) support the re-election of Mr Ravell and unanimously recommend that shareholders VOTE IN FAVOUR of Resolution 3. The Chairman of the AGM intends to vote all available proxies FOR Resolution 3.

3.2 Experience

Mr Sulieman Ravell has over 30 years' experience in the financial services industry and serves as a Non-Executive Director of a number of ASX listed companies. He is a representative director and the responsible manager of NW Advice Pty Ltd and Wealth Focus Pty Ltd and is responsible for providing advice to clients, principally focused on strategy and asset allocation. He was previously a member of the Filtered Research Committee, a service aimed at avoiding product failures and assisting adviser groups in constructing approved product lists.

Sulieman holds the Advanced Certificate of Financial Planning (UK), a degree in Chemical Engineering and the Advanced Diploma in Financial Planning Australia.

3.3 Independence

If re-elected as a non-executive Director, Mr Ravell will not be considered by the Board to be an Independent Director: Mr Ravell is a director of Keybridge Capital Limited, which is one of the Company's substantial shareholders.

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MARTYN MCCATHIE

4.1 General

Resolution 4 relates to the re-election of Martyn McCathie as a Director.

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.

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

The Company currently has 6 Directors.

Mr Martyn McCathie, who has served as a director since 27 June 2025, retires and seeks re-election.

The Directors (excluding Mr McCathie) support the re-election of Mr McCathie and unanimously recommend that shareholders VOTE IN FAVOUR of Resolution 4. The Chairman of the AGM intends to vote all available proxies FOR Resolution 4.

4.2 Experience

Mr McCathie is an Investment Specialist at Wilson Asset management (International) Pty Limited and is responsible for providing investment insights and managing relationships with stockbrokers, financial planners, research providers, investment platforms and other professional investors. Mr McCathie has more than 20 years of domestic and international financial services experience gained in several consulting and operational roles. He is a member of Investment Committee for both Future Generation Australia Limited and Future Generation Global Limited.

4.3 Independence

If re-elected as a non-executive Director, Mr McCathie will not be considered by the Board to be an Independent Director: Mr McCathie is a director of Keybridge Capital Limited, which is one of the Company's substantial shareholders.

GLOSSARY

AEST means Australian Eastern Standard Time as observed in Sydney, NSW.

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.

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 2025.

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.

TIME AND PLACE OF AGM AND HOW TO VOTE

Venue

The Annual General Meeting of the shareholders of Yowie Group Ltd will be held in:

C/- Azure Group, Suite 20.01, Level 20, 133-145 Castlereagh St, Sydney, NSW 2000	commencing	12:00pm (Sydney time) Friday, 28th August 2026

Voting Rights (subject to the voting exclusions and restrictions noted in the Notice of AGM)

- At any meeting of the shareholders, each shareholder entitled to vote may vote in person or by proxy or by power of attorney or, in the case of a shareholder which is a corporation, by representative.
- Every person who is present in the capacity of shareholder or the representative of a corporate shareholder shall, on a show of hands, have one vote.
- Every shareholder who is present in person, by proxy, by power of attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid share held by him.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above.

Voting by Proxy

To vote by proxy, please lodge your vote online via the Internet or complete and sign the Proxy Form enclosed with this Notice of AGM and return it as soon as possible:

- Online: - https://au.investorcentre.mpms.mufg.com/ : Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on your Proxy Form
- By Mail: C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South, NSW 1235
- By Hand Delivery: MUFG Corporate Markets (AU) Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta, NSW 2150. * *During business hours Monday to Friday (9am-5pm)*

so that it is received not later than 12:00pm (Sydney time) on Wednesday, 26th August 2026.

Proxies received after that time will not be effective.

Bodies Corporate

A body corporate may appoint an individual as its authorised corporate representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. A properly executed original (or certified copy) of an appropriate "Appointment of Corporate Representative" should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company. Depending on social distancing regulations applying on the date of the meeting, the Company cannot guarantee that an appointed Corporate Representative will be able to attend the meeting in person and recommends that bodies corporate vote by proxy.

Voting by Attorney

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Annual General Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or one of the addresses listed above for the receipt of proxy appointments at least 48 hours before the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company. Depending on social distancing regulations applying on the date of the meeting, the Company cannot guarantee that an appointed attorney will be able to attend the meeting in person and recommends that shareholders vote by proxy.

Voting Entitlement

In accordance with section 1074E(2)(g)(I) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Annual General Meeting all shares in the Company will be taken to be held by the persons who held them as registered shareholders at 7pm (Sydney time) on 26th August 2026 (Voting Entitlement Time). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Yowie Group Ltd
ABN 98 084 370 669

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Yowie Group Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

For personal use only

PROXY FORM

I/We being a member(s) of Yowie Group Ltd and entitled to attend and vote hereby appoint:

STEP 1

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 **12:00pm (AEST) on Friday, 28 August 2026 at the Offices of Azure Group, Suite 20.01, Level 20, 133-145 Castlereagh St, Sydney, NSW 2000** (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 each item of business.

STEP 2

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	**For**	**Against**	**Abstain***
1 Adoption Of Remuneration Report	☐	☐	☐
2 Election Of Director – Gary Miller	☐	☐	☐
3 Re-Election Of Director – Sulieman Ravell	☐	☐	☐
4 Re-Election Of Director – Martyn Mccathie	☐	☐	☐

ⓘ * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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).

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 Resolution is 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 they choose. 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 received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm (AEST) on Wednesday, 26 August 2026,** 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:

ONLINE
https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/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).

BY MOBILE DEVICE

QR Code

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL
Yowie Group Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX
+61 2 9287 0309

BY HAND
delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* in 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
https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre 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 PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.