

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company name/Scheme YOWIE GROUP LTD (ASX: YOW)
ACN or ARSN 084 370 669

1. Details of substantial holder (1)

Name Martyn McCathie (see Annexure A)
ACN/ARSN (if applicable) N/A

The holder ceased to be a substantial holder on 27 June 2025

The previous notice was given to the company on 20 May 2025

The previous notice was dated 19 May 2025

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
See Annexure A					

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A	

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Martyn McCathie	C/- Wilson Asset Management, Level 26, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000
Keybridge Capital Limited	C/- Wilson Asset Management, Level 26, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000

Signature

print name Martyn McCathie capacity Director

sign here  date 10 July 2025

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "relevant interest" in section 608 and 671(b) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure "A"

YOWIE GROUP LTD ACN 084 370 669

THIS IS ANNEXURE "A" OF 1 PAGE REFERRED TO IN 'FORM 605 – NOTICE OF CEASING TO BE A SUBSTANTIAL HOLDER' LODGED BY MARTYN MCCATHIE.

SIGNED BY: 

MARTYN MCCATHIE

DATE: 10 July 2025

Keybridge Capital Limited (**Keybridge**) holds a relevant interest in 214,095,014 ordinary shares in Yowie Group Ltd (**Yowie**) (as outlined in Keybridge's 'Form 604 – Notice of Change of Interests of Substantial Holder' lodged 16 May 2025).

Messrs Geoffrey Wilson, Jesse Hamilton, Martyn McCathie, Frank Antony Catalano and Sulieman Ravell are current directors of Keybridge Capital Limited (each, a **Director Nominee** and together, the **Director Nominees**).

On 23 April 2025, the Director Nominees consented to be nominated by Keybridge for election as directors of Yowie at the next general meeting of Yowie, and on 24 April 2025 Keybridge served on Yowie notice of Keybridge's intention to so nominate.

A Director Nominee's consent to be nominated by Keybridge as a director of Yowie could have been taken to give rise to a technical association between Keybridge and its Director Nominees, so out of an abundance of caution a 'Form 604 – Notice of Change of Interests of Substantial Holder' was lodged on behalf of each Director Nominee on 20 May 2025.

At Yowie's general meeting held on 27 June 2025, the Director Nominees were appointed as directors of Yowie. Accordingly, any technical association between Keybridge and the Director Nominees (that might have arisen, as set out above) ceased on that date, and it was therefore considered appropriate to lodge this form.