



13 August 2025

Update on capital raising requirements under the *Corporations Act* 2001 (Cth)

Yowie Group Limited (ASX: YOW) (Yowie or the Company) was suspended from quotation on between 1 October 2024 and 12 December 2024, due to Yowie's former directors not lodging the Company's annual report for the year ended 30 June 2024 by the due date. On 3 March 2025 Yowie was again suspended from quotation for its former directors failing to lodge the Company's half year report for the period ending 31 December 2024 by the due date.

Yowie's securities have been suspended from trading since 3 March 2025.

During April 2025, Yowie's majority shareholder Keybridge Capital Limited (Keybridge) served multiple notices on Yowie seeking to remove Yowie's former directors and appoint new directors.

On 9 May 2025 Yowie announced an intention to make a scrip bid for its majority shareholder, Keybridge, subject to various conditions including ASIC relief.

On 12 May 2025 Keybridge commenced proceedings in the Supreme Court of New South Wales seeking access to Yowie's members' register. That same day, Yowie announced a private placement of 15% of its issued capital to wholesale investors.

On 28 May 2025 Keybridge distributed its notice of a meeting called to replace the Yowie former directors.

On 13 June 2025 Yowie's former directors issued a bidder's statement offering Yowie shares under Yowie's bid for its parent company Keybridge, with that bidder's statement relying on s713 of the *Corporations Act* 2001 (Cth) (*Corporations Act*).

On 27 June 2025, Yowie's shareholders removed the former directors and appointed new directors.

On 10 July 2025 a sub-committee of Yowie's new board announced that Yowie would not proceed with the despatch of the bidder's statement issued by the former directors in reliance on s713 of the *Corporations Act*.

On 6 August 2025 the Australian Securities and Investments Commission (ASIC) determined that Yowie contravened provisions of Chapter 2M of the *Corporations Act* (sections 302 and 320) by failing to lodge an audited-reviewed financial report

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and directors' report for the half-year ended 31 December 2024. ASIC also determined that Yowie is to be excluded from relying on section 713 of the Corporations Act until 6 August 2026. Section 713 of the Corporations Act allows companies to issue a short-form transaction specific prospectus relating to "continuously quoted securities of a body".

The effect of this determination is that Yowie must instead issue a full prospectus (instead of a short-form transaction specific prospectus) for funds raised prior to 6 August 2026. While this will not directly impact shareholders, it will increase the time and cost of producing a prospectus.

Yowie's current directors are working through these matters to resolve compliance with the Corporations Act and ASX listing rules, to rectify them as soon as practicable.

For further information:

A handwritten signature in black ink, appearing to read "Sulieman Ravell".

Sulieman Ravell
Director

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