
YOWIE GROUP LIMITED (ABN 98 084 370 669)

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Yowie Group Limited (**Company**) hereby gives notice to Shareholders of the Company that the Directors have determined to issue this addendum (**Addendum**) in relation to the Company's Annual General Meeting of Shareholders to be held on 8 December 2021 at 10.00am (AEDST) to be held as a virtual meeting accessible online at <https://meetings.linkgroup.com/YOW21> (**Meeting**), notice of which was contained in the Company's Notice of Annual General Meeting (**Notice of Meeting**).

Capitalised terms in this Addendum have the same meaning as defined in the Notice of Meeting unless otherwise stated.

ADDITION OF NEW RESOLUTION 8

By this Addendum:

- an additional Resolution 8 as detailed below is added to the Notice of Meeting and will be considered at the Company's upcoming Meeting; and
- a new section is added to the Explanatory Statement to the Notice of Meeting in respect of the additional new Resolution 8.

IMPORTANT INSTRUCTIONS REGARDING REPLACEMENT PROXY FORMS

Attached to this Addendum is a replacement Proxy Form (**Replacement Proxy Form**). If Shareholders wish to have their votes counted by proxy in respect of Resolution 8, Shareholders **must** use the attached Replacement Proxy Form to vote on **all** Resolutions.

In the event that a Shareholder provides a Replacement Proxy Form, any previous Proxy Form (in the form dispatched with the original Notice of Meeting) (**Previous Proxy Form**) which has been completed by that Shareholder will be disregarded.

If you have already voted by completing and submitting to the Company a Previous Proxy Form and do not wish to vote on Resolution 8 or do not wish to change your proxy vote on any of the Resolutions, you do not need to take any action, as the Previous Proxy Form you have already submitted remains valid.

In the event that a Shareholder provides the Company with a Previous Proxy Form and does not subsequently provide a Replacement Proxy Form the Company reserves the right to accept Previous Proxy Forms received from any such Shareholders.

Further details regarding the appointment of a proxy are provided in the Notice of Meeting.

This Addendum 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 Addendum or the Notice of Meeting please do not hesitate to contact the Company on (08) 6268 2622.

THIS ADDENDUM IS AUTHORISED BY ORDER OF THE BOARD OF DIRECTORS OF THE COMPANY:

Neville Bassett
Company Secretary
10 November 2021

ADDITIONAL RESOLUTION 8

The following additional Resolution is inserted in the Notice of Meeting as follows:

RESOLUTION 8 – APPOINTMENT OF AUDITOR

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

“That for the purpose of section 327B of the Corporations Act and for all other purposes, RSM Australia Partners having been nominated to act as the Company’s auditor and having consented to act, be hereby appointed as the auditor of the Company.”

EXPLANATORY STATEMENT REGARDING ADDITIONAL RESOLUTION 8

The following new section is added to the Explanatory Statement in relation to the Notice of Meeting in respect of Resolution 8 as follows:

1. RESOLUTION 8 – APPOINTMENT OF AUDITOR

As announced on 19 January 2021, the Board resolved to change auditor of the company from Deloitte Touche Tohmatsu to RSM Australia Partners.

Deloitte Touche Tohmatsu applied for and received ASIC consent to resign as auditor of the Company.

Pursuant to section 327C(1) of the Corporations Act the Company appointed RSM Australia Partners as auditor of the Company. In compliance with section 327C(2) of the Corporations Act, an auditor appointed under section 327C(1) of the Corporations Act holds office until the Company's next AGM.

For the purpose of section 327B of the Corporations Act, Resolution 8 seeks shareholder approval for the appointment of RSM Australia Partners as auditor of the Company.

RSM Australia Partners have been duly nominated in accordance with section 328B(1) of the Corporations Act. In accordance with section 328B(3) of the Corporations Act, a copy of the notice of nomination of auditor accompanies this Notice of Meeting.

RSM Australia Partners have provided their consent to be appointed as auditor.

The Board recommends that Shareholders vote in favour of Resolution 8.

The Chairman intends to vote all undirected proxies in favour of this Resolution.

2. ENQUIRIES

Shareholders are required to contact the Company Secretary on (08) 6268 2622 if they have any queries in respect of the matters set out in these documents.

NOMINATION OF PROPOSED AUDITOR

10 November 2021

The Company Secretary
Yowie Group limited
Level 4
216 St Georges Terrace
Perth WA 6000

Dear Sir

Nomination of Proposed Auditor

For the purposes of Section 328B(1) of the Corporations Act, Mandevilla Pty Ltd, being a member of Yowie Group Limited hereby nominate RSM Australia Partners of Level 32, Exchange Tower, 2 The Esplanade, Perth, WA for appointment as auditor of Yowie Group Limited at the 2021 Annual General Meeting of the Company.

Yours sincerely,

A handwritten signature in black ink, consisting of a stylized 'M' followed by a horizontal line and a small flourish at the end.

Director
Mandevilla Pty Ltd



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
Level 12, 680 George Street, Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm)
and subject to public health orders and restrictions

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

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (AEDT) on Monday, 6 December 2021**, 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
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).

BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au 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.

QR Code



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:

- 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
- 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au 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.linkmarketservices.com.au.

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X99999999999

REPLACEMENT 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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

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 **10:00am (AEDT) on Wednesday, 8 December 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/YOW21> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1, 5 & 7: 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, 5 & 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairperson intends to vote undirected proxies on, and in favour of, all resolutions other than Resolution 7 where the Chair intends to vote against (if it is put to the Meeting).

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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Board Recommendation: The Board recommends shareholders vote AGAINST resolution 7.
2 Re-election of Director - Louis Carroll	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3 Election of Director – Scott Hobbs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Special Meeting to be Held Within 90 Days ("Spill Resolution")
4 Adoption of Yowie Group Limited Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Note – Resolution 7 will only be put to the Meeting if at least 25% of votes cast on Resolution 1 (Adoption of Remuneration Report) are "against" that Resolution. If less than 25% of the votes cast on Resolution 1 are against that Resolution, then Resolution 7 will not be put to the Meeting.
5 Approval for Issue of Service Rights to Proposed Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6 Appointment of Sean Taylor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Appointment of Auditor



* 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).

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