YOWIE GROUP LTD

ABN 98 084 370 669

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2.00pm (AEDT)

DATE: Friday, 27 November 2026

PLACE: Offices of Azure Group, Suite 20.01, Level 20, 133–145 Castlereagh Street, 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
Last day for receipt of written questions to the auditor	5.00pm (AEDT) Friday, 20 November 2026
Last day for receipt of Proxy Forms*	2.00pm (AEDT) Wednesday, 25 November 2026
Snapshot date for eligibility to vote	7.00pm (AEDT) Wednesday, 25 November 2026
Annual General Meeting	2.00pm (AEDT) Friday, 27 November 2026

* Proxy Forms received after 2.00pm (AEDT) on Wednesday, 25 November 2026 will be disregarded.

BUSINESS OF THE MEETING

Notice is given that the Annual General Meeting of Shareholders of Yowie Group Ltd (ABN 98 084 370 669) (**Company**) will be held at Offices of Azure Group, Suite 20.01, Level 20, 133–145 Castlereagh Street, Sydney NSW 2000 at 2.00pm (AEDT) on Friday, 27 November 2026.

The Explanatory Statement provides additional information on the matters to be considered at the Meeting. The Explanatory Statement, Glossary and Proxy Form form part of this Notice. Capitalised terms used in this Notice are defined in the Glossary.

AGENDA

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2026 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 2026."

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.

(d) If at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report, Resolution 2 (Spill Resolution) will be put to the Meeting. Refer to sections 1 and 2 of the Explanatory Statement.

2. RESOLUTION 2 – SPILL RESOLUTION (CONDITIONAL)

If at least 25% of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report, to consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

"That, for the purpose of section 250V(1) of the Corporations Act and for all other purposes, and subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Remuneration Report:

(a) an extraordinary general meeting of the Company (**Spill Meeting**) be held within 90 days of the passing of this Resolution;

(b) all of the Directors in office when the Board resolution to make the Directors' report for the financial year ended 30 June 2026 was passed (other than a managing director), and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and

(c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."

Note: Resolution 2 will only be put to the Meeting if the condition above is satisfied. The Directors unanimously recommend that Shareholders vote **AGAINST** Resolution 2.

Voting Prohibition Statement: In accordance with sections 250BD and 250R of the Corporations Act, a vote on Resolution 2 must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(b) the voter is the Chair and the appointment of the Chair as proxy:

  (i) does not specify the way the proxy is to vote on this Resolution; and

  (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – JESSE HAMILTON

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

"That Mr Jesse Hamilton, 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 – GEOFF WILSON AO

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

"That Mr Geoff Wilson AO, 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."

5. RESOLUTION 5 – ISSUE OF SHARES TO DIRECTOR IN LIEU OF ACCRUED DIRECTORS' FEES – SULIEMAN RAVELL

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

*"That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,846,154 Shares (**Fee Shares**) to Mr Sulieman Ravell (or his nominee) in satisfaction of accrued and unpaid Directors' fees of up to A$50,000 for the period from 1 July 2025 to 30 June 2026, at a deemed issue price per Share equal to the greater of the Floor Price and the VWAP, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr Sulieman Ravell (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Fee Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

    (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if the person is a member of the Key Management Personnel or a Closely Related Party of such a member, and the appointment does not specify the way the proxy is to vote on Resolution 5. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though Resolution 5 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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6. RESOLUTION 6 – ISSUE OF SHARES TO DIRECTOR IN LIEU OF ACCRUED DIRECTORS' FEES – GARY MILLER

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

*"That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 982,218 Shares (**Fee Shares**) to Mr Gary Miller (or his nominee) in satisfaction of accrued and unpaid Directors' fees of up to A$12,768.83 for the period from 29 March 2026 to 30 June 2026, at a deemed issue price per Share equal to the greater of the Floor Price and the VWAP, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Mr Gary Miller (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Fee Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

    (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if the person is a member of the Key Management Personnel or a Closely Related Party of such a member, and the appointment does not specify the way the proxy is to vote on Resolution 6. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though Resolution 6 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

7. RESOLUTION 7 – ISSUE OF SHARES TO DIRECTOR IN LIEU OF ACCRUED DIRECTORS' FEES – ANTONY CATALANO

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

*"That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,729,529 Shares (**Fee Shares**) to Mr Antony Catalano (or his nominee) in satisfaction of accrued and unpaid Directors' fees of up to A$35,483.88 for the period from 1 July 2025 to 16 March 2026, at a deemed issue price per Share equal to the greater of the Floor Price and the VWAP, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Mr Antony Catalano (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Fee Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

   (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

   (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if the person is a member of the Key Management Personnel or a Closely Related Party of such a member, and the appointment does not specify the way the proxy is to vote on Resolution 7. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though Resolution 7 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

8. RESOLUTION 8 – ISSUE OF SHARES TO JARROD MILANI IN LIEU OF FY25 CASH BONUS

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

*"That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,538,462 Shares (**Bonus Shares**) to Mr Jarrod Milani (or his nominee) in satisfaction of his cash bonus of A$20,000 for the financial year ended 30 June 2025, at a deemed issue price per Share equal to the greater of the Floor Price and the VWAP, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of Mr Jarrod Milani (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Bonus Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if the person is a member of the Key Management Personnel or a Closely Related Party of such a member, and the appointment does not specify the way the proxy is to vote on Resolution 8. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though Resolution 8 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

9. RESOLUTION 9 – ISSUE OF SHARES TO JARROD MILANI IN LIEU OF FY26 PERFORMANCE CASH BONUS

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

*"That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,307,692 Shares (**Milani FY26 Bonus Shares**) to Mr Jarrod Milani (or his nominee) in satisfaction of a cash bonus of A$30,000 awarded in respect of his performance for the financial year ended 30 June 2026, at a deemed issue price per Share equal to the greater of the Floor Price and the VWAP, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of Mr Jarrod Milani (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Milani FY26 Bonus Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if the person is a member of the Key Management Personnel or a Closely Related Party of such a member, and the appointment does not specify the way the proxy is to vote on Resolution 9. However, this prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though Resolution 9 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

10. RESOLUTION 10 – ISSUE OF SHARES TO ANDREW RANGER IN LIEU OF FY26 PERFORMANCE CASH BONUS

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

*"That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,323,846 Shares (**Ranger Bonus Shares**) to Mr Andrew Ranger (or his nominee) in satisfaction of a cash bonus of A$17,210 awarded in respect of his performance for the financial year ended 30 June 2026, at a deemed issue price per Share equal to the greater of the Floor Price and the VWAP, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of Mr Andrew Ranger (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Ranger Bonus Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

11. RESOLUTION 11 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

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

*"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to 39,565,962 Shares (**Tranche 1 Placement Shares**) at an issue price of A$0.013 per Share to sophisticated and professional investors under the Placement, issued under the Company's placement capacity under Listing Rule 7.1, on the terms and conditions set out in the Explanatory Statement."*

Note: Resolution 11 will only be put to the Meeting if the Tranche 1 Placement Shares have been issued before the Meeting. If they have not been issued by then, Resolution 11 will be withdrawn.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of a person who participated in the issue of the Tranche 1 Placement Shares, or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 11 by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

   (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

   (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

12. RESOLUTION 12 – APPROVAL OF ISSUE OF TRANCHE 2 PLACEMENT SHARES

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

*"That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 421,972,500 Shares (**Tranche 2 Placement Shares**) at an issue price of not less than A$0.013 per Share which, together with the Tranche 1 Placement Shares, will raise up to A$6,000,000 (before costs), to sophisticated and professional investors under the Placement, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Tranche 2 Placement Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 12 by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

   (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

   (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

13. RESOLUTION 13 – AMENDMENT TO CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

"That the Company's Constitution is amended with immediate effect by deleting the words 'The Company shall observe the requirements of Section 225 of the Corporations Act.' from clause 13.3."

14. RESOLUTION 14 – CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

"That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, the name of the Company be changed from Yowie Group Limited to Yow Brands Limited, with effect from the date on which ASIC alters the details of the Company's registration."

Dated: 29 October 2026

By order of the Board

Jesse Hamilton
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

Financial Statements and Reports

In accordance with the requirements of the Constitution and the Corporations Act, the Company's annual financial report for the financial year ended 30 June 2026 (**Annual Report**) will be tabled at the Meeting. There is no requirement for a formal resolution on this item.

Shareholders will have a reasonable opportunity at the Meeting to ask questions about, and make comments on, the Annual Report and the management of the Company. Representatives from the Company's auditor, RSM Australia Partners, will be present to take Shareholders' questions and comments about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

Shareholders may also submit written questions to the auditor about the content of the auditor's report or the conduct of the audit. Written questions must be received by the Company no later than 5.00pm (AEDT) on Friday, 20 November 2026.

The Annual Report is available on the ASX announcements platform and on the Company's website at www.yowie.com.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

Section 250R(2) of the Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the vote of shareholders. The Remuneration Report is set out in the Directors' report in the Annual Report and sets out the remuneration policy for the Company and the remuneration arrangements in place for the Directors and other Key Management Personnel.

The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account when considering the Company's future remuneration arrangements.

Key features of the remuneration arrangements for the year ended 30 June 2026, as described in the Remuneration Report, include:

(a) no short-term or long-term incentives were granted to, or paid to, Key Management Personnel during the year, and executive remuneration comprised fixed remuneration only (the cash bonuses for FY26 performance that are the subject of Resolutions 9 and 10 were granted after the end of the year – see section 6);

(b) non-executive Director fees were significantly reduced, and several Directors elected not to receive fees during the year;

(c) the maximum aggregate remuneration payable to non-executive Directors remains A$200,000 per annum; and

(d) no remuneration consultant was engaged during the year.

1.2 Voting consequences – "two strikes" rule

Under the Corporations Act, if at least 25% of the votes cast on the remuneration report resolution are against its adoption at two consecutive annual general meetings, shareholders must be given the opportunity to vote on a resolution (**Spill Resolution**) that another meeting be held within 90 days at which all of the company's directors (other than a managing director) must stand for re-election.

At the Company's previous annual general meeting held on 28 August 2026, more than 25% of the votes cast on the resolution to adopt the remuneration report for the financial year ended 30 June

2025 were cast against it (being approximately 97.13% of votes cast). This constituted a **"first strike"**. The Remuneration Report for the year ended 30 June 2026 sets out the Board's response to the first strike.

The Board has considered the outcome carefully. Based on comments made at the meeting and subsequent engagement with shareholders, the Board's assessment is that the vote primarily reflected shareholder concern with the Company's performance, the suspension of the Company's securities from quotation on the ASX, and broader governance matters, rather than the structure or quantum of key management personnel remuneration.

The Board acknowledges these concerns and has responded as follows:

- **Remuneration restraint:** Non-executive director fees were significantly reduced in FY26.
- **Reinstatement to quotation:** The Company has lodged a formal submission with ASX Listings Supervision and continues to work toward reinstatement, as set out in the Company's announcements to the market.
- **Governance and financial controls:** The Company implemented NetSuite as a single ERP platform across its Australian and US operations from 1 July 2026, strengthening financial reporting and controls across the group.
- **Shareholder engagement:** The Board will engage directly with shareholders ahead of the 2026 AGM and will continue to review the remuneration framework in light of the Company's strategic position following reinstatement.

Accordingly, if at least 25% of the votes cast on Resolution 1 at this Meeting are against the adoption of the Remuneration Report, this will constitute a **"second strike"** and Resolution 2 (Spill Resolution) will be put to the Meeting. Refer to section 2 below.

1.3 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the Voting Prohibition Statement in the Notice. If you appoint the Chair as your proxy (or the Chair becomes your proxy by default) and you do not direct the Chair how to vote, by signing and returning the Proxy Form you will be expressly authorising the Chair to vote in accordance with the Chair's voting intention on Resolution 1, even though it is connected directly or indirectly with the remuneration of members of the Key Management Personnel.

1.4 Board recommendation

Noting that each Director has a personal interest in their own remuneration from the Company, the Directors recommend that Shareholders vote **IN FAVOUR** of Resolution 1. The Chair intends to vote all available undirected proxies **IN FAVOUR** of Resolution 1.

2. RESOLUTION 2 – SPILL RESOLUTION (CONDITIONAL)

2.1 General

The Corporations Act includes a "two strikes" rule in relation to remuneration reports. The two strikes rule provides that, if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive annual general meetings are against adopting the remuneration report, shareholders will have the opportunity to vote on a Spill Resolution (described below) at the second annual general meeting.

As mentioned in section 1.2 above, at the Company's previous annual general meeting held on 28 August 2026, more than 25% of the votes cast on the resolution to adopt the remuneration report for the financial year ended 30 June 2025 were cast against it (being approximately 97.13% of votes cast). This constituted a **"first strike"**.

Accordingly, Resolution 2 is required to be included in the Notice of Meeting by Division 9 of Part 2G.2 of the Corporations Act because the adoption of the Remuneration Report contained in the Company's 2025 Annual Report was passed by a majority of less that 75% at the 2025 Annual General Meeting.

Resolution 2 is a conditional resolution. It will only be put to the Meeting if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report. If less than 25% of the votes cast on Resolution 1 are against, Resolution 2 will not be put to the Meeting.

If Resolution 2 is put to the Meeting, it will be passed if more than 50% of the votes validly cast on it are in favour.

2.2 Consequences if the Spill Resolution is passed

If the Spill Resolution is passed:

(a) the Company must hold a Spill Meeting within 90 days after the Meeting;

(b) all of the Directors who were Directors when the Board resolution to make the Directors' report for the year ended 30 June 2026 was passed (other than a managing director) will cease to hold office immediately before the end of the Spill Meeting, unless they are re-elected at the Spill Meeting. Those Directors are Mr Sulieman Ravell, Mr Geoff Wilson AO, Mr Jesse Hamilton, Mr Antony Catalano, Mr Martyn McCathie and Mr Gary Miller. This applies even if Mr Hamilton and Mr Wilson are re-elected under Resolutions 3 and 4; and

(c) each of those Directors would be eligible to seek re-election at the Spill Meeting, and resolutions to appoint persons to the vacated offices would be put to the vote at the Spill Meeting.

The Board considers that holding a Spill Meeting would result in additional cost and disruption to the Company at a time when it is seeking reinstatement of its Shares to official quotation on ASX, and would divert management and Board attention from the execution of the Company's strategy. Nominations for director appointments at the Spill Meeting may be made in accordance with the Constitution of the Company and may include the Directors listed above.

2.3 Board recommendation

Noting that each Director has a personal interest in the outcome of Resolution 2, the Directors unanimously recommend that Shareholders vote **AGAINST** Resolution 2. The Chair intends to vote all available undirected proxies **AGAINST** Resolution 2.

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3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – JESSE HAMILTON

3.1 General

Resolution 3 relates to the re-election of Mr Jesse Hamilton 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.

Listing Rule 14.5 also requires the Company to hold an election of directors at each annual general meeting.

The Company currently has 6 Directors, so 2 Directors must retire by rotation at the Meeting. Mr Sulieman Ravell and Mr Martyn McCathie were re-elected, and Mr Gary Miller was elected, at the Company's annual general meeting held on 28 August 2026. Of the remaining Directors, Mr Geoff Wilson, Mr Jesse Hamilton and Mr Antony Catalano have each been in office since 27 June 2025 and, as between them, Mr Hamilton and Mr Wilson have agreed to retire at this Meeting.

Mr Hamilton, who has served as a Director since 27 June 2025, retires by rotation and, being eligible, seeks re-election.

3.2 Qualifications and experience

Mr Hamilton (BCom, CA) is a Chartered Accountant with more than 18 years' experience in advisory and assurance services, specialising in funds management. He is Chief Financial Officer of Wilson Asset Management (International) Pty Limited. Mr Hamilton is Company Secretary of WAM Alternative Assets Limited and WAM Strategic Value Limited, and Joint Company Secretary of WAM Capital Limited, WAM Leaders Limited, WAM Global Limited, WAM Microcap Limited, WAM Research Limited and WAM Active Limited, as well as Future Generation Investment Company Limited and Future Generation Global Investment Company Limited.

Mr Hamilton has also been the Company Secretary of the Company since 7 July 2025.

Other current listed company directorships: Keybridge Capital Limited (ASX: KBC) and Pengana International Equities Limited (ASX: PIA)(ceased on 30 September 2026).

Interests in securities: Mr Hamilton does not hold any Shares or options in the Company.

3.3 Independence

If re-elected, Mr Hamilton will not be considered by the Board to be an independent Director, as he is a director of Keybridge Capital Limited, a substantial Shareholder of the Company, is an executive of Wilson Asset Management (International) Pty Limited, and is the Company Secretary of the Company.

3.4 Board recommendation

The Company has conducted appropriate checks into Mr Hamilton's background and experience, and these checks did not identify any information of concern. The Directors (excluding Mr Hamilton) support the re-election of Mr Hamilton and unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 3. The Chair intends to vote all available undirected proxies **IN FAVOUR** of Resolution 3.

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – GEOFF WILSON AO

4.1 General

Resolution 4 relates to the re-election of Mr Geoff Wilson AO as a Director. Section 3.1 above (in relation to clause 13.2 of the Constitution and Listing Rules 14.4 and 14.5) applies equally to Resolution 4.

Mr Wilson, who has served as a Director since 27 June 2025, retires by rotation and, being eligible, seeks re-election.

4.2 Qualifications and experience

Mr Wilson (BSc, GMQ, FFINSIA, FAICD) has over 44 years' direct experience in investment markets, having held a variety of senior investment roles in Australia, the United Kingdom and the United States. He founded Wilson Asset Management in 1997 and created Australia's first listed philanthropic wealth creation vehicles, Future Generation Investment Company and Future Generation Global Investment Company. Mr Wilson is Chairman and Chief Investment Officer of WAM Capital, WAM Leaders, WAM Global, WAM Research, WAM Active, WAM Microcap and WAM Strategic Value, and holds a number of additional directorships with investment companies and non-profit organisations.

Other current listed company directorships: WAM Capital Limited (ASX: WAM), WAM Leaders Limited (ASX: WLE), WAM Global Limited (ASX: WGB), WAM Microcap Limited (ASX: WMI), WAM Research Limited (ASX: WAX), WAM Active Limited (ASX: WAA), WAM Strategic Value Limited (ASX: WAR), WAM Income Maximiser Limited (ASX: WMX), WAM Alternative Assets Limited (ASX: WMA), Future Generation Australia Limited (ASX: FGX), Future Generation Global Limited (ASX: FGG), Staude Capital Global Value Fund Limited (ASX: GVF), Hearts and Minds Investments Limited (ASX: HM1), Keybridge Capital Limited (ASX: KBC), Wealth Defender Equities Limited (ASX: WDE) and Pengana International Equities Limited (ASX: PIA)(ceased on 30 September 2026).

Interests in securities: Mr Wilson is deemed to have a relevant interest in 214,095,014 Shares through a technical association with Keybridge Capital Limited, which holds the relevant interest in those Shares. This deemed relevant interest does not represent beneficial ownership of those Shares by Mr Wilson.

4.3 Independence

If re-elected, Mr Wilson will not be considered by the Board to be an independent Director, as he is a director of Keybridge Capital Limited, a substantial Shareholder of the Company, and is associated with the Wilson Asset Management group, which has notified voting power of 81.17% in the Company.

4.4 Board recommendation

The Company has conducted appropriate checks into Mr Wilson's background and experience, and these checks did not identify any information of concern. The Directors (excluding Mr Wilson) support the re-election of Mr Wilson and unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 4. The Chair intends to vote all available undirected proxies **IN FAVOUR** of Resolution 4.

5. RESOLUTIONS 5, 6 AND 7 – ISSUE OF SHARES TO DIRECTORS IN LIEU OF ACCRUED DIRECTORS' FEES

5.1 General

As part of the Board's focus on preserving the Company's cash while it completes its recapitalisation, Mr Sulieman Ravell, Mr Gary Miller and Mr Antony Catalano (together, the **Participating Directors**) have agreed, subject to Shareholder approval, to receive Shares in satisfaction of Directors' fees that have accrued to them but have not been paid (**Accrued Fees**), rather than receiving those fees in cash.

The Accrued Fees have been expensed and accrued as a liability in the Company's accounts. Settling them in Shares will reduce that liability without any cash outflow and further align the interests of the Participating Directors with those of Shareholders.

Participating Director	Annualised Directors' fee (A$)	Period of Accrued Fees	Accrued Fees (A$)
Mr Sulieman Ravell	50,000	1 July 2025 to 30 June 2026	50,000
Mr Gary Miller	50,000	29 March 2026 to 30 June 2026	12,768.83
Mr Antony Catalano	50,000	1 July 2025 to 16 March 2026	35,483.88
Total			98,252.71

Each Participating Director is entitled to a Directors' fee of A$50,000 per annum (A$4,166.67 per month, inclusive of superannuation).

Mr Catalano commenced his leave of absence as a Director on 16 March 2026 and Mr Miller was appointed on 29 March 2026; the aggregate annualised fee for the Participating Directors at any one time was A$100,000.

The number of Fee Shares to be issued to each Participating Director will be calculated by dividing his Accrued Fees by the deemed issue price, being the greater of:

(a) A$0.013 (**Floor Price**); and

(b) the volume weighted average market price of Shares traded on ASX over the 5 Trading Days immediately before the date of issue of the Fee Shares (**VWAP**).

If the Company's Shares have not traded on ASX during that period (including because they remain suspended from official quotation), the deemed issue price will be the Floor Price. Because the deemed issue price cannot be less than the Floor Price, the maximum number of Fee Shares that may be issued to each Participating Director is fixed, and is set out in the table in section 5.4. If the VWAP is higher than the Floor Price, fewer Fee Shares will be issued.

If Resolutions 5, 6 and 7 are passed, the Company will be able to issue the Fee Shares to the Participating Directors within one month after the Meeting, and the Accrued Fees owing to them will be fully satisfied. As approval is being obtained under Listing Rule 10.11, the issue of the Fee Shares will not reduce the Company's 15% placement capacity under Listing Rule 7.1 (Listing Rule 7.2, exception 14).

If any of those Resolutions is not passed, the Company will not issue Fee Shares to the relevant Participating Director and the Accrued Fees owing to him will remain payable in cash, which will reduce the funds available to the Company for working capital.

Resolutions 5, 6 and 7 are separate resolutions and are not conditional on one another.

5.2 Listing Rule 10.11

Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to a related party of the company (Listing Rule 10.11.1) without the approval of its shareholders.

Each Participating Director is a related party of the Company by virtue of being a Director. The issue of the Fee Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

5.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party unless shareholder approval is obtained or an exception applies. The issue of the Fee Shares is a financial benefit to a related party. However, the Board (with each Participating Director abstaining in respect of his own Fee Shares) considers that the exception in section 211 of the Corporations Act applies, because the Fee Shares are being issued in satisfaction of Directors' fees which constitute reasonable remuneration given the circumstances of the Company and the responsibilities of the Participating Directors. Accordingly, separate Shareholder approval under section 208 of the Corporations Act is not being sought.

5.4 Information required by Listing Rule 10.13

The following information is provided in accordance with Listing Rule 10.13:

Name of the person to whom the securities will be issued	Mr Sulieman Ravell (Resolution 5), Mr Gary Miller (Resolution 6) and Mr Antony Catalano (Resolution 7), or their respective nominees.
Category in Listing Rules 10.11.1 to 10.11.5	Each Participating Director is a related party of the Company under Listing Rule 10.11.1 by virtue of being a Director. Any nominee of a Participating Director will be an associate of that Director and fall within Listing Rule 10.11.4.
Maximum number and class of securities	Fully paid ordinary Shares, being a maximum of: • Mr Ravell: 3,846,154 Shares; • Mr Miller: 982,218 Shares; and • Mr Catalano: 2,729,529 Shares, calculated as the Accrued Fees divided by the Floor Price. By way of example, 12 months of Accrued Fees (A$50,000) would equate to a maximum of 3,846,154 Shares per Participating Director at the Floor Price of A$0.013, or 2,500,000 Shares if the VWAP were A$0.020.
Terms of the securities	The Fee Shares will be fully paid ordinary shares ranking equally in all respects with the Company's existing Shares.

Date of issue	No later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
Price or other consideration	Nil cash consideration. The Fee Shares will be issued in full satisfaction of the Accrued Fees at a deemed issue price equal to the greater of the Floor Price and the VWAP. No funds will be raised from the issue.
Purpose of the issue	To satisfy the Accrued Fees owing to the Participating Directors without a cash outflow, preserving the Company's cash for working capital.
Current total remuneration package	Mr Ravell: Directors' fees of A$50,000 per annum [inclusive of superannuation]. Mr Miller: Directors' fees of A$50,000 per annum [inclusive of superannuation]. Mr Catalano: Directors' fees of A$50,000 per annum [inclusive of superannuation]. Further details are set out in the Remuneration Report.
Summary of material terms of any agreement	The Fee Shares are being issued under the terms of each Participating Director's letter of appointment and a fee settlement letter with the Company. There are no other material terms.
Voting exclusion statement	A voting exclusion statement is included in the Notice.

5.5 Interests and dilution

As at the date of this Notice, Mr Ravell, Mr Miller and Mr Catalano have no relevant interest in Shares.

If the maximum number of Fee Shares is issued, the Participating Directors will together be issued 7,557,901 Shares, representing approximately 2.9% of the Shares currently on issue (263,773,086 Shares).

The Company will recognise the issue of the Fee Shares in equity, with a corresponding reduction in the accrued liability for Directors' fees. As the Accrued Fees have already been expensed, the issue is not expected to have a material effect on the Company's profit or loss, other than any difference between the deemed issue price and the market value of the Shares at the date of issue, which will be accounted for in accordance with AASB 2 Share-based Payment.

5.6 Board recommendation

Each Participating Director has a material personal interest in the outcome of the Resolution relating to his own Fee Shares and makes no recommendation in respect of that Resolution.

The Directors (other than Mr Ravell) recommend that Shareholders vote **IN FAVOUR** of Resolution 5. The Directors (other than Mr Miller) recommend that Shareholders vote **IN FAVOUR** of Resolution 6. The Directors (other than Mr Catalano) recommend that Shareholders vote **IN FAVOUR** of Resolution 7. The Chair intends to vote all available undirected proxies **IN FAVOUR** of Resolutions 5, 6 and 7.

6. RESOLUTIONS 8, 9 AND 10 – ISSUE OF SHARES TO KEY MANAGEMENT PERSONNEL IN LIEU OF CASH BONUSES

6.1 Resolution 8 – FY25 Bonus – Jarrod Milani

Mr Jarrod Milani is the Company's Global Chief Executive Officer and a member of the Company's Key Management Personnel. As disclosed in the Remuneration Report included in the Company's annual report for the financial year ended 30 June 2025, Mr Milani was awarded a cash bonus of A$20,000 in respect of that financial year (**FY25 Bonus**). The FY25 Bonus has been accrued but has not been paid.

To preserve the Company's cash, Mr Milani has agreed, subject to Shareholder approval, to receive Shares in full satisfaction of the FY25 Bonus rather than a cash payment. The number of Bonus Shares will be calculated by dividing A$20,000 by the deemed issue price, being the greater of the Floor Price and the VWAP (each as defined in section 5.1), so that the same pricing applies as for the Fee Shares. Because the deemed issue price cannot be less than the Floor Price of A$0.013, no more than 1,538,462 Bonus Shares will be issued.

Mr Milani is not a Director and is not otherwise a related party of the Company, so Shareholder approval under Listing Rule 10.11 is not required. However, the issue of the Bonus Shares does not fall within any of the exceptions in Listing Rule 7.2, and the Company is seeking Shareholder approval under Listing Rule 7.1 so that the issue does not reduce the Company's 15% placement capacity.

If Resolution 8 is passed, the Company will be able to issue the Bonus Shares to Mr Milani and the issue will be excluded from the calculation of the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not issue the Bonus Shares to Mr Milani and the FY25 Bonus owing to him will remain payable in cash, which will reduce the funds available to the Company for working capital.

6.2 Resolution 8 – Information required by Listing Rule 7.3

The following information is provided in accordance with Listing Rule 7.3 in relation to Resolution 8:

Names of persons to whom the securities will be issued	Mr Jarrod Milani (or his nominee). Mr Milani is a member of the Company's Key Management Personnel but is not a related party of the Company, a substantial holder, an adviser to the Company or an associate of any of those persons.
Number and class of securities	A maximum of 1,538,462 fully paid ordinary Shares (being A$20,000 divided by the Floor Price). If the VWAP exceeds the Floor Price, fewer Shares will be issued (for example, 1,000,000 Shares at a VWAP of A$0.020).
Terms of the securities	The Bonus Shares will be fully paid ordinary shares ranking equally in all respects with the Company's existing Shares.
Date of issue	No later than 3 months after the date of the Meeting. It is intended that the Bonus Shares will be issued at the same time as the Fee Shares.
Issue price	Nil cash consideration. The Bonus Shares will be issued in full satisfaction of the FY25 Bonus of A$20,000 at a deemed issue price equal to the greater of the Floor Price and the VWAP. No funds will be raised from the issue.
Purpose of the issue	To satisfy the FY25 Bonus without a cash outflow, preserving the Company's cash for working capital, and to further align Mr Milani's interests with those of Shareholders.
Summary of material terms of any agreement	The Bonus Shares are being issued under a bonus settlement letter with the Company. There are no other material terms.
Voting exclusion statement	A voting exclusion statement is included in the Notice.

The FY25 Bonus was expensed in the financial year ended 30 June 2025. The issue of the Bonus Shares will be recognised in equity, with a corresponding reduction in the accrued liability. The maximum number of Bonus Shares represents approximately 0.58% of the Shares currently on issue (263,773,086 Shares).

6.3 Resolution 9 – FY26 performance bonus – Jarrod Milani

Following the end of the financial year ended 30 June 2026, the Board awarded Mr Milani a cash bonus of A$30,000 in respect of his performance during that financial year (**Milani FY26 Bonus**). The Milani FY26 Bonus was granted in the financial year ending 30 June 2027 22 October 2026 and is

therefore not included in the Remuneration Report for the financial year ended 30 June 2026. It will be disclosed in the remuneration report for the financial year ending 30 June 2027. The bonus is expected to be expensed in the financial year ending 30 June 2027.

To preserve the Company's cash, Mr Milani has agreed, subject to Shareholder approval, to receive Shares in full satisfaction of the Milani FY26 Bonus rather than a cash payment (**Milani FY26 Bonus Shares**). The number of Milani FY26 Bonus Shares will be calculated by dividing A$30,000 by the deemed issue price, being the greater of the Floor Price and the VWAP, on the same basis as the Bonus Shares under Resolution 8. Because the deemed issue price cannot be less than the Floor Price of A$0.013, no more than 2,307,692 Milani FY26 Bonus Shares will be issued.

The Milani FY26 Bonus is being put to Shareholders under a separate resolution from the FY25 Bonus because it relates to a different financial year and, unlike the FY25 Bonus, has not been disclosed in a Remuneration Report. This allows Shareholders to vote on each bonus separately. Resolutions 8 and 9 are not conditional on one another.

Mr Milani is not a Director and is not otherwise a related party of the Company, so Shareholder approval under Listing Rule 10.11 is not required. However, the issue of the Milani FY26 Bonus Shares does not fall within any of the exceptions in Listing Rule 7.2, and the Company is seeking Shareholder approval under Listing Rule 7.1 so that the issue does not reduce the Company's 15% placement capacity.

If Resolution 9 is passed, the Company will be able to issue the Milani FY26 Bonus Shares to Mr Milani and the issue will be excluded from the calculation of the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not issue the Bonus Shares to Mr Milani and the FY26 Bonus owing to him will remain payable in cash, which will reduce the funds available to the Company for working capital.

The following information is provided in accordance with Listing Rule 7.3 in relation to Resolution 9:

Names of persons to whom the securities will be issued	Mr Jarrod Milani (or his nominee). Mr Milani is a member of the Company's Key Management Personnel but is not a related party of the Company, a substantial holder, an adviser to the Company or an associate of any of those persons.
Number and class of securities	A maximum of 2,307,692 fully paid ordinary Shares (being A$30,000 divided by the Floor Price). If the VWAP exceeds the Floor Price, fewer Shares will be issued (for example, 1,500,000 Shares at a VWAP of A$0.020).
Terms of the securities	The Milani FY26 Bonus Shares will be fully paid ordinary shares ranking equally in all respects with the Company's existing Shares.
Date of issue	No later than 3 months after the date of the Meeting. It is intended that the Milani FY26 Bonus Shares will be issued at the same time as the Fee Shares and the Bonus Shares.
Issue price	Nil cash consideration. The Milani FY26 Bonus Shares will be issued in full satisfaction of the Milani FY26 Bonus of A$30,000 at a deemed issue price equal to the greater of the Floor Price and the VWAP. No funds will be raised from the issue.
Purpose of the issue	To satisfy the Milani FY26 Bonus without a cash outflow, preserving the Company's cash for working capital, and to further align Mr Milani's interests with those of Shareholders.
Summary of material terms of any agreement	The Milani FY26 Bonus Shares are being issued under a bonus settlement letter with the Company. There are no other material terms.
Voting exclusion statement	A voting exclusion statement is included in the Notice.

The issue of the Milani FY26 Bonus Shares will be recognised in equity, with a corresponding reduction in the liability for the Milani FY26 Bonus. The maximum number of Milani FY26 Bonus Shares represents approximately 0.87% of the Shares currently on issue (263,773,086 Shares). If Resolutions 8 and 9 are both passed, Mr Milani may be issued up to 3,846,154 Shares in total, representing approximately 1.46% of the Shares currently on issue.

6.4 Resolution 10 – FY26 performance bonus – Andrew Ranger

Mr Andrew Ranger is the Company's Head of Marketing. Following the end of the financial year ended 30 June 2026, the Board awarded Mr Ranger a cash bonus of A$17,210 in respect of his performance during that financial year (**Ranger FY26 Bonus**). The Ranger FY26 Bonus was granted in the financial year ending 30 June 2027 and is expected to be expensed in the financial year ending 30 June 2027.

To preserve the Company's cash, Mr Ranger has agreed, subject to Shareholder approval, to receive Shares in full satisfaction of the Ranger FY26 Bonus rather than a cash payment (**Ranger Bonus Shares**). The number of Ranger Bonus Shares will be calculated by dividing A$17,210 by the deemed issue price, being the greater of the Floor Price and the VWAP, on the same basis as the Bonus Shares under Resolution 8. Because the deemed issue price cannot be less than the Floor Price of A$0.013, no more than 1,323,846 Ranger Bonus Shares will be issued.

Mr Ranger is not a Director and is not otherwise a related party of the Company, so Shareholder approval under Listing Rule 10.11 is not required. However, the issue of the Ranger Bonus Shares does not fall within any of the exceptions in Listing Rule 7.2, and the Company is seeking Shareholder approval under Listing Rule 7.1 so that the issue does not reduce the Company's 15% placement capacity.

If Resolution 10 is passed, the Company will be able to issue the Ranger Bonus Shares to Mr Ranger and the issue will be excluded from the calculation of the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 10 is not passed, the Company will not issue the Ranger Bonus Shares to Mr Ranger and the FY26 Bonus owing to him will remain payable in cash, which will reduce the funds available to the Company for working capital.

The following information is provided in accordance with Listing Rule 7.3 in relation to Resolution 10:

Names of persons to whom the securities will be issued	Mr Andrew Ranger (or his nominee). Mr Ranger is not a member of the Company's Key Management Personnel and is not a related party of the Company, a substantial holder, an adviser to the Company or an associate of any of those persons.
Number and class of securities	A maximum of 1,323,846 fully paid ordinary Shares (being A$17,210 divided by the Floor Price). If the VWAP exceeds the Floor Price, fewer Shares will be issued (for example, 860,500 Shares at a VWAP of A$0.020).
Terms of the securities	The Ranger Bonus Shares will be fully paid ordinary shares ranking equally in all respects with the Company's existing Shares.
Date of issue	No later than 3 months after the date of the Meeting. It is intended that the Ranger Bonus Shares will be issued at the same time as the Fee Shares and the Bonus Shares.
Issue price	Nil cash consideration. The Ranger Bonus Shares will be issued in full satisfaction of the Ranger FY26 Bonus of A$17,210 at a deemed issue price equal to the greater of the Floor Price and the VWAP. No funds will be raised from the issue.
Purpose of the issue	To satisfy the Ranger FY26 Bonus without a cash outflow, preserving the Company's cash for working capital, and to further align Mr Ranger's interests with those of Shareholders.

Summary of material terms of any agreement	The Ranger Bonus Shares are being issued under a bonus settlement letter with the Company. There are no other material terms.
Voting exclusion statement	A voting exclusion statement is included in the Notice.

The issue of the Ranger Bonus Shares will be recognised in equity, with a corresponding reduction in the liability for the Ranger FY26 Bonus. The maximum number of Ranger Bonus Shares represents approximately 0.50% of the Shares currently on issue (263,773,086 Shares).

6.5 Board recommendation

The Directors unanimously recommend that Shareholders vote **IN FAVOUR** of Resolutions 8, 9 and 10. The Chair intends to vote all available undirected proxies **IN FAVOUR** of Resolutions 8, 9 and 10.

7. RESOLUTIONS 11 AND 12 – PLACEMENT

7.1 General

The Company proposes to raise up to A$6,000,000 (before costs) by way of a placement of up to 461,538,462 Shares (**Placement Shares**) to sophisticated and professional investors at an issue price of not less than A$0.013 per Share (**Placement**).

The Placement will be undertaken in two tranches:

(a) up to 39,565,962 Shares (**Tranche 1 Placement Shares**), to be issued before the Meeting, on or about 15 November 2026, using the Company's existing 15% placement capacity under Listing Rule 7.1, which does not require prior Shareholder approval; and

(b) the balance of the Placement Shares, being up to 421,972,500 Shares at the minimum issue price of A$0.013 (**Tranche 2 Placement Shares**), to be issued after the Meeting, subject to Shareholder approval under Resolution 12.

The Tranche 1 Placement Shares and the Tranche 2 Placement Shares will be issued at the same issue price.

The Placement will be made to persons who qualify as sophisticated or professional investors under sections 708(8) and 708(11) of the Corporations Act and accordingly will not require a disclosure document to be issued, however, as the Company's Shares have been suspended from official quotation for more than 5 days in the last 12 months, the Company will not be able to rely on a cleansing notice under section 708A(5) of the Corporations Act to permit the on-sale of the Placement Shares within 12 months of their issue. The Company expects to lodge a cleansing prospectus under section 708A(11) of the Corporations Act in connection with the Placement.

The final issue price and number of Placement Shares will be determined by the Board, in consultation with the Lead Manager, following a bookbuild process.

Listing Rule 7.1 provides that, subject to certain exceptions, a listed company may not issue or agree to issue Equity Securities which, together with any other Equity Securities issued in the previous 12 months, would exceed 15% of the fully paid ordinary securities on issue at the start of that period without shareholder approval. The issue of the Placement Shares does not fall within any of the exceptions in Listing Rule 7.2 and, at up to 461,538,462 Shares, substantially exceeds the Company's 15% placement capacity (approximately 39,565,962 Shares). Accordingly, the Placement will be undertaken in two tranches. Resolution 11 seeks Shareholder ratification of the issue of the Tranche 1 Placement Shares under Listing Rule 7.4 (see section 7.4), and Resolution 12 seeks Shareholder approval for the issue of the Tranche 2 Placement Shares under Listing Rule 7.1 (see section 7.5).

If Resolution 12 is passed, the Company will be able to issue the Tranche 2 Placement Shares within 3 months after the Meeting, and the issue will be excluded from the calculation of the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 12 is not passed, the Company will not be able to issue the Tranche 2 Placement Shares, the Placement will be limited to the Tranche 1 Placement Shares, and the Company would need to

seek alternative sources of funding, which may affect its working capital position, growth plans and the timing of its reinstatement to official quotation.

Resolutions 11 and 12 are separate resolutions and are not conditional on one another.

No Director or other related party of the Company, and no substantial holder of the Company (including Keybridge and Wilson Asset Management related entities), will participate in the Placement. The Company will not issue Placement Shares to any person if doing so would result in that person (together with their associates) having voting power in the Company of more than 20%.

7.2 Use of funds

The Company intends to apply the funds raised under the Placement (assuming the maximum A$6,000,000 is raised) as follows:

(a) general working capital – A$2,000,000;

(b) repayment of borrowings – A$500,000;

(c) growth initiatives, including new product development, brand acquisitions and licences, and expansion of distribution in Australia and North America – A$3,000,000; and

(d) costs of the Placement (including the Lead Manager's fees) – A$500,000.

If less than A$6,000,000 is raised, the Company will scale back its growth initiatives first. The above is a statement of the Board's current intentions as at the date of this Notice. Intervening events may alter the way the funds are applied, and the Board reserves the right to vary the allocation.

7.3 Effect on capital structure and control

The table below shows the effect of the Placement on the Company's capital structure and on the voting power of Keybridge (which, together with the Wilson Asset Management group, currently has voting power of 81.17%) at different issue prices, assuming A$6,000,000 is raised and no other Shares are issued (including under Resolutions 5 to 10):

Issue price	Placement Shares issued	Shares on issue after the Placement	Keybridge voting power after the Placement
A$0.013	461,538,462	725,311,548	29.5%
A$0.015	400,000,000	663,773,086	32.3%
A$0.020	300,000,000	563,773,086	38.0%

There are currently 263,773,086 Shares on issue. At the minimum issue price of A$0.013, the Placement Shares would represent approximately 63.6% of the Shares on issue following the Placement, and the voting power of existing Shareholders who do not participate would be diluted accordingly.

7.4 Resolution 11 – Ratification of issue of Tranche 1 Placement Shares

As set out in section 7.1, the Company intends to issue the Tranche 1 Placement Shares before the Meeting using its 15% placement capacity under Listing Rule 7.1. The issue of the Tranche 1 Placement Shares does not fall within any of the exceptions in Listing Rule 7.2 and, as it will not have been approved by Shareholders at the time of issue, it will use up the Company's 15% placement capacity, reducing the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, Resolution

11 seeks Shareholder ratification under Listing Rule 7.4 of the issue of the Tranche 1 Placement Shares, so as to replenish the Company's 15% placement capacity.

If Resolution 11 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

If Resolution 11 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares. The issue of the Tranche 1 Placement Shares itself will not be affected.

Resolution 11 will only be put to the Meeting if the Tranche 1 Placement Shares have been issued before the Meeting. The Company will announce the issue of the Tranche 1 Placement Shares (including the number of Shares issued and the issue price) to ASX once it has been completed. If the Tranche 1 Placement Shares have not been issued before the Meeting, Resolution 11 will be withdrawn.

The following information is provided in accordance with Listing Rule 7.5:

Names of persons to whom the securities were issued, or the basis on which they were identified	Sophisticated and professional investors identified by the Company and the Lead Manager through a bookbuild process. None of the participants is a related party of the Company, a member of the Company's Key Management Personnel, a substantial holder of the Company, an adviser to the Company or an associate of any of those persons.
Number and class of securities	Up to 39,565,962 fully paid ordinary Shares, issued under the Company's 15% placement capacity under Listing Rule 7.1.
Terms of the securities	The Tranche 1 Placement Shares are fully paid ordinary shares ranking equally in all respects with the Company's existing Shares.
Date of issue	On or about 15 November 2026, being before the date of the Meeting.
Issue price	A$0.013 per Share, being the same issue price as the Tranche 2 Placement Shares and not less than A$0.013 per Share.
Purpose of the issue and intended use of funds	To raise approximately A$514,358 (before costs) (approximately A$514,358 at the minimum issue price of A$0.013), to be applied towards the purposes set out in section 7.2.
Summary of material terms of any agreement	The Tranche 1 Placement Shares are being issued under placement commitment letters between the Company and each participant, on the terms of the Lead Manager mandate summarised in section 7.5. There are no other material terms.
Voting exclusion statement	A voting exclusion statement is included in the Notice.

7.5 Resolution 12 – Information required by Listing Rule 7.3

The following information is provided in accordance with Listing Rule 7.3 in relation to Resolution 12:

Names of persons to whom the securities will be issued, or the basis on which they will be identified	Sophisticated and professional investors identified by the Company and the Lead Manager through a bookbuild process. None of the participants will be a related party of the Company, a member of the Company's Key Management Personnel, a substantial holder of the Company, an adviser to the Company or an associate of any of those persons.

Number and class of securities	A maximum of 421,972,500 fully paid ordinary Shares (being A$6,000,000 divided by the minimum issue price of A$0.013, less the 39,565,962 Tranche 1 Placement Shares). If the issue price is higher than A$0.013, fewer Shares will be issued (for example, 360,434,038 Shares at A$0.015).
Terms of the securities	The Tranche 2 Placement Shares will be fully paid ordinary shares ranking equally in all respects with the Company's existing Shares.
Date of issue	The Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting (that is, by 27 February 2027), and may be issued on one or more dates.
Issue price	To be determined by the Board in consultation with the Lead Manager, but not less than A$0.013 per Share.
Purpose of the issue and intended use of funds	To raise, together with the Tranche 1 Placement Shares, up to A$6,000,000 (before costs), to be applied as set out in section 7.2.
Summary of material terms of any agreement	As at the date of this Notice, the Company is finalising the terms of a mandate. The proposed terms provide for the Lead Manager to receive a capital raising fee of 4% and a management fee of 2% of funds raised. The Company will announce the material terms of the mandate to ASX once it has been executed.
Voting exclusion statement	A voting exclusion statement is included in the Notice.

7.6 Board recommendation

The Directors unanimously recommend that Shareholders vote **IN FAVOUR** of Resolutions 11 and 12. The Chair intends to vote all available undirected proxies **IN FAVOUR** of Resolutions 11 and 12.

8. RESOLUTION 13 – AMENDMENT TO CONSTITUTION

8.1 General

Section 136(2) of the Corporations Act provides that a company may modify or repeal its constitution, or a provision of its constitution, by special resolution of its shareholders.

Resolution 13 seeks Shareholder approval, by special resolution, to amend clause 13.3 of the Constitution by deleting the following sentence:

"The Company shall observe the requirements of Section 225 of the Corporations Act."

8.2 Reasons for the amendment

Clause 13.3 of the Constitution deals with election of Directors

The reference to "Section 225 of the Corporations Act" in clause 13.3 is an outdated cross-reference. Section 225 of the current Corporations Act deals with an unrelated matter, being voting on, and the keeping of voting records for, resolutions approving the giving of financial benefits to related parties under Chapter 2E.

The Directors consider that the outdated reference creates ambiguity as to the entitlement of Shareholders to vote on the election of Directors and the manner in which those elections are conducted. Deleting the sentence removes that ambiguity.

The amendment does not reduce any rights of Shareholders. The Company will continue to be subject to the requirements of the Corporations Act and the Listing Rules in relation to the appointment and election of Directors, including section 201E of the Corporations Act and Listing Rules 14.4 and 14.5, whether or not Resolution 13 is passed.

8.3 Effect of the amendment

If Resolution 13 is passed, the amendment will take effect immediately on the date the resolution is passed, in accordance with section 136(3) of the Corporations Act. The Company will lodge a copy of the special resolution with ASIC within 14 days after it is passed.

Following this amendment, clause 13.3 of the Constitution will read as follows:

> ***13.3 Election of Directors***
>
> *Subject to the provisions of this Constitution, the Company may elect a person as a Director by resolution passed in general meeting. A Director elected at a general meeting is taken to have been elected with effect immediately after the end of that general meeting unless the resolution by which the Director was appointed or elected specifies a different time. No person other than a Director seeking re-election shall be eligible for election to the office of Director at any general meeting unless the person or some Shareholder intending to propose his or her nomination has, at least 30 Business Days before the meeting, left at the Registered Office a notice in writing duly signed by the nominee giving his or her consent to the nomination and signifying his or her candidature for the office or the intention of the Shareholder to propose the person. Notice of every candidature for election as a Director shall be given to each Shareholder with or as part of the notice of the meeting at which the election is to take place. If the number of nominations exceeds the vacancies available having regard to clause 13.1, the order in which the candidates shall be put up for election shall be determined by the drawing of lots supervised by the Directors and once sufficient candidates have been elected to fill up the vacancies available, the remaining candidates shall be deemed defeated without the need for votes to be taken on their election.*

If Resolution 13 is not passed, clause 13.3 of the Constitution will remain unchanged.

A copy of the Constitution is available on the Company's website at www.yowie.com.

8.4 Special resolution

Resolution 13 is a special resolution. For it to be passed, at least 75% of the votes cast by Shareholders entitled to vote on the Resolution must be in favour.

8.5 Board recommendation

The Directors unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 13. The Chair intends to vote all available undirected proxies **IN FAVOUR** of Resolution 13.

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9. RESOLUTION 14 – CHANGE OF COMPANY NAME

9.1 General

Section 157(1)(a) of the Corporations Act provides that a company may change its name by special resolution of its shareholders.

Resolution 14 seeks Shareholder approval, by special resolution, to change the name of the Company from Yowie Group Limited to Yow Brands Limited (**New Name**).

9.2 Reasons for the change of name

The Company believes the proposed change of name from **Yowie Group Limited to Yow Brands Limited** better reflects the evolution of the business, its expanding brand portfolio and its long-term strategic ambitions.

While the Yowie brand remains a cornerstone of the business, the Company's strategy extends beyond a single brand. The Group is focused on building a diversified portfolio of confectionery and consumer brands, leveraging its established manufacturing capabilities, retail distribution networks and international presence to accelerate growth.

The proposed name, **Yow Brands Limited**, establishes a broader corporate identity that better represents the Group's ambition to develop, acquire and grow iconic consumer brands across domestic and international markets. It also provides a platform for future expansion while retaining a strong connection to the Company's heritage.

The Board considers the proposed name change an important step in positioning the Company for its next phase of growth and creating long-term shareholder value.

The New Name has been reserved with ASIC and is available for registration.

9.3 Effect of the change of name

If Resolution 14 is passed, the Company will lodge a copy of the special resolution with ASIC within 14 days after it is passed. The change of name will take effect when ASIC alters the details of the Company's registration.

The change of name will not affect the legal status of the Company, or any of its assets, liabilities, rights or obligations. Existing holding statements will remain valid and Shareholders do not need to take any action. The Company's ASX code will remain "YOW".

If Resolution 14 is not passed, the Company will retain its current name.

9.4 Special resolution

Resolution 14 is a special resolution. For it to be passed, at least 75% of the votes cast by Shareholders entitled to vote on the Resolution must be in favour.

9.5 Board recommendation

The Directors unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 14. The Chair intends to vote all available undirected proxies **IN FAVOUR** of Resolution 14.

GLOSSARY

A$ means Australian dollars.

Accrued Fees has the meaning given in section 5.1 of the Explanatory Statement.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual General Meeting or Meeting means the meeting convened by the Notice.

Annual Report means the Company's annual report for the financial year ended 30 June 2026.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.

Board means the current board of Directors of the Company.

Bonus Shares means the Shares proposed to be issued to Mr Jarrod Milani under Resolution 8.

Chair means the chair of the Meeting.

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 dependant 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

(f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Yowie Group Ltd (ABN 98 084 370 669).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Fee Shares means the Shares proposed to be issued to the Participating Directors under Resolutions 5, 6 and 7.

FY25 Bonus has the meaning given in section 6.1 of the Explanatory Statement.

Floor Price has the meaning given in section 5.1 of the Explanatory Statement.

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.

Keybridge means Keybridge Capital Limited.

Lead Manager means the lead manager the Company may appoint for the Placement.

Listing Rules means the official listing rules of ASX.

Milani FY26 Bonus has the meaning given in section 6.3 of the Explanatory Statement.

Milani FY26 Bonus Shares means the Shares proposed to be issued to Mr Jarrod Milani under Resolution 9.

New Name has the meaning given in section 9.1 of the Explanatory Statement.

Notice or Notice of Annual General Meeting means this notice of meeting including the Explanatory Statement and the Proxy Form.

Participating Directors means Mr Sulieman Ravell, Mr Gary Miller and Mr Antony Catalano.

Placement has the meaning given in section 7.1 of the Explanatory Statement.

Placement Shares means the Shares proposed to be issued under the Placement, comprising the Tranche 1 Placement Shares and the Tranche 2 Placement Shares.

Proxy Form means the proxy form accompanying the Notice.

Ranger Bonus Shares means the Shares proposed to be issued to Mr Andrew Ranger under Resolution 10.

Ranger FY26 Bonus has the meaning given in section 6.4 of the Explanatory Statement.

Remuneration Report means the remuneration report set out in the Directors' report section of the Annual Report.

Resolutions means the resolutions set out in the Notice, 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 registered holder of a Share.

Special Resolution means a resolution that requires at least 75% of the votes cast by Shareholders entitled to vote on the resolution to be cast in favour.

Spill Meeting has the meaning given in Resolution 2.

Spill Resolution means Resolution 2.

Trading Day has the meaning given in the Listing Rules.

Tranche 1 Placement Shares has the meaning given in section 7.1 of the Explanatory Statement.

Tranche 2 Placement Shares has the meaning given in section 7.1 of the Explanatory Statement.

VWAP has the meaning given in section 5.1 of the Explanatory Statement.

TIME AND PLACE OF AGM AND HOW TO VOTE

Venue

The Annual General Meeting of the Shareholders of Yowie Group Ltd will be held at Offices of Azure Group, Suite 20.01, Level 20, 133–145 Castlereagh Street, Sydney NSW 2000, commencing at 2.00pm (AEDT) on Friday, 27 November 2026.

Voting rights (subject to the voting exclusions and restrictions noted in the Notice)

At any meeting of the Shareholders, each Shareholder entitled to vote may vote in person or by proxy or by attorney or, in the case of a Shareholder which is a corporation, by corporate 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 attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid Share held.

Voting in person

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

Voting by proxy

A Shareholder entitled to attend and vote may appoint a proxy. A proxy need not be a Shareholder. A Shareholder entitled to cast two or more votes may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. To vote by proxy, please lodge your vote online or complete and sign the Proxy Form enclosed with this Notice and return it:

- **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:** Yowie Group Ltd, C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235;
- **By fax:** +61 2 9287 0309; or
- **By hand:** MUFG Corporate Markets (AU) Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 (during business hours, Monday to Friday, 9.00am–5.00pm),

so that it is received not later than 2.00pm (AEDT) on Wednesday, 25 November 2026. Proxy Forms received after that time will not be effective.

Proxy voting by the Chair

If the Chair is appointed as your proxy (or becomes your proxy by default) and you do not direct the Chair how to vote, you expressly authorise the Chair to exercise your proxy on Resolutions 1, 2, 5, 6, 7, 8, 9 and 10 even though those Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair intends to vote all undirected proxies **IN FAVOUR** of Resolutions 1 and 3 to 14, and **AGAINST** Resolution 2 (if put to the Meeting).

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 "Certificate of Appointment of Corporate Representative" should be provided to the Share Registry before the Meeting or produced for admission to the Meeting. Previously lodged appointments will be disregarded by the Company.

Voting by attorney

A Shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the 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 Meeting. Previously lodged powers of attorney will be disregarded by the Company.

Voting entitlement

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company has determined that, for the purposes of the Meeting, Shares will be taken to be held by the persons who held them as registered Shareholders at 7.00pm (AEDT) on Wednesday, 25 November 2026 (**Voting Entitlement Time**). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Shareholder questions

Shareholders may submit questions in advance of the Meeting to the Company Secretary at cosec@yowie.com by no later than 5.00pm (AEDT) on Friday, 20 November 2026.

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

*During business hours Monday to Friday

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

LODGEMENT OF A PROXY FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given above by **2:00pm (AEDT) on Wednesday, 25 November 2026,** being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:

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

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

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 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.

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

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

X99999999999

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 **2:00pm (AEDT) on Friday, 27 November 2026 at Ste 20.01, Level 20/133 Castlereagh St, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 2, 5, 6, 7, 8, 9 and 10: 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, 2, 5, 6, 7, 8, 9 and 10, even though the Resolutions are 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, other than Resolution 2, and AGAINST Resolution 2.

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 Spill Resolution (conditional)	☐	☐	☐
3 Re-election of Director – Jesse Hamilton	☐	☐	☐
4 Re-election of Director – Geoff Wilson AO	☐	☐	☐
5 Issue of Fee Shares to Director – Sulieman Ravell	☐	☐	☐
6 Issue of Fee Shares to Director – Gary Miller	☐	☐	☐
7 Issue of Fee Shares to Director – Antony Catalano	☐	☐	☐
8 Issue of Bonus Shares – Jarrod Milani (FY25)	☐	☐	☐
9 Issue of Bonus Shares – Jarrod Milani (FY26 performance)	☐	☐	☐
10 Issue of Bonus Shares – Andrew Ranger (FY26 performance)	☐	☐	☐
11 Ratification of Issue of Tranche 1 Placement Shares	☐	☐	☐
12 Approval of Issue of Tranche 2 Placement Shares	☐	☐	☐
13 Amendment to Constitution	☐	☐	☐
14 Change of Company Name	☐	☐	☐

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

Sample