

Form **604**
Corporations Act
671B

Notice of change in interests of substantial holder

To: Company Name/Scheme: **YOWIE GROUP LTD (ASX:YOW)**

ABN **98 084 370 669**

1. Details of substantial holder⁽¹⁾

Name	ABN
BENTLEY CAPITAL LIMITED (ASX : BEL)	87 008 108 218

There was a change in the interests of the substantial holder on: 17 and 19 July 2019¹

The previous notice was given to the company on: 29 January 2019

The previous notice was dated: 29 January 2019²

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate⁽²⁾ had a relevant interest⁽³⁾ in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities ⁽⁴⁾	Previous notice		Present notice	
	Person's votes	Voting power ⁽⁵⁾	Person's votes	Voting power ⁽⁵⁾
Ordinary Shares	49,270,224	22.627%	26,959,013	12.381%
Based on YOW's total issued fully paid ordinary and voting shares	217,748,987 ³			

3. Changes in relevant interests

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

Date of change	Person whose relevant interest changed	Nature of change ⁽⁶⁾	Consideration given in relation to change ⁽⁷⁾	Class and number of securities affected	Person's votes affected
				Ordinary shares	
31-Jan-19	KBC	Acquisition of YOW shares on-market by KBC ⁴	\$4,543.50	58,250	58,250
01-Mar-19			\$25,410.00	330,000	330,000
02-Apr-19			\$20,969.30	236,416	236,416
03-Apr-19			\$17,639.89	198,201	198,201
04-Apr-19			\$29,335.38	333,099	333,099
05-Apr-19			\$15,208.00	174,000	174,000
08-Apr-19			\$4,458.66	51,249	51,249
09-Apr-19			\$2,184.66	25,111	25,111
10-Apr-19			\$3,138.26	36,072	36,072
26-Apr-19				Vesting of YOW shares held by KBC in the Commonwealth, in accordance with the orders of the Takeovers Panel in the matter of Yowie Group Ltd 01 & 02 (Orders) ⁵	Subject to terms of the Orders

1 Refer also KBC's ASX Announcement dated 19 July 2019: Change of Substantial Holder Notice for YOW

2 Refer BEL's ASX Announcement dated 29 January 2019: Change of Substantial Holder Notice for YOW

3 Refer YOW ASX Announcement dated 8 October 2018: Section 708A(5) Notice and Appendix 3B

4 Refer KBC's ASX Announcement dated 26 April 2019: Change of Substantial Holder Notice for YOW

5 Refer Takeovers Panel Media Release No. TP19/29 dated 26 April 2019: Yowie Group Ltd 01 & 02 – Declaration of Unacceptable Circumstances and Orders and Takeovers Panel Reasons for Decision dated 21 May 2019: Yowie Group Ltd 01 & 02 [2019] ATP 10

Date of change	Person whose relevant interest changed	Nature of change ⁽⁶⁾	Consideration given in relation to change ⁽⁷⁾	Class and number of securities affected	Person's votes affected
				Ordinary shares	
12-Jun-19		Acquisition of YOW shares on-market by KBC ¹	\$29,431.22	424,783	424,783
18-Jun-19			\$1,601.23	23,899	23,899
19-Jun-19			\$6,896.30	100,000	100,000
25-Jun-19			\$1,767.00	28,500	28,500
15-Jul-19			\$138,399.95	1,850,000	1,850,000
17-Jul-19			\$95,513.81	1,400,000	1,400,000
19-July-19	BEL	BEL ceasing to have a relevant interest in YOW shares as a consequence of KBC ceasing to have a relevant interest in YOW shares held by AFML as Responsible Entity of HHY pursuant to sections 608(1)(b) and 608(1)(c) of the Corporations Act (by reason of KBC ceasing to have powers to exercise a right to vote and to dispose of YOW shares due to AFML terminating KBC as Investment Manager of HHY ⁽⁶⁾)	Not Applicable	(26,526,643)	(26,526,643)
TOTAL				(22,311,211)	(22,311,211)

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder ⁽⁶⁾	Nature of relevant interest ⁽⁶⁾	Class and number of securities	Person's votes	Voting power ⁽⁵⁾
				Ordinary shares		
BEL	KBC ¹	KBC	KBC is the registered holder and beneficial owner of shares in YOW BEL is taken under section 608(3)(a) of the Corporations Act to have a relevant interest in YOW shares held by KBC by reason of having greater than 20% voting power (ie. shareholding) in KBC ⁷	17,002,903	17,002,903	7.808%
BEL	BEL	BEL	BEL is the registered holder and beneficial owner of shares in YOW	9,956,110	9,956,110	4.572%
TOTAL				26,959,013	26,959,013	12.38%

6 BEL notes that AFML as Responsible Entity of HHY has given notice of termination of an Investment Management Agreement (IMA) with KBC and has advised that the IMA elapsed on 19 July 2019 - refer HHY ASX Announcements dated 11 July 2019: Termination of IMA with Keybridge Capital Limited and 19 July 2019: Update to Termination of IMA with Keybridge Capital - BEL also notes that KBC has reserved all of its rights as against AFML in the matter (refer KBC's ASX Announcement dated 19 July 2019: Change of Substantial Holder Notice for YOW)

7 Refer BEL's ASX Announcement dated 23 October 2017: Notice of Change in Interests of Substantial Holder in KBC

5. Changes in association

The persons who have become associates⁽²⁾ of, ceased to be associates of, or have change the nature of their association⁽⁹⁾ with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
-	-

6. Addresses

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

Name	Address
Bentley Capital Limited (ASX:BEL)	Level 2, 23 Ventnor Avenue, West Perth, Western Australia 6005
Keybridge Capital Limited (ASX:KBC)	Suite 614, Level 6, 370 St Kilda Road, Melbourne, Victoria 3004
Aurora Funds Management Limited (ABN 69 092 626 885) (AFML)	Suite 613, Level 6, 370 St Kilda Road, Melbourne, Victoria 3004
HHY Fund ARSN 112 579 129 (ASX:HHY)	Suite 613, Level 6, 370 St Kilda Road, Melbourne, Victoria 3004
BNP Paribas Nominees Pty Ltd ABN 54 084 150 023	Level 7, 60 Castlereagh Street, Sydney, New South Wales 2000

Signature

sign here



capacity CHAIRMAN

print name FAROOQ KHAN

date 22 July 2019

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstance because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.