

**3.30pm FRIDAY
25 NOVEMBER 2011
RFG HOUSE
1 OLYMPIC CIRCUIT
SOUTHPORT, QLD**



2011 NOTICE OF ANNUAL GENERAL MEETING



**RETAIL FOOD GROUP LIMITED
ACN 106 840 082**

NOTICE OF ANNUAL GENERAL MEETING RETAIL FOOD GROUP LIMITED ACN 106 840 082

DATE: 25 NOVEMBER 2011
TIME: 3.30pm (Qld time)
PLACE: RFG HOUSE
1 OLYMPIC CIRCUIT
SOUTHPORT, QLD

NOTICE is given that the annual general meeting ('AGM') of Retail Food Group Limited ('the Company') will be held at 3.30pm (Queensland time) on Friday the 25th of November 2011 at RFG House, 1 Olympic Circuit, Southport, Queensland.

Agenda Items:

1. Financial statements and reports:

To receive and consider the financial statements of the Company, together with the directors' and auditors' reports, for the financial year ended 30 June 2011.

2. Remuneration report (resolution 1):

To consider, and if in favour, pass the following resolution under section 250R(2) of the Corporations Act 2001 (Cth) ('Corporations Act'):

'That the remuneration report for the financial year ended 30 June 2011 be adopted by the Company'.

This resolution will be decided as if it were an ordinary resolution. However, under section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the directors or the Company.

The Company will disregard any votes cast on Resolution 1 by or on behalf of any member of the Company's key management personnel or their closely related parties. However, the Company need not disregard a vote if the person casting it does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of a member of the Company's key management personnel or their closely related parties.

3. Re-election of director (resolution 2):

To consider, and if in favour, pass the following resolution as an ordinary resolution:

'That, Mr Nigel Norman Nixon who retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election, is re-elected as a director of the Company.'

Dated 25 October 2011.

By order of the board



Anthony Mark Connors
Company Secretary
Retail Food Group Limited

NOTES:

1. Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that, for the purpose of the AGM, all shares in the Company shall be taken to be held by the persons who were registered as shareholders at 7.00pm (Sydney time) on the 23rd of November 2011. Accordingly, those persons are entitled to attend and vote at the AGM.
2. Eligible members are encouraged to attend the AGM. If unable to attend, members may appoint a proxy to attend and vote for them. A proxy need not be a member of the Company.

If members are entitled to cast two or more votes, they may nominate two persons to vote on their behalf at the AGM.

If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of the member's votes. Fractions of votes will be disregarded. If no number or proportion is specified, each proxy may exercise half the member's votes.

A proxy form and reply paid envelope have been included for members with this notice of AGM. Proxy voting instructions are provided on the proxy form.

Members who wish to direct a proxy how to vote on a resolution must place a mark (ie a cross 'X') in the appropriate box on the proxy form.
3. Proxy forms must be completed and respectively returned by post, facsimile or delivery to the Company:
 - a) via PO Box 1549, Southport Qld 4215;
 - b) via (07) 5591 9021; or
 - c) at 1 Olympic Circuit, Southport Qld 4215;or its share registry, Computershare Investor Services Pty Limited:
 - a) via GPO Box 242, Melbourne Vic 3001;
 - b) via 1800 783 447 or + 61 3 9473 2555 (outside Australia) ; or
 - c) Intermediary Online Subscribers (Custodians/Nominees) may lodge their vote electronically by visiting www.intermediaryonline.comon or before 3.30pm (Qld time) on the 23rd of November 2011.
4. Any revocations of proxies must be received (at the addresses or in the manner noted at Note 3 above) before commencement of the AGM, or at the registration desk at RFG House, 1 Olympic Circuit, Southport, Qld from 3.00pm to 3.30pm (Qld time) on the 25th of November 2011.
5. Any proxy form, or revocation thereof, received after the deadlines indicated above will be treated as invalid.
6. If a member has appointed an attorney to attend and vote at the meeting, or if a proxy form is signed by an attorney, the power of attorney (or a certified copy of it) must be received by the Company or its share registry (at the addresses or in the manner noted at Note 3 above) by 3.30pm (Qld time) on the 23rd of November 2011.
7. If a corporate shareholder wishes to appoint a person to act as its representative at the meeting, that person must be provided with a letter or certificate authorising him or her as the company's representative (executed in accordance with the law and the company's constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the company.
8. A proxy may decide whether to vote on any motion except where required by law or the Company's constitution to abstain in their capacity as proxy. If a proxy is directed to vote on an agenda item, he or she may vote only in accordance with the direction. If a proxy is not directed how to vote on an agenda item, he or she may vote as the proxy thinks fit.
9. If a member appoints the chairman of the meeting as the member's proxy and does not specify how the chairman is to vote on an item of business, the chairman will vote, as proxy for that member, in favour of that item (including Resolution 1). If the member wishes to appoint the chairman as proxy with a direction to vote against, or abstain from voting on an item (including Resolution 1), they should specify this on the proxy form.
10. Members entitled to vote at the AGM may submit written questions to the Company's auditor provided such questions are relevant to the content of the auditor's report or the conduct of the audit of the Company's annual financial report to be laid before the AGM. Written questions for the auditor must be submitted no later than the fifth (5th) business day before the 25th of November 2011.

EXPLANATORY NOTES REGARDING AGENDA ITEMS:

These explanatory notes have been prepared to assist shareholders with their consideration of the resolutions to be put to the AGM to be held on 25 November 2011. These explanatory notes should be read with, and form part of, the accompanying notice of AGM:

1. FINANCIAL STATEMENTS & REPORTS:

Section 317 of the Corporations Act requires that the Company's annual financial report, the Directors' report and auditors' report be laid before the AGM. Whilst shareholders may ask questions about the reports, there will be no formal resolution put to the meeting concerning these matters.

An electronic copy of the Company's annual report (incorporating the Company's financial reports together with the directors' and the auditors' reports) may be accessed via the following website address: www.rfg.com.au. Alternatively, shareholders can contact the Company Secretary on 07 5591 3242 and request a copy be forwarded to them by mail.

2. REMUNERATION REPORT (resolution 1):

The Corporations Act requires that the Company's remuneration report (forming part of the directors' report and contained in the Company's annual report) be put to vote by shareholders at the AGM.

The vote on the proposed resolution is advisory only and will not bind the directors or the Company.

Pursuant to the Corporations Act, the Company must disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel or directors, details of whose remuneration are included in the remuneration report, or a closely related party of such members ('prohibited persons'). The Company encourages all other shareholders to cast their votes in relation to Resolution 1. The Company need not disregard a vote if the person casting it does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of a member who is a prohibited person.

Under the Corporations Act, if 25% or more of the votes cast are opposed to adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which time the entire board of directors, other than the managing director, must stand for re-election.

The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objectives and in relation to current and emerging market practices.

3. RE-ELECTION OF DIRECTORS (resolution 2):

Rule 16.1 of the Company's constitution requires that one third (or the nearest number thereto but not less than one third) of the directors, other than the managing director, must retire from office. Pursuant to Rule 16.2 of the Company's constitution, the director/s who must retire are those director/s who have been in office longest since last being elected.

Directors retiring by rotation are eligible for re-election under Rule 16.2 of the Company's constitution.

John Thomas Cowley:

Mr Cowley was first appointed as a director on 13 October 2004. He was appointed Chairman of the Board shortly prior to the Company's Initial Public Offer in June 2006. He served in this position until 20 September 2011.

Mr Cowley is required by rotation to retire and will do so effective from the Company's 2011 AGM.

As indicated to the market on 20 September 2011, Mr Cowley does not seek re-election.

Nigel Norman Nixon:

Mr Nixon is required by rotation to retire, however, offers himself for re-election.

Mr Nixon is an executive director and corporate counsel of Retail Food Group Limited. He was appointed to the Board on 29 November 2003 and re-elected at the Company's AGMs of 29 November 2006, 27 November 2008 and 27 November 2009 following retirement by rotation.

Mr Nixon is a solicitor of the Supreme Court of Queensland and the Australian Capital Territory and has a Masters of Laws from the Queensland University of Technology.

The Board (with Mr Nixon abstaining) recommends that shareholders vote to re-elect Mr Nixon at the Company's Annual General Meeting.

000001 000 RFG
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 552 270
(outside Australia) +61 3 9415 4000

Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 3.30 pm (Brisbane time) Wednesday 23 November 2011

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Retail Food Group Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Retail Food Group Limited to be held at RFG House, 1 Olympic Circuit, Southport on Friday, 25 November 2011 at 3.30 pm and at any adjournment of that meeting.

Important Note:

Chairman to vote undirected proxies in favour: I/We acknowledge that the chairman of the meeting intends to vote undirected proxies in favour of each Item of business.

Direction to and express authorisation of chairman of the meeting: Where I/we have appointed the chairman of the meeting to exercise my/our proxy (or the chairman of the meeting becomes my/our proxy by default):

I/we expressly authorise the chairman of the meeting to exercise my/our proxy in respect of each Item of business even though the chairman is, and those items are or may be connected directly or indirectly with the remuneration of, key management personnel of Retail Food Group Limited;

If I/we have not marked any of the boxes provided in Step 2 below, I/we direct the chairman of the meeting to vote in favour of all Items of business.

STEP 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
Item 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Nigel Nixon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all undirected proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date