



ASX/media release

29 November 2013

Results of Annual General Meeting Held 29 November 2013

In accordance with its obligations under the ASX Listing Rules and Corporations Act 2001 (Cth), Retail Food Group Limited (ASX:RFG) wishes to advise that all resolutions contained in the Notice of Meeting were today passed at the Company's Annual General Meeting on a show of hands.

In respect to each resolution, the proxy summary is as follows:

RESOLUTION 1 – Adoption of Remuneration Report:

“That the remuneration report for the financial year ended 30 June 2013 be adopted by the Company”

Proxies available for the resolution:	61,590,737
Proxies available against the resolution:	2,863,353
Proxies available to vote at Proxy's discretion:	3,399,965
Proxies to abstain on the resolution:	191,814

RESOLUTION 2 – Re-election of Colin Archer as Director:

“That, Mr Colin Archer, 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”

Proxies available for the resolution:	84,034,299
Proxies available against the resolution:	28,891
Proxies available to vote at Proxy's discretion:	3,454,748
Proxies to abstain on the resolution:	22,404

RESOLUTION 3 – Re-election of Jessica Buchanan as Director:

“That, Ms Jessica Buchanan, who retires by rotation in accordance with the Company's constitution and, being eligible, offers herself for re-election, is re-elected as a director of the Company”

Proxies available for the resolution:	84,025,674
Proxies available against the resolution:	31,052
Proxies available to vote at Proxy's discretion:	3,457,548
Proxies to abstain on the resolution:	26,068

RESOLUTION 4 – Election of Stephen Lonie as Director:

“That, Stephen Lonie, having been appointed a non-executive director on 24 June 2013 and, being eligible, offers himself for election, is elected as a director of the Company”

Proxies available for the resolution:	83,967,464
Proxies available against the resolution:	62,585
Proxies available to vote at Proxy’s discretion:	3,490,876
Proxies to abstain on the resolution:	19,417

RESOLUTION 5 – Non-executive Directors’ Remuneration:

“That, in accordance with ASX Listing Rule 10.17 and the Company’s constitution, the aggregate maximum payable to the non-executive directors be increased by \$200,000 from \$400,000 to \$600,000 (inclusive of superannuation contributions) per annum to be split between the non-executive directors as they determine”

Proxies available for the resolution:	57,457,576
Proxies available against the resolution:	7,002,883
Proxies available to vote at Proxy’s discretion:	2,864,339
Proxies to abstain on the resolution:	201,245

RESOLUTION 6 – Approval of Share Issue:

“That for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act and for all other purposes, the issue and allotment of 104,408 ordinary shares in the Company on or before 29 December 2013 to Mr Anthony James Alford, being a director of the Company, or his nominee, is approved”

Proxies available for the resolution:	56,661,020
Proxies available against the resolution:	7,795,505
Proxies available to vote at Proxy’s discretion:	3,451,632
Proxies to abstain on the resolution:	209,407

RESOLUTION 7 – Approval of CEO FY14 Incentive:

“That for the purposes of ASX Listing Rule 10.11, Chapter 2E and sections 200B and 200E of the Corporations Act and for all other purposes, the grant to Mr Anthony James Alford, being a director of the Company, or his nominee, of 69,606 performance rights (to acquire one ordinary share in the Company for each performance right which vests and is exercised) as director incentive remuneration on the terms and conditions set out in the explanatory memorandum accompanying the notice of meeting, is approved”

Proxies available for the resolution:	51,010,073
Proxies available against the resolution:	12,281,420
Proxies available to vote at Proxy’s discretion:	3,443,154
Proxies to abstain on the resolution:	1,382,917

RESOLUTION 8 – Renewal of Proportional Takeover Approval Provisions:

“That the Company’s constitution be amended by adopting rule 27, in the form of the Schedule to the explanatory notes, accompanying the notice of meeting, and that the proportional takeover approval provisions contained in rule 27 be effective for a further three years from the day on which this resolution is passed”

Proxies available for the resolution:	83,653,026
Proxies available against the resolution:	118,167
Proxies available to vote at Proxy’s discretion:	3,551,949
Proxies to abstain on the resolution:	217,200

About Retail Food Group Limited:

RFG owns the Donut King, Brumby’s Bakery, Michel’s Patisserie, bb’s café, Esquires, The Coffee Guy, Pizza Capers Gourmet Kitchen and Crust Gourmet Pizza Brand Systems. In addition, the Company roasts more than 1.35m kilograms of coffee annually through the Evolution Coffee Roasters Group, Caffè Coffee and Barista’s Choice coffee brands.

ENDS

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