

**10.00am (QLD TIME) TUESDAY  
25 November 2014  
Lagoon Room  
Sheraton Mirage Resort & Spa  
Seaworld Drive  
Mainbeach Qld 4217**



# **2014 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 2014

**TIME:** 10.00am (Qld Time)

**PLACE:** Lagoon Room  
Sheraton Mirage Resort & SPA  
Seaworld Drive  
Mainbeach Qld 4217

**NOTICE** is given that the annual general meeting ('AGM') of Retail Food Group Limited ('the Company') will be held at 10.00am (Queensland time) on Tuesday the 25<sup>th</sup> of November 2014 in the Lagoon Room, Sheraton Mirage Resort & Spa, Seaworld Drive, Mainbeach, 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 2014.

**2. Remuneration report (Resolution 1):**

To consider and, if in favour, to 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 2014 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 (at the date of the meeting or whose remuneration is included in the remuneration report) (**KMP**) and any of their closely related parties (such as close family members and any controlled companies) unless the vote is cast:

- (a) as a proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or
- (b) by the Chairman of the meeting as proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the meeting to cast the vote in accordance with the Chairman's stated voting intention even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

**3. Re-election of Director (Resolution 2):**

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

‘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’.

**4. Financial Assistance by Cafe2U Entities (Resolution 3):**

To consider and, if in favour, to pass the following resolution as a special resolution:

‘That, in accordance with sections 260A and 260B(2) of the Corporations Act and for all other purposes, shareholder approval is given for each of the Cafe2U Entities (each a wholly owned subsidiary of the Company) to give financial assistance to the Company in relation to the acquisition by the Company of shares in the Cafe2U Entities, as described in the Explanatory Memorandum’

**5. Financial Assistance by Gloria Jeans Coffees Entities (Resolution 4):**

To consider and, if in favour, to pass the following resolution as a special resolution:

‘That, in accordance with sections 260A and 260B(2) of the Corporations Act and for all other purposes, shareholder approval is given for each of the Gloria Jeans Coffees Entities (each of which are a wholly owned subsidiary of the Company or will become such a subsidiary should the Gloria Jeans Coffees transaction be completed) to give financial assistance to the Company in relation to the acquisition by the Company of shares in the Gloria Jeans Entities, as described in the Explanatory Memorandum.’

**6. Approval of Proposed Issue of Ordinary Shares (Resolution 5):**

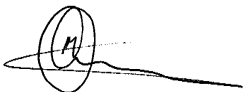
To consider, and if in favour, pass the following resolution as an ordinary resolution:

‘That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of ordinary shares to a maximum value of \$10,000,000 as part consideration for the acquisition of the Gloria Jeans Coffees franchise system’.

The Company will disregard any votes cast on Resolution 5 by a person who may participate in the proposed issue, or a person who might obtain a benefit, except a benefit solely in the capacity of holder of ordinary shares if the resolution is passed and/or any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions of the proxy holder or it is cast by the person chairing the meeting as a proxy for the person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Dated 24 October 2014.

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 23<sup>rd</sup> of November 2014. 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 online, by post, facsimile or delivery to the Company's 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);
  - c) online at [www.investorvote.com.au](http://www.investorvote.com.au) and quoting the 6 digit control number found on the front of the shareholder's proxy form. Shareholder may also scan the QR code on the front of the accompanying proxy form with their mobile device and insert their post code; or
  - d) Intermediary Online Subscribers (Custodians/Nominees) may lodge their vote electronically by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com)on or before 10.00am (Qld time) on the 23<sup>rd</sup> of November 2014.
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 Lagoon Room, Sheraton Mirage Resort & Spa, Seaworld Drive, Mainbeach, Qld from 9.00am to 10.00am (Qld time) on the 25<sup>th</sup> of November 2014.
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 10.00am (Qld time) on the 23<sup>rd</sup> of November 2014.
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 member expressly authorises the chairman to and 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 (5<sup>th</sup>) business day before the 25<sup>th</sup> of November 2014.

**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 2014 at 10.00am (Qld time). 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](http://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 or if the proxy expressly authorises the Chairman to vote in accordance with the Chairman's stated voting intention, 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.

*The Chairman intends to vote all undirected proxies in favour of Resolution 1.*

**3. RE-ELECTION OF DIRECTOR (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.

**Colin Archer:**

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

Mr Archer was appointed an independent director by the Board on the 12<sup>th</sup> of April 2006. That appointment was subsequently ratified at the Company's 2006 AGM. He was subsequently re-elected following retirement by rotation at the Company's 2008, 2010, 2012 and 2013 AGMs.

Mr Archer is an experienced Company Director, who holds a Bachelor of Economics, and a Diploma of Financial Planning, and is a Chartered Accountant, Registered Auditor and tax agent. He is a member of the Australian Institute of Company Directors, and a Life Member and Founding President of Strata Community Australia.

He is the founding partner of Queensland professional service firms, Archer Gowland Chartered Accountants, established 1981, and Archers The Strata Professionals, established 1983. His other commercial interests include Archer Rural Pty Ltd, a North Queensland beef producer.

Mr Archer also maintains an involvement in voluntary community and industry organisations as a Director of Strata Community Australia (Qld) Limited, Careflight Limited, and Sunshine Coast Helicopter Rescue Service Ltd.

Mr Archer served as Chairman of the Company's Audit & Risk Management Committee and as a member of RFG's Remuneration and Nomination Committees since his appointment until 30 April 2013. Since that time, Mr Archer has served as Chairman of the Board and Remuneration and Nomination Committees, and remains a member of the Company's Audit & Risk Management Committee.

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

#### **4. FINANCIAL ASSISTANCE BY CAFE2U ENTITIES (Resolution 3):**

On 11 September 2014, the Company announced the completion of its acquisition of the Cafe2U franchise system ('Cafe2U').

In order to minimise dilution of existing shareholders, the Company chose to fund the acquisition of Cafe2U wholly through debt ('Debt Financing') and existing cash reserves. A condition of the Debt Financing was that the following entities (the 'Cafe2U Entities'), which have become subsidiaries of the Company following settlement of the acquisition, allow the Company's financiers to take fixed and floating charges over their assets and undertaking:

Cafe2U International Pty Ltd ACN 126 667 516;

Cafe2U Pty Ltd ACN 108 220 177; and

Cafe2U (NZ) Pty Ltd ACN 158 423 315.

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares (or units of shares) in the company, or its holding company, only in certain circumstances, one of which is where the assistance is approved by members under section 260B of the Corporations Act.

Section 260B(2) of the Corporations Act provides that if the company providing financial assistance will become a subsidiary of a listed domestic corporation immediately after the acquisition referred to in section 260A occurs, approval will also be required (by way of special resolution) from the shareholders of the listed corporation. For Resolution 3 to be passed, at least 75% of the votes cast by members entitled to vote on the resolution present in person or by proxy or representative must be in favour of the resolution.

It is a requirement of the Debt Financing agreement that RFG has entered into that the Cafe2U Entities and RFG obtain shareholder approval so that the Cafe2U Entities may give charges over their assets and undertaking.

RFG and its subsidiaries may, from time to time, arrange refinancing and additional financing facilities (including working capital facilities) of an amount to be decided in the future. In order to secure and to regulate the obligations of RFG and any subsidiary in relation to such financing facilities, each Cafe2U Entity may be asked to enter into new facilities agreements as an obligor or give one or more of a guarantee, indemnity or security interest over its assets (whether by way of mortgage, charge or otherwise) to secure each obligor's obligations under any new facilities agreement and any related document. The entering into and performing of obligations under any of these documents by a Cafe2U Entity may constitute the giving of financial assistance to RFG in connection with the acquisition by RFG of the shares in the Cafe2U Entities and approval for such financial assistance is being sought by Resolution 3.

#### *Effects of the financial assistance:*

The adverse effects that may result in the case of each of the Cafe2U Entities due to that company entering into the charges are that:

- a) Each Cafe2U Entity will become liable (as a guarantor) for the Debt Financing and that Cafe2U Entity's assets may become subject to enforcement action by the financiers under the debt facility agreement if a default under that agreement occurs;
- b) It may impact on the Cafe2U Entity's ability to borrow money in the future because a financier may be deterred by the existence of those charges;
- c) If RFG or other obligors fail to pay amounts due or perform obligations in accordance with the Debt Financing agreement then the financiers may enforce the charges against the Cafe2U Entities; and
- d) In the event of the winding up of the Cafe2U Entities, the financiers under the debt facility agreement will rank ahead of RFG with respect to the amounts payable in connection with the charges.

The Board considers that the Cafe2U Entities benefit from being subsidiaries (directly or indirectly) of RFG in that each may gain access to:

- a) Working capital or inter-company loans at beneficial rates; or
- b) Management expertise and business strategies developed by RFG and its subsidiaries (Group).

Accordingly, the Board has formed the view that the giving of financial assistance and entering into the charges will not materially prejudice the interests of the Cafe2U Entities or their members. However, the Board considers it prudent and consistent with good business practice to seek shareholders' approval.

The Board has also formed the view that the giving of financial assistance and entering into the charges is in the best interests, and for the corporate benefit, of RFG and its shareholders because (among other things):

- a) The Group's financing arrangements will be more flexible and secured;
- b) If Resolution 3 is not approved, the Cafe2U Entities may not be able to give the charges contemplated by the Debt Facility agreement. In those circumstances, that failure may constitute a breach of covenant under the debt; and
- c) If Resolution 3 is not approved and the financiers under the Debt Facility agreement demand repayment of all money owing under the Debt Financing agreement, RFG will need to seek alternative funding to replace the funding provided under the Debt Financing agreement, which funding may not be available on terms as favourable as those provided under the Debt Financing agreement, and further, could expect to incur significant transaction costs in connection with such a refinance.

This information has been provided in accordance with section 260B(4) of the Corporations Act being all information known to the Company that is material to the decision of a shareholder of the Company whether to approve the financial assistance.

*The Board recommends that shareholders vote in favour of Resolution 3 at the Company's Annual General Meeting.*

*The Chairman intends to vote all undirected proxies in favour of Resolution 3.*

#### **5. FINANCIAL ASSISTANCE BY GLORIA JEANS COFFEES ENTITIES (Resolution 4):**

On 24 October 2014, the Company announced its entry into a Share Purchase Agreement ('SPA') to acquire the Gloria Jeans Coffees franchise system and associated coffee roasting and distribution business ('Gloria Jeans Coffees'). As at the date of this notice, settlement of the SPA is scheduled to take place no later than 17 December 2014.

In order to minimise dilution of existing shareholders, and provided the transaction proceeds to completion, the Company has chosen to fund the acquisition of Gloria Jeans Coffees wholly through debt ('Debt Financing') and existing cash reserves. A condition of the Debt Financing is that the following Australian entities (the 'Gloria Jeans Coffees Entities'), each of which will become subsidiaries of the Company following settlement of the acquisition, allow the Company's financiers to take fixed and floating charges over their assets and undertaking:

Jireh Group Pty Ltd ACN 112 365 205;

Gloria Jean's Coffees Pty Ltd ACN 099 738 771;

Gloria Jean's Gourmet Coffee Pty Ltd ACN 095 327 898;

Gourmet Foods Australia Pty Ltd ACN 103 594 118; and

Roasting Australia Holdings Pty Ltd ACN 600 072 688.

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares (or units of shares) in the company, or its holding company, only in certain circumstances, one of which is where the assistance is approved by members under section 260B of the Corporations Act.

Section 260B(2) of the Corporations Act provides that if the company providing financial assistance will become a subsidiary of a listed domestic corporation immediately after the acquisition referred to in section 260A occurs, approval will also be required (by way of special resolution) from the shareholders of the listed corporation. For Resolution 4 to be passed, at least 75% of the votes cast by members entitled to vote on the resolution present in person or by proxy or representative must be in favour of the resolution.

It is a requirement of the Debt Financing agreement that RFG has entered into, or proposes to enter into, that the Gloria Jeans Coffees Entities and RFG obtain shareholder approval so that the Gloria Jeans Coffees Entities may give charges over their assets and undertaking.



RFG and its subsidiaries may, from time to time, arrange refinancing and additional financing facilities (including working capital facilities) of an amount to be decided in the future. In order to secure and to regulate the obligations of RFG and any subsidiary in relation to such financing facilities, and where the SPA is settled, each Gloria Jeans Coffees Entity may be asked to enter into new facilities agreements as an obligor or give one or more of a guarantee, indemnity or security interest over its assets (whether by way of mortgage, charge or otherwise) to secure each obligor's obligations under any new facilities agreement and any related document. The entering into and performing of obligations under any of these documents by a Gloria Jeans Coffees Entity may constitute the giving of financial assistance to RFG in connection with the acquisition by RFG of the shares in the Gloria Jeans Coffees Entities and approval for such financial assistance is being sought by Resolution 4.

*Effects of the financial assistance:*

The adverse effects that may result in the case of each of the Gloria Jeans Coffees Entities due to that company entering into the charges are that:

- e) Each Gloria Jeans Coffees Entity will become liable (as a guarantor) for the Debt Financing and that Gloria Jeans Coffees Entity's assets may become subject to enforcement action by the financiers under the debt facility agreement if a default under that agreement occurs;
- f) It may impact on the Gloria Jeans Coffees Entity's ability to borrow money in the future because a financier may be deterred by the existence of those charges;
- g) If RFG or other obligors fail to pay amounts due or perform obligations in accordance with the Debt Financing agreement then the financiers may enforce the charges against the Gloria Jeans Coffees Entities; and
- h) In the event of the winding up of the Gloria Jeans Coffees Entities, the financiers under the Debt Financing agreement will rank ahead of RFG with respect to the amounts payable in connection with the charges.

The Board considers that, where the SPA settles, the Gloria Jeans Coffees Entities benefit from being subsidiaries (directly or indirectly) of RFG in that each may gain access to:

- c) Working capital or inter-company loans at beneficial rates; or
- d) Management expertise and business strategies developed by RFG and its subsidiaries (Group).

Accordingly, and where the SPA settles, the Board has formed the view that the giving of financial assistance and entering into the charges will not materially prejudice the interests of the Gloria Jeans Coffees Entities or their members. However, the Board considers it prudent and consistent with good business practice to seek shareholders' approval.

The Board has also formed the view that the giving of financial assistance and entering into the charges is in the best interests, and for the corporate benefit, of RFG and its shareholders because (among other things):

- d) The Group's financing arrangements will be more flexible and secured;
- e) If Resolution 4 is not approved, the Gloria Jeans Coffees Entities may not be able to give the charges contemplated by the Debt Financing agreement. In those circumstances, the Debt Financing financier may be disinclined to proceed with the Debt Financing proposed to be procured to fund the acquisition of Gloria Jeans Coffees; and
- f) If Resolution 4 is not approved, the financiers under the proposed Debt Financing agreement may withdraw the proposed Debt Financing, whereupon RFG will need to seek alternative funding to replace the funding proposed to be provided under the Debt Financing, which funding may not be available on terms as favourable as those provided under the Debt Financing agreement, and further, RFG could expect to incur significant transaction costs in connection with such a refinance.

This information has been provided in accordance with section 260B(4) of the Corporations Act being all information known to the Company that is material to the decision of a shareholder of the Company whether to approve the financial assistance.

*The Board recommends that shareholders vote in favour of Resolution 4 at the Company's Annual General Meeting.*

*The Chairman intends to vote all undirected proxies in favour of Resolution 4.*



## 6. PROPOSED ISSUE OF ORDINARY SHARES (Resolution 5):

On 24 October 2014, the Company announced its entry into a Share Purchase Agreement ('SPA') to acquire the Gloria Jeans Coffees franchise system and associated coffee roasting and distribution business ('Gloria Jeans Coffees').

Under the terms of the SPA, RFG shall issue ordinary shares worth up to \$10,000,000 in part payment of the consideration due and payable under the SPA. Resolution 5 seeks shareholder approval for the issue of such shares.

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of securities at the commencement of that 12 month period.

The issue of the securities contemplated by Resolution 5 would not, if aggregated with the ordinary securities issued during the 12 months preceding the proposed issue, exceed 15% of the number of securities at the commencement of that 12 month period. However, the Company wishes to preserve its capacity to issue shares under Listing Rule 7.1 without obtaining prior shareholder approval.

Listing Rule 7.3 requires the notice of meeting at which shareholder approval is sought under Listing Rule 7.1 to include certain information regarding the ordinary shares proposed to be issued.

This information is as follows:

The maximum number of securities to be issued by the Company or the formula for calculating the number of securities the entity is to issue	<p>The total number of securities which may be issued will be calculated in accordance with the following formula:</p> $A = (\$10,000,0000 \div \text{VWAP})$ <p>Where:</p> <p>"A" is the total number of securities which may be issued; and</p> <p>"VWAP" means the volume weighted average price of ordinary shares in RFG sold on the ASX during the 10 trading days immediately preceding, and the 10 trading days immediately following, RFG's announcement of its entry into the SPA (but in any event no less than 80% of the average market price for shares calculated over the last five days on which sales in shares are recorded before the day on which the issue is made).</p>
The date by which the entity will issue the securities	The Company anticipates that, should shareholder approval be given, the shares will be issued by 17 December 2014, and in any event, no later than three months after the date of the meeting.
The issue price of the securities	A price determined in accordance with the formula detailed above.
The names of the allottees (if known) or the basis upon which allottees will be identified or selected	The ordinary shares will be issued to the vendors identified in the SPA for the acquisition of Gloria Jeans Coffees.
The terms of the securities	The securities will rank equally in all respects with, and have identical terms to, the other existing ordinary shares on issue.
The intended use of the funds raised	The securities will be issued in part payment of consideration payable under the SPA for the acquisition of Gloria Jeans Coffees.
The dates of allotment or a statement that allotment will occur progressively	On or before 17 December 2014

*The Board recommends that shareholders vote in favour of Resolution 5 at the Company's Annual General Meeting.*

*The Chairman intends to vote all undirected proxies in favour of Resolution 5.*



## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

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

## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I999999999**

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 10:00am (QLD Time) Sunday 23 November 2014**

### 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 or abstain as they choose (to the extent permitted by law). 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](http://www.investorcentre.com) under the help tab, "Printable 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Retail Food Group Limited to be held at the **Lagoon Room, Sheraton Mirage Resort & Spa, Seaworld Drive, Mainbeach, Queensland on Tuesday, 25 November 2014 at 10:00am (QLD Time)** and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2 below.

### 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.

	For	Against	Abstain
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Mr Colin Archer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Financial Assistance by Cafe2U Entities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Financial Assistance by Gloria Jeans Coffees Entities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Proposed Issue of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### 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

RFG

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