

RCG CORPORATION

ABN 85 108 096 251

NOTICE OF ANNUAL GENERAL MEETING

To be held at 10:00am
On 11 November 2014

719 Elizabeth Street
Waterloo, NSW 2017

RCG Corporation Limited

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Waterloo, NSW 2017

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ABN 85 108 096 251

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2014 Annual General Meeting of members of RCG Corporation Limited (**Company** or **RCG**) will be held at the Company's office premises located at 719 Elizabeth Street Waterloo, NSW 2017 on Tuesday 11 November 2014 at 10:00am (**Meeting**).

The following business will be transacted at the Meeting. The explanatory memorandum which accompanies and forms part of this notice describes in more detail the matters to be considered.

In accordance with the Corporations Act 2001 (Cth) (**Corporations Act**), a hard copy of the Company's annual report is provided to shareholders that have specifically requested to receive one. The Company's annual report is available online, from the date of this notice, at www.rcgcorp.com.au.

AGENDA

ORDINARY BUSINESS

Item 1: Financial Statements

To receive and consider the financial report of the Company, together with the directors' report and auditor's report, for the period ended 29 June 2014.

Item 2: Remuneration Report

To consider and, if thought fit, pass the following ordinary resolution:

"That the remuneration report as set out in the Annual Report of the Company for the year ended 29 June 2014 be adopted."

Item 3: Re-election of Directors

3.1 To consider and, if thought fit, pass the following ordinary resolution:

"That Mr Michael Hirschowitz, who retires in accordance with the ASX Listing Rules and rule 22.2 of the Company's constitution, and who, being eligible, offers himself for re-election, be re-elected as a director of the Company."

3.2 To consider and, if thought fit, pass the following ordinary resolution:

"That Mr Stephen Kulmar who retires in accordance with rule 22.1 of the Company's constitution, and who, being eligible, offers himself for re-election, be re-elected as a director of the Company."

BY ORDER OF THE BOARD



Michael Hirschowitz
Company Secretary
1 October 2014

NOTES:

Voting Entitlements

Pursuant to Regulation 7.11.37 of the *Corporations Regulations* 2001, the Directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the share register at 7.00pm (AEDT) on Sunday 9 November 2014.

Voting Exclusions

Item 2

In accordance with the Corporations Act, the Company will disregard any votes cast on Item 2 by, or on behalf of, any member of the Company's Key Management Personnel ("KMP"), unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on a proxy form.

The KMP are those individuals named as such in the Company's Annual Report and whose remuneration appears in the Remuneration Report as well as any closely related party of those individuals.

How to Vote

You may vote by attending the Meeting in person, by proxy or personal representative.

Proxies

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting and return it to the share registry of the Company, Computershare Investor Services Pty Limited, either:

- online www.investorvote.com.au;
- by facsimile on +6 13 9473 2555;
- by post to GPO Box 242, Melbourne, VIC 3001; or
- by delivery to Level 4, 60 Carrington Street, Sydney, NSW

so that it is received not later than 10.00am (AEDT) Sunday 9 November 2014. If the proxy is signed by an attorney, please also enclose the authority under which the proxy is signed (or a certified copy of the authority).

A proxy need not be a member of the Company.

A member entitled to cast two or more votes may appoint two proxies. Where two proxies are appointed, each proxy may be appointed to represent a specified proportion of your voting rights. If you do not specify the proportion or number, each proxy may exercise one half of the votes.

Proxies given by corporate shareholders must be executed in accordance with section 127 of the Corporations Act, their constitutions or by their attorney or duly authorised officer.

Personal Representative

To vote by personal representative, please forward the authority under which the personal representative has been appointed (or a certified copy) to the address set out above for the return of proxy forms so that it is received no later than 10.00am (AEDT) Sunday 9 November 2014.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act. The Company will require a certificate of appointment of corporate representative executed in accordance with section 127 of the Corporations Act. The certificate must be lodged with the Company before the Meeting or at the registration desk on the day of the Meeting. The Company will retain the certificate.

Voting intentions and undirected proxies

Subject to any voting restrictions and exclusions, where the Chairman of the Meeting is appointed as proxy, he intends to vote all undirected proxy votes in favour of items 2 and 3 even though item 2 is connected directly with the remuneration of key management personnel, which includes the chairman.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist shareholders in considering the resolutions set out in the Company's Notice of Annual General Meeting. It is part of, and should be read in conjunction with, the notice.

GENERAL BUSINESS

Item 1 - Financial Statements

The Corporations Act requires the Annual Financial Report of the Company, which includes the financial statements, Directors' Report, Directors' Declaration, and the Independent Audit Report, to be laid before the Meeting. A vote of members on the reports is not required by the Corporations Act or the Company's constitution.

Members will be given a reasonable opportunity to ask questions or make comments on the reports at the Meeting.

THE RESOLUTIONS

Item 2 – Remuneration Report

The Corporations Act requires listed companies to put a Remuneration Report relating to director and executive remuneration for each financial year to a resolution of members at their annual general meeting. The Remuneration Report can be found on Page 22 of the Company's Annual Report, which if it does not accompany this Notice of Meeting, can be found on the Company's website at www.rcgcorp.com.au.

Under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at the meeting and then again at the 2015 Annual General Meeting, the Company will be required to put to shareholders a resolution at the 2015 Annual General Meeting proposing the calling of an extraordinary general meeting to consider the election of directors of the Company ("spill resolution").

If more than 50% of shareholders vote in favour of the spill resolution, the Company must convene the extraordinary general meeting ("spill meeting") within 90 days of the 2015 Annual General Meeting. All of the Directors who were in office when the 2015 Directors' Report was considered at the 2015 Annual General Meeting, other than the Managing Director, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

In summary, the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of Directors and senior managers of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- details and explains any performance conditions applicable to the remuneration of Directors and senior managers of the Company; and
- sets out remuneration details for each Director, including the value of any options granted to those persons.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Item 3 - Re-election of Directors

ASX Listing Rule 14.5 imposes a requirement on the Company to hold an election of directors each year. ASX Listing Rule 14.4 provides that a director (excluding the managing director) of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Rule 22.1 of the Company's constitution requires one-third (or the next lowest whole number) of the Directors (excluding the Managing Director) to retire at the annual general meeting of the Company. Any Directors who retire in accordance with rule 22.1 of the constitution are eligible for re-election at the Annual General Meeting. Rule 22.2 of the Company's constitution requires each Director (excluding the Managing Director) to retire from office no later than at the third annual general meeting of the Company following their last election or appointment by a general meeting. Any Directors who retire in accordance with rule 22.2 of the constitution are eligible for re-election.

Item 3.1 Re-election of Mr Michael Hirschowitz

Mr Michael Hirschowitz retires in accordance with the ASX Listing Rules and rule 22.2 of the Company's constitution and offers himself for re-election.

Michael joined The Athlete's Foot in 1996 and worked in various capacities before becoming Commercial Director in 2002. On formation of RCG Corporation he became Chief Financial Officer. After subsequently filling several roles within the organisation, Michael was appointed Finance Director on 1 July 2006 and appointed Company Secretary on 14 March 2008.

The Directors (with Mr Hirschowitz abstaining) recommend that shareholders vote in favour of the re-election of Michael Hirschowitz as a director and intend to vote any shares which they currently hold in favour of this resolution.

Item 3.1 Re-election of Mr Stephen Kulmar

Mr Stephen Kulmar retires in accordance with rule 22.1 of the Company's constitution and offers himself for re-election.

Steve is the former CEO and Chairman of Idea Works and is currently the CEO of Retail Oasis, a boutique retail marketing services company. Steve has over 30 years' experience in advertising and has extensive experience in retail strategy, brand strategy, channel to market strategy, business reengineering and new retail business development.

The Directors (with Mr Kulmar abstaining) recommend that shareholders vote in favour of the re-election of Stephen Kulmar as a director and intend to vote any shares which they currently hold in favour of this resolution.

