

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

|                        |                           |
|------------------------|---------------------------|
| <b>Name of entity:</b> | Retail Food Group Limited |
| <b>ABN:</b>            | 21 106 840 082            |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |                      |
|----------------------------|----------------------|
| <b>Name of Director</b>    | Anthony James Alford |
| <b>Date of last notice</b> | 10 October 2014      |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| Direct or indirect interest   | Direct & Indirect Interests   |
|---|---|
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest | <ol style="list-style-type: none"><li>1) Alford's Holdings (Qld) Pty Ltd ACN 010 829 722 as agent for CGFH Holdings Pty Ltd ACN 061 797 653 as trustee for The CGFH Holdings Trust. Mr Alford is not a director or shareholder of Alford's Holdings (Qld) Pty Ltd. Mr Alford may hold a notifiable interest in shares held by the above named by virtue of the Corporations Act. The CGFH Holdings Trust holds shares for the benefit of Mr Alford and or members of his family;</li><li>2) Anthony Alford as trustee for The Anthony James Alford Child Maintenance Trust. Mr Alford and or members of his family are discretionary objects of the Anthony Alford Child Maintenance Trust;</li><li>3) Susan Aalders, who is a member of Mr Alford's family, holds shares in Retail Food Group Limited. Mr Alford may hold a notifiable interest in these shares by virtue of the Corporations Act;</li></ol> |

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| <p><b>Nature of indirect interest<br/>(including registered holder)</b></p> <p>Note: Provide details of the circumstances giving rise to the relevant interest.</p> | <ol style="list-style-type: none"> <li>4) Bexlie Holdings (Qld) Pty Ltd ACN 120 412 466 as trustee for The Bexlie Holdings Trust. Mr Alford and or members of his family are discretionary objects of the Bexlie Holdings Trust;</li> <li>5) CGFH Holdings Pty Ltd ACN 061 797 653 as trustee for The CGFH Holdings Trust. Mr Alford and or members of his family are discretionary objects of the CGFH Holdings Trust;</li> <li>6) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C4) Trust. Mr Alford and or members of his family are discretionary objects of The CGFH (C4) Trust;</li> <li>7) Cakyto Pty Ltd ACN 166 278 020 as trustee for The CGFH (C5) Trust. Mr Alford and or members of his family are discretionary objects of The CGFH (C5) Trust;</li> <li>8) Cakyto Pty Ltd ACN 166 278 020 as trustee for The CGFH (C6) Trust. Mr Alford and or members of his family are discretionary objects of The CGFH (C6) Trust;</li> <li>9) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C7) Trust. Mr Alford and or members of his family are discretionary objects of The CGFH (C7) Trust;</li> <li>10) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C8) Trust. Mr Alford and or members of his family are discretionary objects of The CGFH (C8) Trust;</li> <li>11) CSF Investments (Qld) Pty Ltd ACN 144 991 873 as trustee for The Cranot Superannuation Fund. The Cranot Superannuation Fund holds shares in Retail Food Group Limited for the benefit of members of the Cranot Superannuation Fund which includes Mr Alford and or members of his family;</li> <li>12) CGFH (C2) Pty Ltd ACN 120 437 229 as trustee for The CGFH (C2) Trust. Mr Alford and or members of his family are discretionary objects of The CGFH (C2) Trust;</li> <li>13) Dario Pty Ltd ACN 051 964 697 as trustee for The Dario Choice Trust. Mr Alford and or members of his family are discretionary objects of The Dario Choice Trust;</li> </ol> |
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| <p><b>Nature of indirect interest<br/>(including registered holder)</b><br/>Note: Provide details of the circumstances giving rise to the relevant interest.</p> | <p>14) FHA Alford, who is a member of Mr Alford's family, holds shares in Retail Food Group Limited. Mr Alford may hold a notifiable interest in these shares by virtue of the Corporations Act;</p> <p>15) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The CGFH (C3) Trust. Mr Alford and or members of his family are discretionary objects of The CGFH (C3) Trust;</p> <p>16) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The WSS Trust No 4. Mr Alford and or members of his family are discretionary objects of The WSS Trust No 4;</p> <p>17) Emsaga Super Fund Pty Ltd ACN 151 859 862 as trustee for The Emsaga Superannuation Fund. The Emsaga Superannuation Fund holds shares in Retail Food Group Limited for the benefit of members of the Emsaga Superannuation Fund which includes Mr Alford and or members of his family;</p>   |
| <p><b>Date of change</b></p>   | <p>31 December 2014</p>   |
| <p><b>No of Securities Held Prior to Change</b></p>  | <p>1) Alfords Holdings (Qld) Pty Ltd ACN 010 829 722 as agent for CGFH Holdings Pty Ltd ACN 061 797 653 as trustee for The CGFH Holdings Trust – 6,635,831 fully paid ordinary shares;</p> <p>2) Anthony Alford as trustee for The Anthony James Alford Child Maintenance Trust – 190,915 fully paid ordinary shares;</p> <p>3) Susan Aalders – 10,000 fully paid ordinary shares;</p> <p>4) Bexlie Holdings (Qld) Pty Ltd ACN 120 412 466 as trustee for The Bexlie Holdings Trust – 735,887 fully paid ordinary shares;</p> <p>5) CGFH Holdings Pty Ltd ACN 061 797 653 as trustee for The CGFH Holdings Trust – 1,024,133 fully paid ordinary shares;</p> <p>6) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C4) Trust – 174,723 fully paid ordinary shares;</p> <p>7) Cakyto Holdings Pty Ltd ACN 166 278 020 as trustee for The CGFH (C5) Trust – 381,445 fully paid ordinary shares;</p> |

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| <b>No. of Securities Held Prior to Change</b> | <p>8) Cakyto Holdings Pty Ltd ACN 166 278 020 as trustee for The CGFH (C6) Trust – 312,758 fully paid ordinary shares;</p> <p>9) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C7) Trust – 134,269 fully paid ordinary shares;</p> <p>10) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C8) Trust – 134,269 fully paid ordinary shares;</p> <p>11) CSF Investments (Qld) Pty Ltd ACN 144 991 873 as trustee for The Cranot Superannuation Fund – 896,747 fully paid ordinary shares;</p> <p>12) CGFH (C2) Pty Ltd ACN 120 437 229 as trustee for The CGFH (C2) Trust – 9,226,934 fully paid ordinary shares;</p> <p>13) Dario Pty Ltd ACN 051 964 697 as trustee for The Dario Choice Trust – 177,472 fully paid ordinary shares;</p> <p>14) FHA Alford – 37,938 fully paid ordinary shares;</p> <p>15) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The CGFH (C3) Trust – 380,915 fully paid ordinary shares;</p> <p>16) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The WSS Trust No 4 – 334,598 fully paid ordinary shares;</p> <p>17) Emsaga Super Fund Pty Ltd ACN 151 859 862 as trustee for The Emsaga Superannuation Fund – 99,854 fully paid ordinary shares.</p> |
| <b>Class</b>                                  | Ordinary  |
| <b>Number acquired</b>                        | <p>a) Alford's Holdings (Qld) Pty Ltd ACN 010 829 722 as agent for CGFH Holdings Pty Ltd ACN 061 797 653 as trustee for The CGFH Holdings Trust – 1,478 fully paid ordinary shares;</p> <p>b) Anthony Alford as trustee for The Anthony James Alford Child Maintenance Trust – 1,478 fully paid ordinary shares;</p> <p>c) Susan Aalders – 1,478 fully paid ordinary shares;</p> <p>d) Bexlie Holdings (Qld) Pty Ltd – 1,478 fully paid ordinary shares;</p>  |

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| <b>Number acquired cont.</b>   | <ul style="list-style-type: none"> <li>e) FTT Holdings Pty Ltd as trustee for The CGFH (C4) Trust – 1,478 fully paid ordinary shares;</li> <li>f) Cakyto Pty Ltd as trustee for The CGFH (C5) Trust – 1,478 fully paid ordinary shares;</li> <li>g) Cakyto Pty Ltd as trustee for The CGFH (C6) Trust – 1,478 fully paid ordinary shares;</li> <li>h) FTT Holdings Pty Ltd as trustee for The CGFH (C7) Trust – 1,478 fully paid ordinary shares;</li> <li>i) FTT Holdings Pty Ltd as trustee for The CGFH (C8) Trust – 1,478 fully paid ordinary shares;</li> <li>j) CSF Investments (Qld) Pty Ltd as trustee for The Cranot Superannuation Fund – 2,956 fully paid ordinary shares;</li> <li>k) CGFH (C2) Pty Ltd as trustee for The CGFH (C2) Trust – 1,478 fully paid ordinary shares;</li> <li>l) Dario Pty Ltd as trustee for The Dario Choice Trust – 1,478 fully paid ordinary shares;</li> <li>m) FHA Alford – 1,478 fully paid ordinary shares.</li> </ul>    |
| <b>Number disposed</b>   | Nil   |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details and estimated valuation</small> | (a) – (m): \$4.80 per share   |
| <b>No. of securities held after change</b>   | <ul style="list-style-type: none"> <li>1) Alford's Holdings (Qld) Pty Ltd ACN 010 829 722 as agent for CGFH Holdings Pty Ltd ACN 061 797 653 as trustee for The CGFH Holdings Trust – 6,637,309 fully paid ordinary shares;</li> <li>2) Anthony Alford as trustee for The Anthony James Alford Child Maintenance Trust – 192,393 fully paid ordinary shares;</li> <li>3) Susan Aalders – 11,478 fully paid ordinary shares;</li> <li>4) Bexlie Holdings (Qld) Pty Ltd ACN 120 412 466 as trustee for The Bexlie Holdings Trust – 737,365 fully paid ordinary shares;</li> <li>5) CGFH Holdings Pty Ltd ACN 061 797 653 as trustee for The CGFH Holdings Trust – 1,024,133 fully paid ordinary shares;</li> <li>6) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C4) Trust – 176,201 fully paid ordinary shares;</li> <li>7) Cakyto Holdings Pty Ltd ACN 166 278 020 as trustee for The CGFH (C5) Trust – 382,923 fully paid ordinary shares;</li> </ul> |

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|  | <p>8) Cakyto Holdings Pty Ltd ACN 166 278 020 as trustee for The CGFH (C6) Trust – 314,236 fully paid ordinary shares;</p> <p>9) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C7) Trust – 135,747 fully paid ordinary shares;</p> <p>10) FTT Holdings Pty Ltd ACN 116 962 380 as trustee for The CGFH (C8) Trust – 135,747 fully paid ordinary shares;</p> <p>11) CSF Investments (Qld) Pty Ltd ACN 144 991 873 as trustee for The Cranot Superannuation Fund – 899,703 fully paid ordinary shares;</p> <p>12) CGFH (C2) Pty Ltd ACN 120 437 229 as trustee for The CGFH (C2) Trust – 9,228,412 fully paid ordinary shares;</p> <p>13) Dario Pty Ltd ACN 051 964 697 as trustee for The Dario Choice Trust – 178,950 fully paid ordinary shares;</p> <p>14) FHA Alford – 39,416 fully paid ordinary shares;</p> <p>15) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The CGFH (C3) Trust – 380,915 fully paid ordinary shares;</p> <p>16) Saga Investments Pty Ltd ACN 121 258 179 as trustee for The WSS Trust No 4 – 334,598 fully paid ordinary shares;</p> <p>17) Emsaga Super Fund Pty Ltd ACN 151 859 862 as trustee for The Emsaga Superannuation Fund – 99,854 fully paid ordinary shares.</p> |
| <p><b>Nature of change</b><br/> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p> | <p>Ordinary shares issued pursuant to Share Purchase Plan</p>   |

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

|                           |     |
|---------------------------|-----|
| <b>Detail of contract</b> | N/A |
| <b>Nature of interest</b> |     |

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|   |  |
|---|--|
| <b>Name of registered holder<br/>(if issued securities)</b>   |  |
| <b>Date of change</b>   |  |
| <b>No. and class of securities to which<br/>interest related prior to change</b><br><small>Note: Details are only required for a contract in<br/>relation to which the interest has changed</small> |  |
| <b>Interest acquired</b>  |  |
| <b>Interest disposed</b>  |  |
| <b>Value/Consideration</b><br><small>Note: If consideration is non-cash, provide details<br/>and an estimated valuation</small>   |  |
| <b>Interest after change</b>  |  |

**Part 3 – <sup>+</sup>Closed period**

|   |     |
|---|-----|
| <b>Were the interests in the securities or contracts detailed<br/>above traded during a <sup>+</sup>closed period where prior written<br/>clearance was required?</b> | N/A |
| <b>If so, was prior written clearance provided to allow the trade<br/>to proceed during this period?</b>  | N/A |
| <b>If prior written clearance was provided, on what date was this<br/>provided?</b>   | N/A |

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<sup>+</sup> See chapter 19 for defined terms.