

**10.00am (QLD TIME) MONDAY
16 March 2015
Pandanus Room
Sheraton Mirage Resort & Spa
Seaworld Drive
Mainbeach Qld 4217**



NOTICE OF EXTRAORDINARY GENERAL MEETING

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

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RETAIL FOOD GROUP LIMITED

ACN 106 840 082

DATE: 16 March 2015

TIME: 10.00am (Qld Time)

PLACE: Pandanus Room

Sheraton Mirage Resort & Spa

Seaworld Drive

Mainbeach Qld 4217

NOTICE is given that an extraordinary general meeting ('EGM') of Retail Food Group Limited ('the Company') will be held at 10.00am (Qld time) on Monday the 16th of March 2015 in the Pandanus Room, Sheraton Mirage Resort & Spa, Seaworld Drive, Mainbeach, Queensland.

Agenda Items:

1. Financial Assistance by Di Bella Coffee Entities (Resolution 1)

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 Di Bella Coffee Entities (each of which is a wholly owned subsidiary of the Company or will become such a subsidiary should the Di Bella Coffee transaction be completed) to give financial assistance to the Company in relation to the acquisition by the Company of shares in the Di Bella Coffee Entities, as described in the Explanatory Memorandum.'

2. Financial Assistance by Gloria Jeans Coffees Entities (Resolution 2):

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 Jean's Coffees Entities (each of which is 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 Gloria Jean's Coffees Entities, or their holding companies, as described in the Explanatory Memorandum.'

3. Approval of a Previous Issue of Ordinary Shares (Resolution 3):

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

'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 446,575 ordinary shares issued in part payment of consideration payable under the Share Purchase Agreement for the acquisition of Di Bella Coffee.'

The Company will disregard any votes cast on Resolution 3 by a person who participated in the issue of shares, and/or any associate of those persons. However, the Company will 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 on the proxy form, or if it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy directs.

4. Approval of a Previous Issue of Ordinary Shares (Resolution 4):

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

‘That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 8,333,334 ordinary shares on 31 October 2014, issued pursuant to a placement in order to assist in funding the acquisition of the Gloria Jean’s Coffees Entities’.

The Company will disregard any votes cast on Resolution 4 by a person who participated in the issue of shares, and/or any associate of those persons. However, the Company will 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 on the proxy form, or if it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy directs.

5. Non-Executive Directors’ Remuneration (Resolution 5):

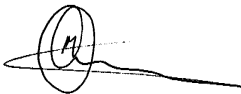
To consider and, if in favour, to pass the following resolution as an ordinary resolution:

‘That, in accordance with ASX Listing Rule 10.17 and the Company’s constitution, the aggregate maximum remuneration payable to the non-executive Directors be increased by \$350,000 to \$950,000 (inclusive of superannuation contributions) per annum, to be split between the non-executive Directors as they determine’.

The company will disregard any votes cast on Resolution 5 by the Directors and any associate of those persons or by or on behalf of any member of the Company’s key management personnel (at the date of the meeting) (**KMP**) (and their closely related parties) acting as a proxy, unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy appointment, or 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 exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Dated 12 February 2015.

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 EGM, 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 14th of March 2015. Accordingly, those persons are entitled to attend and vote at the EGM.
2. Eligible members are encouraged to attend the EGM. 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 EGM.

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 EGM. 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 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.comon or before 10.00am (Qld time) on the 14th of March 2015.
4. Any revocations of proxies must be received (at the addresses or in the manner noted at Note 3 above) before commencement of the EGM, or at the registration desk at Pandanus Room, Sheraton Mirage Resort & Spa, Seaworld Drive, Mainbeach, Qld from 9.00am to 10.00am (Qld time) on the 16th of March 2015.
5. Any proxy form, or revocation thereof, received after the deadline indicated above may be treated as invalid. RFG reserves the right to accept late proxies or revocations, and to waive the proxy cut-off with or without notice, but is under no obligation to accept or reject any late proxy or revocation.
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 14th of March 2015.
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. If the member wishes to appoint the chairman as proxy with a direction to vote against, or abstain from voting on an item, they should specify this on the proxy form.

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 EGM to be held on 16 March 2015 at 10.00am (Qld time). These explanatory notes should be read with, and form part of, the accompanying notice of EGM:

1. FINANCIAL ASSISTANCE BY DI BELLA COFFEE ENTITIES (Resolution 1):

On 25 November 2014, the Company announced its entry into a Share Purchase Agreement ('SPA') to acquire the Di Bella Coffee wholesale coffee roasting and distribution business ('Di Bella Coffee'). As at the date of this notice, settlement of the SPA is scheduled to take place on 13 February 2015.

In order to minimise dilution of existing shareholders, and provided the transaction proceeds to completion, the Company has chosen to fund the acquisition of Di Bella Coffee wholly through debt ('Debt Financing') and existing cash reserves. A condition of the Debt Financing is that the following Australian entities (the 'Di Bella Coffee 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:

- a) Espresso Enterprises Pty Ltd ACN 099 088 436;
- b) DBC Services Pty Ltd ACN 151 927 909;
- c) Coffee in a Can Pty Ltd ACN 158 467 219;
- d) Espresso Kick Pty Ltd ACN 160 620 333; and
- e) Espresso Concepts Pty Ltd ACN 128 914 394.

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 1 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 Di Bella Coffee Entities and RFG obtain shareholder approval so that the Di Bella Coffee 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 Di Bella Coffee Entity may be asked to enter into new facilities agreements as an obligor, or to 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 Di Bella Coffee Entity may constitute the giving of financial assistance to RFG in connection with the acquisition by RFG of the shares in the Di Bella Coffee Entities and approval for such financial assistance is being sought by Resolution 1.

Effects of the financial assistance:

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

- a) Each Di Bella Coffee Entity will become liable (as a guarantor) for the Debt Financing and that Di Bella Coffee 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 Di Bella Coffee 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 Di Bella Coffee Entities; and

- d) In the event of the winding up of the Di Bella Coffee 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 Di Bella Coffee 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, 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 Di Bella Coffee 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 1 is not approved, the Di Bella Coffee 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 Di Bella Coffee; and
- c) If Resolution 1 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 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 1 at the Company's EGM.

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

2. FINANCIAL ASSISTANCE BY GLORIA JEANS COFFEES ENTITIES (Resolution 2)

On 3 December 2014, the Company announced the completion of its acquisition of the Gloria Jean's Coffees franchise system and associated wholesale coffee roasting and distribution business ('Gloria Jean's Coffees').

In order to minimise dilution of existing shareholders, the Company chose to fund the acquisition of Gloria Jean's Coffees partially through debt ('Debt Financing') and existing cash reserves. A condition of the Debt Financing was that the following entities (the 'Gloria Jean's Coffees 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:

- a) Jireh International Warehouse & Distribution Pty Ltd ACN 104 806 813;
- b) Gloria Jean's Coffees Australasia Pty Ltd ACN 112 318 493;
- c) Gloria Jean's Coffees International Pty Ltd ACN 111 885 413;
- d) Gloria Jean's Coffees Holdings Pty Ltd ACN 112 047 980;
- e) Adonai International Pty Ltd ACN 072 569 709 (in its own capacity and as trustee of the Adonai International Unit Trust);
- f) Jireh International Pty Ltd ACN 071 676 661 (in its own capacity and as trustee for the Jireh International Unit Trust);
- g) Gloria Jean's Coffees Supply Pty Ltd ACN 144 850 537; and
- h) Jireh International Retail Pty Ltd ACN 147 276 015.

Each of the above entities is a subsidiary of certain entities ('Acquired Entities') acquired under the Gloria Jean's Coffees acquisition. It should be noted that, at the Company's 2014 Annual General Meeting (AGM), shareholders

resolved to approve the giving of financial assistance by the Acquired Entities for the purposes of sections 260A and 260B(2) of the Corporations Act. During the AGM, shareholders did not however consider financial assistance proposed by the Gloria Jean's Coffees Entities identified above.

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 2 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 Gloria Jean's Coffees Entities and RFG obtain shareholder approval so that the Gloria Jean's 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, each Gloria Jean's 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 Jean's Coffees Entity may constitute the giving of financial assistance to RFG in connection with the acquisition by RFG of the shares in the Gloria Jean's Coffees Entities, or their holding companies, and approval for such financial assistance is being sought by Resolution 2.

Effects of the financial assistance:

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

- a) Each Gloria Jean's Coffees Entity will become liable (as a guarantor) for the Debt Financing and that Gloria Jean's 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;
- b) It may impact on the Gloria Jean's Coffees 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 any other obligor fails to pay amounts due or perform obligations in accordance with the Debt Financing agreement then the financiers may enforce the charges against the Gloria Jean's Coffees Entities; and
- d) In the event of the winding up of the Gloria Jean's Coffees 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 Gloria Jean's Coffees 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 Gloria Jean's 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):

- a) The Group's financing arrangements will be more flexible and secured;
- b) If Resolution 2 is not approved, the Gloria Jean's Coffees 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 2 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 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 2 at the Company's EGM.

The Chairman intends to vote all undirected proxies in favour of Resolution 2.

3. APPROVAL OF A PREVIOUS ISSUE OF ORDINARY SHARES (Resolution 3):

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 on issue at the commencement of that 12 month period.

On 25 November 2014, the Company announced its entry into a Share Purchase Agreement ('SPA') to acquire the Di Bella Coffee wholesale coffee roasting and distribution business ('Di Bella Coffee').

Under the terms of the SPA, RFG will issue 446,575 ordinary shares in part payment of the consideration due and payable under the SPA. The issue of shares under the SPA (and proposed completion date under the SPA) is scheduled to occur on 13 February 2015, after the date of this notice of meeting, but before the date the meeting will be held. Prior approval for the issue of these shares is not necessary.

The allotment and issue of the securities at completion of the SPA and detailed in Resolution 4 will not exceed the 15% threshold for the purpose of ASX Listing Rule 7.1. ASX Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby replenishing the Company's 15% capacity and enabling it to issue further securities up to that limit. Given that, on the date the meeting will be held (16 March 2015) the securities will have been issued in accordance with the SPA, the Company is seeking approval for the previous issue of securities under Listing Rule 7.4.

Listing Rule 7.5 requires that the notice of meeting at which shareholder ratification is sought under Listing Rule 7.4 to include certain information regarding the ordinary shares issued. That information is as follows:

Number of ordinary shares issued and allotted by the Company	446,575 ordinary shares
Issue price of the ordinary shares	\$5.8221 per share
The terms of the securities	The ordinary shares issued rank equally in all respects with, and have identical terms to, the other existing ordinary shares on issue.
The names of the allottees or the basis on which allottees were determined	The ordinary shares were issued to the vendors identified in the SPA for the acquisition of Di Bella Coffee.
The use (or intended use) of funds raised	The securities were issued in part payment of consideration payable under the SPA for the acquisition of Di Bella Coffee.

The Board recommends that shareholders vote in favour of Resolution 3 at the Company's EGM.

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

4. APPROVAL OF A PREVIOUS ISSUE OF ORDINARY SHARES (Resolution 4):

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 on issue at the commencement of that 12 month period.

Prior to the date of this notice of EGM, the Company issued 8,333,334 ordinary shares pursuant to a placement to raise funds for the purposes of assisting to fund the acquisition of the Gloria Jean's Coffees franchise system and associated wholesale coffee roasting and distribution business ('Gloria Jean's Coffees'). Prior approval of the issue of the above shares was not necessary.

The allotment and issue of the securities detailed in Resolution 4 did not exceed the 15% threshold for the purpose of ASX Listing Rule 7.1. ASX Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby replenishing the Company's 15% capacity and enabling it to issue further securities up to that limit.

Listing Rule 7.5 requires that the notice of meeting at which shareholder ratification is sought under Listing Rule 7.4 to include certain information regarding the ordinary shares issued. That information is as follows:

Number of ordinary shares issued and allotted by the Company	8,333,334 ordinary shares
Issue price of the ordinary shares	\$4.80 per share
The terms of the securities	The ordinary shares issued as part of the placement rank equally in all respects with, and have identical terms to, the other existing ordinary shares on issue.
The names of the allottees or the basis on which allottees were determined	<p>The ordinary shares were placed with sophisticated, professional or otherwise exempt investors.</p> <p>The Directors felt that this would broaden the Company's institutional shareholder based whilst allowing for the issue to be promptly finalised so that the Company's management could focus on managing the Company's business. The Directors note that the placement was supported by a Share Purchase Plan under which eligible shareholders were entitled to participate in a capital raising of \$15 million at a price per share of \$4.80 (i.e. a price consistent with that applicable to the placement).</p>
The use (or intended use) of funds raised	The funds were used to assist in the acquisition of Gloria Jean's Coffees.

The Board recommends that shareholders vote in favour of Resolution 4 at the Company's EGM.

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

5. NON-EXECUTIVE DIRECTORS' REMUNERATION (Resolution 5):

The Constitution provides that the non-executive Directors are entitled to such remuneration as the Directors determine, but the remuneration of non-executive Directors must not exceed in aggregate a maximum amount fixed by the Company in a general meeting for that purpose.

The maximum aggregate amount which has been approved by the Company's shareholders for payment to the Directors is \$600,000 per annum. An annualised amount equivalent to approximately \$398,000 per annum (inclusive of superannuation) is currently paid to the Directors. The non-executive Directors have not been issued any securities under Listing Rule 10.11 or 10.14 with the approval of shareholders at any time during the previous three years.

A Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Retail Food Group Limited is a growing company with an increasing complexity of operations.

As the Company grows, the demands placed on the Board of Directors and its Committees grow more complex and extensive, necessitating an enhanced commitment and investment of time by the Directors.

The rationale for increasing the maximum aggregate amount for payment to non-executive Directors is to allow the Company scope to pay non-executive Directors reasonable remuneration consistent with market practice, whilst also allowing scope for enhancement of the Board of Directors via potential recruitment of additional non-executive Directors. These Directors would need to be paid for their services and the balance maximum aggregate amount available to pay non-executive Directors presently limits the Company's recruitment capacity.

The Board recommends that shareholders vote in favour of Resolution 5 at the Company's EGM.

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

MR 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 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the notice of meeting online

- Go to 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) Saturday 14 March 2015**

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 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 Extraordinary General Meeting of Retail Food Group Limited to be held in the **Pandanus Room, Sheraton Mirage Resort & Spa, Seaworld Drive Mainbeach QLD 4217 on Monday, 16 March 2015 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 5** (except where I/we have indicated a different voting intention below) even though **Item 5** 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 5** 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 Financial Assistance by Di Bella Coffee Entities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Financial Assistance by Gloria Jeans Coffees Entities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of a Previous Issue of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of a Previous Issue of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Non-Executive Directors' Remuneration	<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

195578A

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