

**1.30pm (QLD TIME) WEDNESDAY  
30 November 2016  
Pandanus Room  
Sheraton Mirage Resort & Spa  
71 Seaworld Drive  
Mainbeach Qld 4217**

**RETAILFOODGROUP**  
STRENGTH IN BRANDS

**2016  
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:** 30 November 2016  
**TIME:** 1.30pm (Qld Time)  
**PLACE:** Pandanus Room  
**Sheraton Mirage Resort & SPA**  
**71 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 1.30pm (Queensland time) on Wednesday, the 30<sup>th</sup> of November 2016 in the Pandanus Room, Sheraton Mirage Resort & Spa, 71 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 2016.

**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 2016 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 Directors (Resolutions 2 & 3):**

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

‘That, Mr Anthony James Alford, 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’.

‘That, Mr Stephen Lonie, 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. Election of Director (Resolution 4):**

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

‘That, Mr Russell Shields, having been appointed a non-executive Director on 18 December 2015 and, being eligible, offers himself for election, is elected as a Director of the Company’.

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

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

‘That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve the issue of 5,197,044 ordinary shares on 6 October 2016, issued pursuant to a dividend reinvestment plan (‘DRP’) shortfall placement, particulars of which are provided in the Explanatory Memorandum accompanying this notice of meeting’.

The Company will disregard any votes cast on Resolution 5 by a person who participated in the 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.

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

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

‘That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve the issue of 5,379,747 ordinary shares on 22 September 2016, issued as part consideration for the acquisition of Hudson Pacific Corporation Pty Ltd’.

The Company will disregard any votes cast on Resolution 6 by a person who participated in the 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.

**7. Financial Assistance by Hudson Pacific Corporation Entities (Resolution 7):**

To consider, and if in favour, 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 Hudson Pacific Corporation Entities (each of which are 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 Hudson Pacific Corporation Pty Ltd as described in the Explanatory Memorandum’.

**8. Approval of Managing Director FY17 Long Term Incentive (Resolution 8):**

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

‘That for the purposes of ASX Listing Rule 10.11 and sections 200B and 200E of the Corporations Act and for all other purposes, the grant to Mr Andre Nell, being the Managing Director of the Company, or his nominee, of 53,763 performance rights (converting to one ordinary share in the Company for each performance right which vests) on account of FY17 long term incentive remuneration, and on the terms and conditions set out in the Explanatory Memorandum accompanying this notice of meeting, is approved’.

The Company will disregard any votes cast on Resolution 8 by Mr Andre Nell and his associates 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.

**9. Change of Auditor (Resolution 9):**

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

‘Subject to the Australian Securities and Investments Commission (ASIC) consenting to the resignation of Deloitte Touche Tohmatsu as auditor of the Company, that pursuant to section 327B of the Corporations Act 2001 (Cth) and for all other purposes, PricewaterhouseCoopers be appointed as auditor of the Company with effect from the later of the conclusion of the 2016 Annual General Meeting and the day on which ASIC consent is given’.

**10. Renewal of Proportional Takeover Approval Provisions (Resolution 10):**

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

‘That the Company’s Constitution be amended by adopting Rule 27, in the form of the Schedule to the Explanatory Memorandum, accompanying this notice of meeting, and that the proportional takeover approval provisions contained in Rule 27 be effective for a further three years from the day on which the resolution is passed’.

**11. Non-Executive Directors’ Remuneration (Resolution 11):**

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 \$150,000 to \$1,100,000 (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 11 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 28 October 2016.

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 purposes 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 28<sup>th</sup> of November 2016. 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. Shareholders 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 1.30pm (Qld time) on the 28<sup>th</sup> of November 2016.
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 Pandanus Room, Sheraton Mirage Resort & Spa, Seaworld Drive, Mainbeach, Qld from 1.00pm to 1.30pm (Qld time) on the 30<sup>th</sup> of November 2016.
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 1.30pm (Qld time) on the 28<sup>th</sup> of November 2016.
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 30<sup>th</sup> of November 2016.

**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 30 November 2016 at 1.30pm (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 Board recommends that shareholders vote in favour of Resolution 1 at the Company's Annual General Meeting. The Chairman intends to vote all undirected proxies in favour of Resolution 1.*

**3. RE-ELECTION OF DIRECTORS (Resolutions 2 & 3):**

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.

**Anthony (Tony) James Alford:**

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

Mr Alford holds a Bachelor of Business from the University of Tasmania, is a Fellow of CPA Australia, a member of the Taxation Institute of Australia (CTA) and a retired member of the Institute of Chartered Accountants.

Tony's association with Retail Food Group commenced in 1994 in an advisory role through his private accountancy practice. This association resulted in his appointment as financial controller of the Company in 1996, and in December 1999, his appointment as Managing Director of the Company.

Subsequent to this, Tony presided over significant growth in the Company's business, revenue and profitability. He stepped down from the role of RFG Managing Director on 30 June 2016 in order to assume a non-executive Director position on the Board.

Prior to his involvement with Retail Food Group, Tony conducted a successful private accountancy practice for in excess of twenty years.

*The Board (with Mr Alford abstaining) recommends that shareholders vote to re-elect Mr Alford as a Director at the Company's Annual General Meeting. The Chairman intends to vote all undirected proxies in favour of Resolution 2.*

**Stephen Lonie:**

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

Mr Lonie was appointed an independent non-executive Director by the Board on the 24<sup>th</sup> June 2013. He is also Chairman of the Company's Audit & Risk Management Committee, and a member of the Company's Nomination and

Remuneration Committees. Mr Lonie's appointment to the Board was ratified by shareholders at the Company's 2013 AGM.

Mr Lonie is a Chartered Accountant by profession and enjoyed an extensive career with professional services firm KPMG, where he was previously Managing Partner of the firm's Queensland operations, and a member of KPMG Australia's National Board.

He is currently a Director of listed corporations, MyState Limited, an approved deposit taking institution, and, Corporate Travel Management Ltd, a specialist corporate travel services provider. He is also the Chairman of Jellinbah Resources Pty Ltd, a major privately owned Queensland metallurgical coal producer.

*The Board (with Mr Lonie abstaining) recommends that shareholders vote to re-elect Mr Lonie as a Director at the Company's Annual General Meeting. The Chairman intends to vote all undirected proxies in favour of Resolution 3.*

#### **4. ELECTION OF DIRECTOR (Resolution 4):**

Rule 13.2 of the Company's Constitution states that a Director appointed by the Board may hold office until the next AGM of the Company at which time he or she is then eligible for election but is not to be taken into account in determining the number of Directors who are to retire by rotation at the meeting.

##### ***Russell Shields:***

Mr Russell Shields was appointed an independent non-executive Director by the Board on the 18<sup>th</sup> of December 2015.

Mr Shields brings extensive experience across finance, economics and property gained across a highly successful career spanning 35 years. Previously holding high level management positions with ANZ and HSBC working across Australia and Asia, Russell is an experienced banker with extensive knowledge of retail, corporate, institutional and investment banking both in Australia and Asia.

He is currently a Fellow of The Australian Institute of Company Directors, a Senior Fellow of Finsia, and is also a Director of Eclix Group Limited, Acquis Entertainment Limited and a consultant to Savills.

*The Board (with Mr Shields abstaining) recommends that shareholders vote to elect Mr Shields as a Director at the Company's Annual General Meeting. The Chairman intends to vote all undirected proxies in favour of Resolution 4.*

#### **5. APPROVAL OF PREVIOUS ISSUE OF ORDINARY SHARES (Resolution 5):**

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 meeting, the Company issued 5,197,044 ordinary shares pursuant to a DRP Shortfall Placement. Prior approval of the issue of the above shares was not necessary.

The allotment and issue of the securities detailed in Resolution 5 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	5,197,044 ordinary shares
Issue date of the ordinary shares	6 October 2016 (following settlement of the DRP Shortfall Placement on 5 October 2016)
Issue price of the ordinary shares	\$6.85 per share (being a c.2% premium to the DRP price applicable to the Company's FY16 final dividend, being \$6.71).
The terms of the securities	The ordinary shares issued as part of the DRP Shortfall 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	The ordinary shares were placed with sophisticated, professional or otherwise exempt investors.



The use (or intended use) of funds raised	The purpose of the issue was a DRP Shortfall Placement and the funds raised were used as part of capital management initiatives.
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*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.*

#### **6. APPROVAL OF PREVIOUS ISSUE OF ORDINARY SHARES (Resolution 6):**

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 the 25<sup>th</sup> of August 2015, the Company announced its entry into a Share Purchase Agreement (**SPA**) to acquire Hudson Pacific Corporation Pty Ltd ACN 125 810 059, the ultimate owner of the Hudson Pacific Food Service, Dairy Country and Bakery Fresh businesses.

On completion, and under the terms, of the SPA, on 22 September 2016 RFG issued 5,379,747 ordinary shares in part payment of the consideration due and payable under the SPA. Prior approval of the issue of the above shares was not necessary.

The allotment and issue of the securities at completion of the SPA and detailed in Resolution 6 did not exceed the 15% threshold for the purposes 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 purposes 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	5,379,747 ordinary shares
Issue date of the ordinary shares	22 September 2016
Issue price of the ordinary shares	\$6.32 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 Vendor under the SPA in respect of the Hudson Pacific Corporation Pty Ltd acquisition.
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 Hudson Pacific Corporation Pty Ltd.

*The Board recommends that shareholders vote in favour of Resolution 6 at the Company's Annual General Meeting. The Chairman intends to vote all undirected proxies in favour of Resolution 6.*

#### **7. FINANCIAL ASSISTANCE BY HUDSON PACIFIC CORPORATION ENTITIES (Resolution 7):**

On the 25<sup>th</sup> of August 2016, the Company announced its entry into a Share Purchase Agreement (SPA) to acquire Hudson Pacific Corporation Pty Ltd ACN 125 810 059, the ultimate owner of the Hudson Pacific Food Services, Dairy Country and Bakery Fresh businesses. Settlement of the SPA took place on 22 September 2016.

The Company chose to fund a portion of the consideration payable under the SPA through debt ('Debt Financing') and existing cash reserves. A condition of the Debt Financing is that the following entities (the 'Hudson Pacific Corporation Entities'), each of which became subsidiaries of the Company on settlement of the SPA, allow the Company's financiers to take fixed and floating charges over their assets and undertaking:

Hudson Pacific Corporation Pty Ltd ACN 125 810 059

Dairy Country Pty Ltd ACN 096 193 887

Bakery Fresh Pty Ltd ACN 159 149 872



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 7 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 Hudson Pacific Corporation Entities and RFG obtain shareholder approval so that the Hudson Pacific Corporation 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 Hudson Pacific Corporation 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 Hudson Pacific Corporation Entity may constitute the giving of financial assistance to RFG in connection with the acquisition by RFG of the shares in the Hudson Pacific Corporation Entities and approval for such financial assistance is being sought by Resolution 7.

*Effects of the financial assistance:*

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

- (a) Each Hudson Pacific Corporation Entity will become liable (as a guarantor) for the Debt Financing and that Hudson Pacific Corporation 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 Hudson Pacific Corporation 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 Hudson Pacific Corporation Entities; and
- (d) In the event of the winding up of the Hudson Pacific Corporation 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 each of the Hudson Pacific Corporation 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's 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 Hudson Pacific Corporation 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 7 is not approved, the Hudson Pacific Corporation Entities may not be able to give the charges contemplated by the Debt Financing agreement. In those circumstances, the Debt Financing financier may withdraw the Debt Financing utilised to partially fund the acquisition of Hudson Pacific Corporation Pty Ltd, whereupon RFG will need to seek alternative funding to replace the funding 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 7 at the Company's Annual General Meeting. The Chairman intends to vote all undirected proxies in favour of Resolution 7.*

**8. APPROVAL OF MANAGING DIRECTOR FY17 LONG TERM INCENTIVE (Resolution 8):**

Mr Andre Nell is the Managing Director of Retail Food Group Limited, to whom it is proposed to grant 53,763 performance rights which, if they vest, will convert to one ordinary share in the Company per performance right (the 'Performance Rights' or 'Rights').

Approval for the issue of the aforesaid Rights is sought in accordance with the provisions of ASX Listing Rule 10.11 and sections 200B and 200E of the Corporations Act, and for all other purposes. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

**ASX Listing Rule 10.11:**

The required information under ASX Listing Rule 10.13, so far as it relates to Resolution 8, is as follows:

- (a) The Performance Rights will be issued to Mr Andre Nell, the Company's Managing Director, or his nominee;
- (b) The maximum number of Performance Rights to be issued is 53,763 (to acquire one ordinary share for each Performance Right which vests);
- (c) If Resolution 8 is approved, the Performance Rights will be issued no later than one month after the date of the AGM and it is anticipated that the Performance Rights will be issued on one date;
- (d) The Performance Rights are being issued as part of an incentive component of Mr Nell's remuneration package as Managing Director of the Company. As such, the Performance Rights will be granted to Mr Nell for nil consideration and Mr Nell will not be required to pay any consideration on the grant of the Performance Rights or the issue of ordinary shares on vesting and exercise of those Performance Rights;
- (e) Key terms of the Performance Rights are set out in these explanatory notes; and
- (f) There will be no funds raised from the grant of the Performance Rights.

**Section 200B and 200E of the Corporations Act:**

The Corporations Act provides that the Company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the Company or its related bodies corporate if it is approved by shareholders or an exemption applies (for example, where the benefit together with other benefits does not exceed the payment limit set out in the Corporations Act including where the aggregate benefits do not exceed one year's aggregate based salary).

The term benefit is open to a wide operation and may include the accelerated vesting of the Performance Rights. As outlined in the summary of the terms of the Performance Rights in these explanatory notes, the Board has the discretion to determine that some or all of those rights that are not exercisable at the time Mr Nell ceases employment with the Company become exercisable. The Board also has the discretion to accelerate the vesting of the rights in a change of control event. If Mr Nell ceases employment with the Company or a change of control event occurs, he may be entitled to exercise the Performance Rights granted to him.

Early exercise of Mr Nell's Performance Rights may amount to the giving of a termination benefit requiring shareholder approval in accordance with the Corporations Act. Accordingly, shareholder approval is also sought for such benefit which Mr Nell may receive on cessation of his employment with the Company.

Mr Nell's FY16 remuneration including termination benefits are set out in the Company's 2016 Remuneration Report. On 30 June 2016 the Company entered into a new Employment Agreement with Mr Nell in connection with his role as Managing Director, which he assumed on 1 July 2016. Details of Mr Nell's Managing Director remuneration package were detailed in the Company's Announcement to the market of 25 February 2016. That remuneration is described below on page 12.

The value of any consequent termination benefit that may be received as a result of early exercise of the Performance Rights upon cessation of employment or a change of control event cannot be ascertained at the present time. Apart from the future share price being unknown, the following matters which will or are likely to affect the value of the benefit are:

- (a) The number of unvested Performance Rights held by Mr Nell prior to cessation of employment;
- (b) The reasons for cessation of employment; and
- (c) The exercise of the Board's discretion at the relevant time.

Mr Nell holds an interest in the outcome of Resolution 8 given that this resolution approves the grant to him (or his nominee) of the Performance Rights.

Other information that is reasonably required by members in order to decide whether or not it is in the Company's interest to pass the proposed resolution and that is known to the Company or its directors:

**Potential Benefits to the Company:**

If the Performance Rights are issued as proposed pursuant to Resolution 8, the Company considers the following benefits arise:

- (a) Mr Nell, who is an executive Director and Managing Director of the Company, will have an increased interest in the affairs of the Company as the holder of the Performance Rights. The Company has determined the number of Performance Rights to be issued to Mr Nell on the basis that it will provide a meaningful incentive to him in the context of his total remuneration package;
- (b) The issue of the Performance Rights to Mr Nell is a non-cash form of remuneration, thus conserving the Company's cash reserves. The issue enables the Company to provide Mr Nell with reward for his services provided and an incentive for future services he will provide to the Company in a cost-effective manner as opposed to other forms of remuneration.

**Potential Costs to the Company:**

If the Performance Rights convert to ordinary shares, this will result in a dilution of the issued share capital of the Company.

If all of the Performance Rights granted to Mr Nell (or his nominee) were to convert to ordinary shares, the dilutionary effect on the current issued capital of the Company and the effect on control will be as set out in the table below:

Shareholders	Ordinary shares on issue (undiluted)	Ordinary shares on issue (fully diluted)	Ordinary shares on issue on grant of Performance Rights (undiluted)	Ordinary shares on issue of grant of Performance Rights (fully diluted)
Current shareholders (other than Mr Nell):	176,041,720	176,184,793	176,041,720	176,184,793
Mr Nell	12,364	12,364	12,364	66,127
Total:	176,054,084	176,197,157	176,054,084	176,250,920

The Directors (other than Mr Nell) consider that the dilutionary impact of the Performance Rights and the effect on control of the Company is immaterial and more than offset by the advantages accruing from the Company securing the services of Mr Nell on appropriate incentive terms.

In the twelve months to 11 October 2016, based on trading day closing prices, the Company's ordinary shares have traded on the ASX at prices of between \$4.04 (on 26 November 2015) and \$7.37 (on 26 September 2016). The closing price on 11 October 2016 was \$6.91.

The Board considers that the issue of the Performance Rights provides an appropriate incentive as part of Mr Nell's overall remuneration package, disclosed to the market on 25 February 2016.

AASB 2 "Share Based Payments" requires that these payments shall be measured at the fair value of the equity instrument with such amount being expensed in the Company's income statement.

**Calculation of Performance Rights:**

The Performance Rights will not be quoted on the ASX and are not transferable or tradeable. The Performance Rights do however convey a right to acquire shares in the Company subject to the achievement of performance based vesting conditions.

The total number of Performance Rights forming part of the Rights (being 53,763 Performance Rights) has been calculated in accordance with the following formula:

$$A = (B \div C)$$

Where:

"A" is the total number of rights forming part of the Performance Rights rounded to the nearest whole amount;

"B" is the sum of \$300,000; and

"C" is \$5.58, being the ASX closing price for the Company's ordinary shares on 1 July 2016, being the first day of the first performance period detailed below, and being a price consistent with that applicable to those performance rights granted to other executives of the Company in respect of FY17 long term incentive remuneration on the 14<sup>th</sup> of July 2016.

**Taxation Consequences:**

No stamp duty will be payable in respect of the grant of the Performance Rights. No GST will be payable by the Company in respect of the grant of the Performance Rights (or if it is then it will be recoverable as an input tax credit). The Company will be liable to the Queensland State Government (Office of State Revenue) for payroll tax on the taxable value of the Performance Rights computed for payroll tax purposes. The Company elects to be taxed for payroll tax purposes on the date shares are issued.

**Related Parties Existing Interest:**

Excluding the Performance Rights the subject of Resolution 8, the voting power of Mr Nell (and entities associated with him) in the Company's securities as at close of trade on 11 October 2016 is as follows:

Director	Shares	Performance Rights
Andre Nell	12,364	Nil

**Director's Remuneration:**

Mr Nell assumed the position of Managing Director of the Company on 1 July 2016.

Prior to assuming the role of Managing Director, Mr Nell's immediately prior role within the Company was CEO (Franchise). Prior to that, Mr Nell held the role of Chief Operating Officer (COO). Total remuneration paid to Mr Nell in the financial years ended 30 June 2014, 30 June 2015 and 30 June 2016 was as follows:

Director	Position	Year	Short term employment benefits	Post employment benefits	Share based payments	Total
Mr Andre Nell	CEO (Franchise)	FY16	\$398,011	\$19,308	-	\$417,319
Mr Andre Nell	COO	FY15	\$366,000	\$21,935	-	\$387,935
Mr Andre Nell	COO	FY14	\$230,586	\$20,064	-	\$250,650

In relation to FY17 and beyond, the contract of employment entered into between Mr Nell and RFGA Management Pty Ltd (a subsidiary of the Company) requires the employee to give a minimum of twelve (12) months' notice of termination to the employer. RFGA Management Pty Ltd could terminate the employee by giving a minimum of twelve (12) months' notice or payment of the equivalent salary in lieu. Mr Nell's remuneration package, effective 1 July 2016, is as follows:

- Fixed annual remuneration: \$600,000 (inclusive of superannuation);
- Short term incentive remuneration: Maximum entitlement up to 33.3% of fixed annual remuneration; and
- Long term incentive remuneration: Maximum entitlement up to 50.0% of fixed annual remuneration.

Short and long term remuneration and incentive arrangements are considered by the Company's Remuneration Committee and Board on a regular basis and are dependent upon, among other things, the executive's performance, the achievement of applicable performance hurdles (where set) and the circumstances of the Company at the applicable time.

**Performance Rights – Key Terms:**

The key terms of the Performance Rights proposed to be granted to Mr Nell are as follows:

1. Share Entitlement:

Absent any restructure of the Company's share capital, each Right confers the right on vesting, to one fully paid ordinary share in the Company.

2. Consideration for the Rights:

The Rights will be granted for nil consideration.

3. Tranches:

The total quantum of Performance Rights (53,763) are divided into three (3) equal tranches of 17,921 Rights, with each tranche respectively having a twelve (12) months' performance period aligned to successive financial years, being FY17 (tranche 1), FY18 (tranche 2) and FY19 (tranche 3).

4. Vesting:

Subject to satisfaction of the discrete performance measures mentioned below, each tranche of Performance Rights will vest on 1 July in the year following expiration of the performance periods noted in Item (3) above, being 1 July 2019.

5. Performance Measures:

Each tranche of Performance Rights is dependent upon satisfaction of two discrete performance measures:

- Earnings per Share (EPS) representing 50% of the total grant; and
- Total Shareholder Return (TSR) representing 50% of the total grant.

6. EPS Measure:

The EPS measure is assessed by reference to the Company's compound annual basic EPS (on a normalised basis) growth over the relevant performance period. If the EPS growth over the relevant performance period is:

- A) Less than 10%, 0% of the Performance Rights subject to the EPS measure vest on the vesting date;
- B) Between 10% and 15%, 50-100% of the Performance Rights subject to the EPS measure vest on the vesting date, determined proportionately on a straight line basis;
- C) Equal to or greater than 15%, 100% of the Performance Rights subject to the EPS measure vest on the vesting date;

7. **TSR Measure:**

The TSR measure is assessed by reference to RFG's TSR over the relevant performance period compared to the median TSR achieved amongst companies forming part of the ASX200 Consumer Discretionary Index ('Comparator Group'). If the Company's TSR for the relevant performance period, when compared with the median TSR achieved by the Comparator Group, is:

- A) Below the 50<sup>th</sup> percentile, 0% of the Performance Rights subject to the TSR measure vest on the vesting date;
- B) Between the 50<sup>th</sup> and 75<sup>th</sup> percentile, 50% of the Performance Rights subject to the TSR measure will vest on the vesting date, plus 1% of such Performance Rights for each percentile above the 50<sup>th</sup> percentile;
- C) In the 75<sup>th</sup> percentile or above, 100% of the Performance Rights subject to the TSR measure vest on the vesting date.

8. **Quotation:**

Where RFG ordinary shares are issued on vesting of the Performance Rights, the Company will apply to the ASX as required by the ASX Listing Rules, for those RFG ordinary shares to be quoted.

9. **Performance Rights Plan:**

The terms of the Company's Performance Rights Plan, the terms of which were advised to the market on 14 July 2016, will otherwise apply to the Performance Rights.

Other than the information above and otherwise set out in this Explanatory Memorandum, the Directors do not believe that there is any other information known to the Company or its Directors that shareholders reasonably require to make a decision in relation to the benefits contemplated by Resolution 8.

*The Board (with Mr Nell abstaining) recommends that shareholders vote in favour of Resolution 8 at the Company's Annual General Meeting. The Chairman intends to vote all undirected proxies in favour of Resolution 8.*

**9. CHANGE OF AUDITOR (Resolution 9):**

Deloitte Touche Tohmatsu ('Deloitte') has been the Company's auditor since before the Company's admission to the Official List of the ASX in June 2006. During this time, the Board and management have been satisfied that they have conducted the audit with independence and competence.

Following conclusion of the Company's FY16 audit, the Board undertook a detailed review of the accounting firms with the necessary capabilities to conduct the Company's audit, given the long tenure of the Company's current auditor. As a result of that review, the Board considers it timely to recommend the appointment of PricewaterhouseCoopers as auditor of the Company. Under the Corporations Act, members must approve the appointment of a new auditor.

ASIC must consent to Deloitte's resignation as auditor for it to be effective. Therefore, Deloitte's resignation can only take effect from whichever of the following is the last to occur:

- 1. The conclusion of the Company's 2016 Annual General Meeting; and
- 2. The day on which ASIC gives that consent.

Saga Investments Pty Ltd ACN 121 258 179 ATF The WSS Trust No 4, being a member of the Company, has nominated that PricewaterhouseCoopers be appointed as auditor, assuming that ASIC consents to the resignation of Deloitte as auditor. In accordance section 328B(3) of the Corporations Act, a copy of the notice of nomination is included at the end of these Explanatory Notes.

*The Board recommends that shareholders vote in favour of Resolution 9 at the Company's Annual General Meeting. The Chairman intends to vote all undirected proxies in favour of Resolution 9.*

**10. RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS (Resolution 10):**

The Company's Constitution includes proportional takeover approval provisions (rule 27) which enables the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by shareholders in general meeting approving the offer. Under the Corporations Act, proportional takeover provisions expire after three years from adoption or renewal. The provisions contained in the Company's Constitution were last adopted by shareholders at the Company's 2013 AGM on 29 November 2013.



The Company is seeking shareholder approval to renew these provisions under the Corporations Act. The proposed proportional takeover provisions are identical to those approved by shareholders on 29 November 2013. The Corporations Act requires the Company to provide shareholders with an explanation of the proportional takeover approval conditions, and this is set out below.

The proposed rule 27 of the Constitution is set out in the Schedule.

*What is a Proportional Takeover Bid:*

A proportional takeover bid is a takeover offer sent to all shareholders but only in respect of a specified portion of each shareholder's securities. Accordingly, if a shareholder accepts in full the offer under a proportional takeover bid, it will dispose of the specified portion of its securities in the Company and retain the balance of the securities.

*Effect of Renewal:*

If renewed, under existing rule 27, in the event that a proportional takeover offer is made to shareholders of the Company, the Board of the Company will be required to convene a meeting of shareholders to vote on a resolution to approve the proportional takeover. That meeting must be held at least 14 days before the offer under the proportional takeover bid closes.

The resolution is taken to have been passed if a majority of securities voted at the meeting, excluding the securities of the bidder and its associates, vote in favour of the resolution. If no resolution is voted on at least 14 days before the close of the offer, the resolution will be deemed to have been passed. Where the resolution approving the offer is passed or deemed to have been passed, transfers of securities resulting from accepting the offer will be registered provided they otherwise comply with the Corporations Act, the ASX Listing Rules, the ASIC Operating Rules and the Company's Constitution. If the resolution is rejected, then in accordance with the Corporations Act, the offer will be deemed to be withdrawn.

*Reasons for Proposing the Resolution:*

The Directors consider that shareholders should have the opportunity to renew rule 27 in the Constitution. Without rule 27, a proportional takeover bid for the Company may enable effective control of the Company to be acquired without shareholders having the opportunity to dispose of all of their securities to the bidder. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their securities whilst leaving themselves as part of a minority interest in the Company.

Without rule 27, if there was a proportional takeover bid and shareholders considered that control of the Company was likely to pass, shareholders would be placed under pressure to accept the offer even if they did not want control of the Company to pass to the bidder. Renewing rule 27 will make this situation less likely by permitting shareholders to decide whether a proportional takeover bid should be permitted to proceed.

*No Knowledge of Present Acquisition Proposals:*

As at the date of this notice, no Director is aware of a proposal by any person to acquire or increase the extent of a substantial interest in the Company.

*Potential Advantages and Disadvantages:*

The renewal of rule 27 will enable the Directors to formally ascertain the views of shareholders in respect of a proportional takeover bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of shareholders. Other than this advantage, the Directors of the Company consider that renewal of rule 27 has no potential advantages or disadvantages for them, as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.

The Directors consider that renewing rule 27 will benefit all shareholders in that they will have an opportunity to consider a proportional takeover bid and then attend or be represented by proxy at a meeting of shareholders called specifically to vote on the proposal. Accordingly, shareholders will be able to prevent a proportional takeover bid proceeding if there is insufficient support for the proposition that control of the Company should not be permitted to pass under the proportional takeover bid. Furthermore, knowing the view of shareholders assists each individual shareholder assessing the likely outcome of the proportional takeover bid and whether to accept or reject that bid.

As to the possible disadvantages to shareholders renewing rule 27, it may be argued that the proposal makes a proportional takeover bid more difficult and that proportional takeover bids will therefore be discouraged. This may reduce the opportunities which shareholders may have to sell all or some of their securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's share price. Rule 27 may also be considered an additional restriction on the ability of individual shareholders to deal freely on their securities.



The Directors consider that there are no other advantages or disadvantages for Directors and shareholders which arose during the period during which the proportional takeover approval provisions have been in effect, other than those discussed in this section.

On balance, the Directors consider that the possible advantages outweigh the possible disadvantages such that the renewal of rule 27 is in the interests of shareholders.

*The Board recommends that shareholders vote in favour of Resolution 10 at the Company's Annual General Meeting. The Chairman intends to vote all undirected proxies in favour of Resolution 10.*

#### **11. NON-EXECUTIVE DIRECTORS' REMUNERATION (Resolution 11):**

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 non-executive Directors is \$950,000 per annum. An annualised amount equivalent to approximately \$690,000 per annum (inclusive of superannuation) is currently paid to the Directors. Save and except in relation to Anthony James Alford who became a non-executive Director effective 1 July 2016, and previous to that held the role of RFG Managing Director, 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. Mr Alford, in his then capacity as Managing Director of the Company, was issued 104,408 ordinary shares in the Company on 23 December 2013, following approval by members of that issue at the Company's 2013 AGM of 29 November 2013.

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.

As well, since the maximum aggregate amount for payment to the Directors was last approved by the Company, three (3) new non-executive Directors have been appointed, being Kerry Ryan (August 2015), Russell Shields (December 2015) and Anthony Alford (July 2016).

Given this, the Company seeks shareholder approval to increase the maximum aggregate amount payable to the non-executive directors by \$150,000, from \$950,000 to \$1,100,000.

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 11 at the Company's AGM. The Chairman intends to vote all undirected proxies in favour of Resolution 11.*

**SCHEDULE 1: Nomination of Auditor**

The Secretary  
Retail Food Group Limited  
RFG House  
1 Olympic Circuit  
Southport Qld 4215

19 October 2016

Dear Sir/Madam

**RE: NOMINATION OF AUDITOR**

In accordance with the provisions of section 238B of the Corporations Act 2001 (Cth), Saga Investments Pty Ltd ACN 121 258 179 as trustee for The WSS Trust No 4, being a member of Retail Food Group Limited, hereby nominates PricewaterhouseCoopers, for appointment as auditor of that company.

Yours faithfully



Sole Director  
Saga Investments Pty Ltd

**SCHEDULE 2: Proposed Rule 27 of Constitution**

**27. Partial Takeovers:**

**27.1 Interpretation:**

For the purposes of this rule:

**‘Proportional Takeover Bid’** has the same meaning as given to that term by section 9 of the Law;

**‘Relevant Date’** in relation to a Proportional Takeover Bid, means the day that is 14 days before the end of the period during which the offers under the Proportional Takeover Bid remain open.

A reference to a **‘person associated with’** another person has the meaning given to that expression by Division 2 of Part 1.2 of the Law.

**27.2 Approval of Partial Takeover Bids:**


- (a) Subject to the Listing Rules, where offers have been made under a Proportional Takeover Bid in respect of shares in a class of shares in the Company, the registration of a transfer giving effect to a takeover contract for the bid is prohibited unless and until a resolution (in this rule referred to as an **‘Approving Resolution’**) to approve the Proportional Takeover Bid is passed in accordance with the provisions of this rule;
- (b) A person (other than the bidder or an associate of the bidder) who, as at the end of the day of which the first offer under the Proportional Takeover Bid was made, held shares in that class is entitled to vote on an Approving Resolution and, for the purposes of so voting, is entitled to one vote for each of the shares held in that class;
- (c) An Approving Resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the Approving Resolution;
- (d) The provisions of these rules that apply in relation to a general meeting of the Company, with modifications as the circumstances require, apply in relation to a meeting that is convened to vote on an Approving Resolution as if such a meeting was a general meeting of the Company;
- (e) An Approving Resolution that has been voted on in accordance with this rule, is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than one-half, and otherwise is taken to have been rejected;
- (f) Where offers have been made under a Proportional Takeover Bid then the Board must ensure that a resolution to approve the Proportional Takeover Bid is voted on in accordance with this rule before the Relevant Day;
- (g) Where a resolution to approve a Proportional Takeover Bid is voted on, in accordance with this rule, before the Relevant Day, the Company must, on or before the Relevant Day;
  - (i) give to the bidder; and
  - (ii) serve on each notifiable securities exchange in relation to the Company;
 


a notice in writing stating that a resolution to approve the Proportional Takeover Bid has been voted on and whether the resolution has been passed, or has been rejected, as the case requires.
- (h) Where, at the end of the day before the Relevant Day no resolution to approve the Proportional Takeover Bid has been voted on in accordance with this rule, a resolution to approve the Proportional Takeover Bid is to be, for the purpose of this rule, deemed to have been passed in accordance with this rule;
- (i) Where a resolution under this rule is rejected, then:
  - (i) Despite section 652A of the Law, all offers under the Proportional Takeover Bid that have not, as at the end of the Relevant Day, been accepted, and all offers (in this paragraph referred to as the **‘accepted offers’**) under the Proportional Takeover Bid that have been accepted and from whose acceptance binding contracts have not resulted, at the end of the Relevant Day, are deemed to be withdrawn at the end of the Relevant Day;
  - (ii) The bidder is, forthwith after the end of the Relevant Day, to return to each person who has accepted any of the accepted offers any documents that were sent by the person to the bidder with the acceptance of the offer;

- (iii) The bidder is entitled to rescind, and is required forthwith after the end of the Relevant Day, to rescind, each binding contract resulting from the acceptance of an offer made under the Proportional Takeover Bid; and
  - (iv) A person who has accepted an offer made under the Proportional Takeover Bid is entitled to rescind the contract (if any) resulting from that acceptance.
- (j) This rule ceases to have effect on the third anniversary of the later of the date of adoption or last renewal of this rule.



**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

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



**Proxy Form**

**XX**



**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 1:30pm (QLD time) Monday 28 November 2016**

**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 **Pandanus Room, Sheraton Mirage Resort & Spa, 71 Seaworld Drive, Mainbeach, QLD 4217 on Wednesday, 30 November at 1:30pm (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 **Items 1, 8 and 11** (except where I/we have indicated a different voting intention below) even though **Items 1, 8 and 11** are 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 **Items 1, 8 and 11** 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.

ORDINARY BUSINESS	For	Against	Abstain		For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Financial Assistance by Hudson Pacific Corporation Entities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Mr Anthony James Alford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval of Managing Director FY17 Long Term Incentive	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director - Mr Stephen Lonie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director - Mr Russell Shields	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Renewal of Proportional Takeover Approval Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Previous Issue of 5,197,044 Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Non-Executive Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of Previous Issue of 5,379,747 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.*

<b>Individual or Securityholder 1</b>	<b>Securityholder 2</b>	<b>Securityholder 3</b>
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>
<b>Sole Director and Sole Company Secretary</b>	<b>Director</b>	<b>Director/Company Secretary</b>

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_