

# RETAIL FOOD GROUP

ABN 31 106 840 082

## For all enquiries:

### Phone:



(within Australia) 1300 552 270  
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### Web:



[www.computersharecas.com.au/rfgspp](http://www.computersharecas.com.au/rfgspp)

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RFG

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

*Not for release to US wire services or distribution in the United States*

9 March 2023

Dear Shareholder

On behalf of the Directors of Retail Food Group Limited (“**RFG**” or the “**Company**”), I am pleased to offer you the opportunity to participate in our Share Purchase Plan (“**SPP**”), enabling you to apply to purchase up to \$30,000 worth of RFG ordinary shares without brokerage and transaction costs (“**SPP Offer**”).

The SPP Offer gives Eligible Shareholders (as defined in the SPP Offer Document) the opportunity to acquire up to \$30,000 of new fully paid ordinary shares in RFG (“**New Shares**”) without incurring brokerage or other transaction costs. The SPP Offer aims to raise approximately \$2.5 million (before costs) and is not underwritten. RFG may decide to increase this cap and accept oversubscriptions and/or scale back applications under the SPP Offer at the Directors’ absolute discretion, subject to compliance with the ASX Listing Rules and *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

On Friday, 3 March 2023 RFG announced a New Debt Facility (as that term is defined in the ASX announcement) for \$20 million and an equity capital raising of \$27.4 million before costs, of New Shares via a placement to sophisticated and professional investors (“**Placement**”) and this SPP. The equity raising comprises:

- an unconditional placement of 311.5 million New Shares to raise approximately \$24.9 million under the Company’s existing ASX Listing Rule 7.1 placement capacity (“**Placement**”); and
- this SPP offered to existing and eligible RFG shareholders in Australia and New Zealand to issue 31,250,000 New Shares to raise approximately \$2.5 million (subject to the Directors determining in their absolute discretion to accept oversubscriptions, subject to compliance with the ASX Listing Rules and *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*).

Up to approximately 311.5 million New Shares are proposed to be issued under the Placement, representing approximately 14.6% of existing shares on issue, and approximately 31.25 million New Shares are proposed to be issued under the SPP Offer, representing approximately 1.5% of existing shares on issue.

The offer price of the Placement and SPP Offer (together the Offer) is \$0.08 per New Share.

Proceeds from the SPP Offer and the Placement together with the New Debt Facility will be primarily used to reset and strengthen the Company's balance sheet and to pursue core business and inorganic growth opportunities. Please ensure you review the Investor Presentation released to the ASX on Friday, 3 March 2023.

In addition, there are numerous risks associated with the Placement and the SPP, and RFG shareholders are referred to a summary of certain key risks associated with the Placement and SPP, and RFG shares more generally, as set out in the Investor Presentation released by RFG to the ASX on Friday, 3 March 2023.

#### **How to obtain a copy of the SPP Offer Document and your personalised Application Form**

1. **ONLINE** The SPP Offer Document and your personalised Application Form are available to view online at [www.computersharecas.com.au/rfgspp](http://www.computersharecas.com.au/rfgspp). To access this website you will need your SRN or HIN, which is displayed at the top of this letter.
2. **PAPER** You can request a paper copy of the SPP Offer Document and your personalised Application Form by contacting the Share Registry Monday to Friday, 8.30am – 5.00pm (Sydney time) on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia).

The following is a summary of the key features of the SPP:

- 1 **Price** – Under the SPP Offer, Eligible Shareholders have an opportunity to subscribe for up to \$30,000 of New Shares at the SPP Offer price of \$0.08, being the offer price under the Placement.

The offer price represents a discount of approximately 12.1% to the closing price for RFG Shares on ASX on Tuesday, 28 February 2023 (being \$0.091), being the last trading date prior to the Company's trading halt on Wednesday, 1 March 2023.

No brokerage commission or other transaction costs are payable by shareholders in respect of the issue of New Shares under the SPP Offer.

You should note that RFG's share price may rise or fall between the date of this offer and the date when New Shares are issued under the SPP Offer. This means that the price you would pay per New Share pursuant to this offer may be either higher or lower than the RFG share price at the time the New Shares are issued under the SPP Offer. If you participate in the SPP Offer, you are accepting the risk that the market price of RFG's shares may change between the offer opening date and the date when New Shares are issued under the SPP Offer. Your application is unconditional and may not be withdrawn even if the market price of RFG shares is less than the issue price for each New Share under the SPP Offer.

- 2 **Eligible Shareholders** – Participation in the SPP Offer is entirely optional and is open to Eligible Shareholders (the eligibility criteria is set out in the SPP Offer Document), including Eligible Shareholders who are custodians on behalf of Eligible Beneficiaries on the terms and conditions set out in the SPP Offer Document.

The record date for determining the eligibility to participate in the SPP Offer is 7:00pm (Sydney time) on Thursday, 2 March 2023.

Your right to participate in the SPP Offer is not transferable. The offer to acquire New Shares is not a recommendation or financial or investment advice.

- 3 **Offer period** – The SPP Offer opens at 9:00am (Sydney time) on Thursday, 9 March 2023 and closes at 5:00pm (Sydney time) on Thursday, 6 April 2023.

A summary of other key dates in respect of the SPP Offer is set out in the SPP Offer Document.

- 4 **Scaleback and oversubscriptions** – RFG may scaleback applications if it receives applications of more than \$2.5 million, being the intended amount of funds to be raised under the SPP Offer. A "scaleback" is a reduction in the number of New Shares issued (compared to the number applied for). In the event of a scale back, the difference between the application monies received, and the number of New Shares allocated to you multiplied by the SPP Offer price, in excess of \$1.00, will be refunded to you. RFG may, in its absolute discretion, also determine to increase this cap and accept oversubscriptions, subject to compliance with the ASX Listing Rules and *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.

- 5 **Priority** – All New Shares issued under the SPP Offer will rank equally with existing RFG Shares.

- 6 **How to apply** – To participate in the SPP Offer, please carefully read the SPP Offer Document and follow the instructions on the Application Form. To apply and pay for New Shares under the SPP Offer, you must either:

- For Eligible Shareholders without an Australian bank account, follow the instructions on the Application Form to make payment via electronic means; or
- make a payment directly via BPAY by following the instructions on the Application Form or at the offer website [www.computersharecas.com.au/rfgspp](http://www.computersharecas.com.au/rfgspp).

Applications for New Shares can only be made in the following increments and must be for a minimum of \$500 and a maximum of \$30,000:

- \$500 (for 6,250 New Shares);
- \$1,000 (for 12,500 New Shares);
- \$2,500 (for 31,250 New Shares);
- \$5,000 (for 62,500 New Shares);
- \$10,000 for (125,000 New Shares);
- \$15,000 for (187,500 New Shares);
- \$20,000 for (250,000 New Shares);
- \$25,000 for (312,500 New Shares);
- \$30,000 for (375,000 New Shares).

In applying for New Shares, you are required to represent to RFG that the total of the application price paid by or on behalf of you under the SPP Offer, and any similar share purchase plan arrangement operated by RFG in the past 12 months, does not exceed \$30,000. RFG notes that it has not conducted a SPP offer in the previous 12 months.

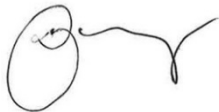
The terms and conditions of the SPP Offer are set out in the SPP Offer Document. I urge you to read the SPP Offer Document in its entirety and seek your own financial, taxation and other professional advice in relation to the SPP Offer before you decide whether to participate. If you are in any doubt about this offer, whether you should participate in the SPP Offer or how such participation will affect you (including taxation implications), you should contact a professional advisor. RFG also recommends that you monitor the RFG share price, which can be found on ASX's website at [www.asx.com.au](http://www.asx.com.au).

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If you have any questions in respect of the SPP Offer, please call the Share Registry, Monday to Friday, 8.30am – 5.00pm (Sydney time) on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia).

On behalf of the Board, I thank you for your continued support of RFG.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Peter George', with a stylized flourish at the end.

**Peter George**  
Executive Chairman  
Retail Food Group Limited