



## Announcement Summary

**Entity name**

RETAIL FOOD GROUP LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

Monday June 24, 2024

**The +securities to be quoted are:**

Other

**Please refer to the response to Q2.3d for further information about the type of securities to be quoted and the circumstances of the issue.**

Issue of 33,333,333 new RFG ordinary shares as part consideration for acquisition of Beefy's Pies business following satisfaction of certain conditions subsequent (including consents to certain retail lease assignments), as detailed in the Company's announcement to the ASX of 30 November 2023.

**Total number of +securities to be quoted**

<b>ASX +security code</b>	<b>Security description</b>	<b>Number of +securities to be quoted</b>	<b>Issue date</b>
RFG	ORDINARY FULLY PAID	33,333,333	24/06/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of entity**

RETAIL FOOD GROUP LIMITED

We (the entity named above) apply for +quotation of the following +securities and agree to the matters set out in Appendix 2A of the ASX Listing Rules.

**1.2 Registered number type**

ACN

**Registration number**

106840082

**1.3 ASX issuer code**

RFG

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

24/6/2024



Part 2 - Type of Issue

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**2.1 The +securities to be quoted are:**

Other

**Please refer to the response to Q2.3d for further information about the type of securities to be quoted and the circumstances of the issue.**

**2.2 The +class of +securities to be quoted is:**

Additional +securities in a class that is already quoted on ASX ("existing class")

**2.3c Have these +securities been offered under a +disclosure document or +PDS?**

No

**2.3d Please provide any further information needed to understand the circumstances in which you are applying to have these +securities quoted on ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B**

Issue of 33,333,333 new RFG ordinary shares as part consideration for acquisition of Beefy's Pies business following satisfaction of certain conditions subsequent (including consents to certain retail lease assignments), as detailed in the Company's announcement to the ASX of 30 November 2023.

**2.4 Any on-sale of the +securities to be quoted within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:**

Not applicable - the entity has arrangements in place with the holder that ensure the securities cannot be on-sold within 12 months in a manner that would breach section 707(3) or 1012C(6)



Part 3B - number and type of +securities to be quoted (existing class) where issue has not previously been notified to ASX in an Appendix 3B

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**Additional +securities to be quoted in an existing class**

**ASX +security code and description**

RFG : ORDINARY FULLY PAID

**Issue date**

24/6/2024

**Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Issue details

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**Number of +securities to be quoted**

33,333,333

**Are the +securities being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Issued as part consideration for acquisition of Beefy's Pies business following satisfaction of certain conditions subsequent (including consents to certain retail lease assignments).

**Please provide an estimate (in AUD) of the value of the consideration being provided per +security for the +securities to be quoted**

0.060000

**Any other information the entity wishes to provide about the +securities to be quoted**

The total number of shares were calculated by reference to a 10 day VWAP to 28 November 2023 (of \$0.06) - refer materials released to ASX 30 November 2023.

**The purpose(s) for which the entity is issuing the securities**

To pay for the acquisition of an asset

**Please provide additional details**

Issued as part consideration for acquisition of Beefy's Pies business following satisfaction of certain conditions subsequent (including consents to certain retail lease assignments).

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Part 4 - Issued capital following quotation

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**Following the quotation of the +securities the subject of this application, the issued capital of the entity will comprise:**

The figures in parts 4.1 and 4.2 below are automatically generated and may not reflect the entity's current issued capital if other Appendix 2A, Appendix 3G or Appendix 3H forms are currently with ASX for processing.

**4.1 Quoted +securities (total number of each +class of +securities quoted on ASX following the +quotation of the +securities subject of this application)**

<b>ASX +security code and description</b>	<b>Total number of +securities on issue</b>
RFG : ORDINARY FULLY PAID	2,489,443,223

**4.2 Unquoted +securities (total number of each +class of +securities issued but not quoted on ASX)**

<b>ASX +security code and description</b>	<b>Total number of +securities on issue</b>
RFGAL : PERFORMANCE RIGHTS	12,565,568



Part 5 - Other Listing Rule requirements

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**5.1 Are the +securities being issued under an exception in Listing Rule 7.2 and therefore the issue does not need any security holder approval under Listing Rule 7.1?**

No

**5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?**

No

**5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

33,333,333

**5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No