



## Share Purchase Plan

### Retail Food Group Limited (ASX:RFG)

ACN 106 840 082

Thursday, 9 March 2023

#### OFFER OPENS

9:00am (Sydney time) on Thursday, 9 March 2023

#### OFFER CLOSES

5:00pm (Sydney time) on Thursday, 6 April 2023

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This is an important document offering eligible shareholders the opportunity to apply to purchase up to \$30,000 of new fully paid ordinary shares in Retail Food Group Limited (subject to scale back) without paying brokerage or transaction costs. Please read it carefully before making an investment decision in relation to the SPP Offer.

In applying for shares, you represent to Retail Food Group Limited 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 Retail Food Group Limited in the past 12 months does not exceed \$30,000.

This document does not provide financial advice and has been prepared without taking into account your particular objectives, financial situation or needs. You are encouraged to obtain independent advice before deciding to participate in the SPP Offer.

The SPP Offer does not take into account the individual investment objectives, financial situation or particular needs of each eligible shareholder. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the offer. In particular, you are strongly cautioned to not place undue reliance on any forward-looking statement or guidance contained in this document or other documents released to the ASX in respect of the Placement or SPP, especially in light of the current economic climate.

The distribution of this document (including electronic copies) outside Australia and New Zealand may be restricted by law. This document may not be released to US wire services or distributed in the United States.

This document does not constitute an offer of securities, or a solicitation of an offer to buy securities, in the United States or in any other jurisdiction where such offer or solicitation would be illegal or to, or for the account or benefit of, any person in the United States or in any other jurisdiction where such offer or solicitation would be illegal and may not be sent or disseminated in, directly or indirectly, the United States or any other jurisdiction where such offer or solicitation would be illegal.

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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**”).

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 approximately \$27.4 million before costs, of new fully paid ordinary shares in the Company (“**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 representing approximately 1.5% of existing shares on issue.

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

The SPP Offer provides eligible shareholders with an opportunity to participate in the equity raising by RFG at a price that is equal to the offer price under the Placement of \$0.08 per New Share.

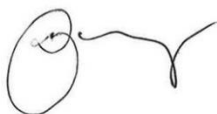
Participation in the SPP Offer is optional and open to eligible shareholders who, as at 7.00pm (Sydney time) on Thursday, 2 March 2023, were registered as holders of fully paid ordinary shares in RFG and whose address on the share register is in Australia or New Zealand. The SPP is also being extended to eligible shareholders who are custodians to participate in the SPP Offer on behalf of certain beneficiaries on the terms and conditions of the SPP Offer.

Proceeds from the SPP 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.

The SPP is to raise approximately \$2.5 million (subject to 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*), and applications under the Offer are subject to scale back at the Board’s absolute discretion. Full details of the SPP Offer are set out in the SPP Offer document.

On behalf of the Board, I invite you to consider this opportunity to increase your investment in RFG.

Yours sincerely



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



### Instructions to participate

If you would like to apply to participate in the SPP, please follow the instructions on the enclosed Application Form. Before deciding on whether or not to participate in the SPP, and in particular before completing any application for shares, you should consider Retail Food Group Limited's latest financial statements, recent announcements, including the announcement and presentation of Friday, 3 March 2023 relating to the Placement and New Debt Facility referred to below, and otherwise consult with your financial and other professional advisers.

To participate, you should:

- Complete the Application Form;
- Make a payment via BPAY® or via electronic transfer if you do not have an Australian bank account in accordance with the instructions the Application Form;
- Submit your application in accordance with the instructions on the Application Form;

Payments and applications must be received by Computershare Investor Services Pty Limited by no later than 5.00pm (Sydney time) on 6 April 2023; All payments and applications are deemed to have been made on the date that the payment is received.

Please note that you will not be able to withdraw or revoke your application once it has been submitted.

For more information, visit the offer website [www.computersharecas.com.au/rfgspp](http://www.computersharecas.com.au/rfgspp).

### SPP Offer Document

Eligible Shareholders (as defined below) of Retail Food Group Limited (ACN 106 840 082) ("**RFG**" or the "**Company**") each have the opportunity to participate in the Share Purchase Plan offer ("**SPP Offer**") by subscribing for up to \$30,000 of new fully paid ordinary shares in RFG ("**New Shares**") at the SPP Offer price, without incurring brokerage or other transaction costs. Details of the SPP Offer and how to participate are set out below.

Applications under the SPP Offer are subject to scale back at the absolute discretion of the directors of RFG.

On Friday, 3 March 2023, RFG announced an equity capital raising by way of a Placement and SPP Offer, in addition to a New Debt Facility (as that term is defined in the ASX announcement), as detailed in the Chairman's letter at the start of this document.

The SPP Offer provides Eligible Shareholders with an opportunity to participate in the equity raising by RFG at a price that is equal to the offer price under the Placement.

### SPP Offer key dates

<b>Record Date</b>	<b>7:00pm (Sydney time), Thursday, 2 March 2023</b>
Announcement Date of SPP	Friday, 3 March 2023
Opening Date of SPP Offer and release of documents	Thursday, 9 March 2023
Closing Date of SPP Offer	5:00pm (Sydney time), Thursday, 6 April 2023
Announcement of results of SPP	Thursday, 13 April 2023
Allotment Date of New Shares issued under the SPP	Monday, 17 April 2023
Commencement of trading of New Shares issued under the SPP	Tuesday, 18 April 2023

*Note: These dates are indicative only and RFG may vary the closing date and subsequent dates without notice.*

### Who is an Eligible Shareholder?

You are eligible to participate in the SPP Offer ("**Eligible Shareholder**") if you were a registered holder of fully paid ordinary RFG shares ("**Shares**") at 7.00pm (Sydney time) on Thursday, 2 March 2023 ("**Record Date**") with an address on the share register in Australia or New Zealand, subject to the terms and conditions of the SPP Offer. RFG has determined that it is not practical for holders of Shares with addresses on the share register in other jurisdictions to participate in the SPP Offer. See "Foreign Securities Restrictions" below for more information on restrictions on participation.

All RFG Directors who are entitled to participate in the SPP Offer have indicated that they will take up New Shares under the SPP Offer.



### How much can Eligible Shareholders apply for under the SPP Offer?

Each Eligible Shareholder may apply to participate in the SPP Offer by applying for one of the following amounts of New Shares from a minimum of \$500 worth of New Shares up to the maximum of \$30,000 worth of New Shares (subject to scale back) ("**Share Parcels**"):

- \$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).

### Participation by Eligible Shareholders

The following rules apply to participation by Eligible Shareholders in the SPP Offer.

**Single holders** – if you are the registered holder of Shares and you receive more than one offer under the SPP Offer (for example, due to multiple registered holdings, including joint holdings), you may only apply for up to \$30,000 of New Shares in total.

**Joint holders** – if you are recorded with one or more other persons as the joint holder of Shares, that joint holding is considered to be a single registered holding for the purposes of the SPP Offer and a certification given by any of the joint holders is taken to be a certification given by all of them. A joint holder who receives more than one SPP Offer due to multiple registered holdings (including both sole and joint holdings) may only apply for up to \$30,000 of New Shares in total.

**Custodians** – the SPP Offer also enables Eligible Shareholders who hold Shares as a "Custodian" as defined by ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 ("**SPP Instrument**") to participate in the SPP Offer up to a maximum amount of \$30,000 on behalf of each beneficiary.

If a custodian holds Shares jointly on behalf of two or more persons, the \$30,000 limit applies jointly in relation to those persons as if the custodian held the Shares on behalf of a single person, and the custodian is taken to have been instructed to apply for New Shares on behalf of those persons if the custodian has received such an instruction in accordance with the terms on which the Shares are held, or if the terms do not cover the giving of instructions of this kind, the custodian has received such an instruction from any of those persons.

Custodians wishing to participate on behalf of one or more beneficiaries must submit a custodian certificate to RFG. If you are a custodian, please contact RFG's share registry, Computershare Investor Services Pty Limited (**Share Registry**), and request a Custodian Certificate and Schedule when making an application on behalf of Beneficiaries.

If you hold Shares as a trustee or nominee for another person and are expressly noted on the RFG register as holding Shares on account of another person but you are not a custodian, the beneficiary will be taken to be the registered holder of those Shares. In this instance, an application by the trustee or nominee will be taken to be an application by the beneficiary. This means the beneficiary will be treated as a single holder.

### Key risks

There are a number of risks associated with RFG, the Placement, the SPP and the holding of New Shares.

RFG shareholders are encouraged to review the Investor Presentation released by RFG to the ASX on Friday, 3 March 2023 which includes a section on risk factors.

You should note that RFG's Share price may rise or fall between the date of this SPP Offer document and the date when the New Shares are allotted to you under the SPP Offer.

This means that the price you pay per New Share pursuant to this SPP Offer may be either higher or lower than the RFG Share price at the date the New Shares are allotted to you 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. Please refer to the information under "Participation is optional" about how to monitor current trading prices of RFG Shares.

#### **How to apply for New Shares under the SPP Offer**

The SPP Offer opens on Thursday, 9 March 2023 and under the SPP Offer you may apply for New Shares from a minimum of \$500 worth of New Shares up to the maximum of \$30,000 worth of New Shares within the nominated Share Parcels. All documents relating to the SPP Offer can be accessed via the offer website [www.computersharecas.com.au/rfgspp](http://www.computersharecas.com.au/rfgspp).

All applications (whether made by way of the Application Form or the BPAY facility) are deemed to have been made on the date on which payment is received.

If you are an Eligible Shareholder and wish to apply for New Shares under the SPP Offer, you can either:

- for Eligible Shareholders who do not have an Australian bank account, follow the instructions on the Application Form so that your application and electronic payment (made in accordance with the Application Form) are received by no later than 5.00pm (Sydney time) on 6 April 2023; or
- for Eligible Shareholders with an Australian bank account, make a BPAY payment on the internet or by telephone banking by using the personalised reference number shown on your Application Form, which is required to identify your holding. If you make your payment using BPAY, you do not need to return your Application Form, but are taken to make the certifications and representations described in this booklet and on the Application Form.

When applying by BPAY, you need to ensure your payment is received by the Share Registry by no later than 5.00pm (Sydney time) on 6 April 2023. Applicants should be aware that financial institutions may implement early cut off times with regards to electronic payments and therefore should take this into consideration when making payment. It is the responsibility of the applicant to ensure the funds submitted through BPAY are received by the close of the SPP Offer.

If you have more than one eligible shareholding and consequently receive more than one Application Form, when applying for New Shares under the SPP Offer in respect of one of those shareholdings you must only use the personalised reference number specific to that shareholding as set out in the relevant Application Form. Do not use the same personalised reference number for more than one of your shareholdings. This can result in your application monies being applied to your application in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

Custodians should contact RFG's share registry and request a Custodian Certificate and Schedule when making an application on behalf of Beneficiaries.

Applicants should not forward cash. Receipts for payments will not be issued.

Applications will not be accepted at RFG's offices.

Applications and payments must be received by 5.00pm (Sydney time) on 6 April 2023. All applications and payments are deemed to have been made on the date the payment is received. Applications and payments received after this time will not be accepted.

Applications may only be made for parcels of New Shares in accordance with the nominated Share Parcel amounts up to the maximum of \$30,000. If the amount of your BPAY payment or electronic fund transfer is:

- less than \$500 – RFG will not allot any New Shares to you and will refund your application money to you;
- greater than \$30,000 – subject to scale back, RFG will allot \$30,000 of New Shares to you at the SPP Offer price and will refund the excess application money to you; or
- for an amount between \$500 and \$30,000 that is not a nominated Share Parcel amount – subject to scale back, RFG will allot to you the number of New Shares that would have been allotted had you applied for



the nominated Share Parcel that is nearest to but less than the amount of your payment, and will refund the excess application money, in excess of \$1.00, to you.<sup>1</sup>

If your Application Form is incomplete, contains errors or is otherwise invalid or defective, RFG may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it determines, refund your application money, or take any combination of these actions. Any refund will be paid to you shortly after the allotment of New Shares under the SPP Offer. No interest will be paid to applicants on any refunded money. Any application monies refunded by RFG will be paid by cheque or such other payment method as determined by RFG in its absolute discretion in Australian currency, which may include payment by direct credit (to your nominated account as recorded on the RFG share register for your dividend payments).

Applications and payments under the SPP Offer may not be withdrawn once they have been received by RFG. Application money will not bear interest as against RFG under any circumstances. Please read the enclosed SPP Offer Application Form for further details on how to apply for New Shares under the SPP Offer.

#### **Participation is optional**

Participation in the SPP Offer is entirely optional. The offer to acquire New Shares is not a recommendation. If you are in any doubt about the SPP Offer, whether you should participate in the SPP Offer or how participation will affect you, you should consider seeking independent financial and taxation advice before making a decision as to whether or not to apply for New Shares under the SPP Offer.

RFG also recommends that you monitor RFG's announcements to the Australian Securities Exchange ("**ASX**") and the RFG share price, which can be found in the financial pages of major Australian metropolitan newspapers, or on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX: RFG).

If you do not wish to participate in the SPP Offer, you do not need to do anything.

#### **Oversubscriptions and scale back**

RFG intends to raise approximately \$2.5 million under the SPP, subject to RFG's discretion to increase this cap and accept oversubscriptions, subject to compliance with the ASX Listing Rules and the SPP Instrument. RFG may also scale back applications if it receives application of more than the aggregate amount of funds it determines to be raised. A "scale back" is a reduction in the number of New Shares issued (compared to the number applied for). If there is a scale back, you may receive less than the parcel of New Shares for which you have applied. If a scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allocated will be rounded up to the nearest whole number of New Shares.

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.

#### **Offer 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.

#### **Calculation of the number of New Shares to be issued to you**

In the absence of scale back (or any of the circumstances specified under "How to apply for New Shares under the SPP Offer") the number of New Shares to be issued to you will be calculated by dividing the application money that you pay by the SPP Offer price, with any resulting fractions of a New Share being rounded up to the nearest whole number of New Shares.

#### **Allotment and trading dates**

The New Shares are expected to be allotted under the SPP Offer on Monday, 17 April 2023 and are expected to commence trading on Tuesday, 18 April 2023.

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<sup>1</sup> Small excess amounts (at or below \$1.00) will be retained, to minimise administration costs, and be donated to charity.



RFG expects to dispatch a confirmation of allotment in respect of any New Shares allotted to you under the SPP Offer on Tuesday, 18 April 2023. You should confirm your holdings before trading in any New Shares.

### Foreign securities restrictions

To the extent that you hold Shares on behalf of another person, it is your responsibility to ensure that any participation complies with all applicable laws.

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of the New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

### Shareholder representations

By making payment (including through BPAY) or returning an Application Form or custodian application form, you certify, acknowledge, warrant and represent as true, correct and not misleading to RFG that:

- you have read and accepted the terms and conditions in this booklet in full;
- you are an Eligible Shareholder and are eligible to participate in the SPP, and represent and warrant that you are not in the United States and are not acting for the account or benefit of a person in the United States and are not a person to whom it would otherwise be illegal to make an offer or issue of New Shares under the SPP;
- you are not in the United States and you are not acting for the account or benefit of a person in the United States;
- you acknowledge that the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 ("**U.S. Securities Act**") or the securities laws of any state or other jurisdiction of the United States, or in any other jurisdiction outside Australia or New Zealand, and accordingly, the New Shares will only be offered and sold to Eligible Shareholders in Australia and New Zealand in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act and the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws;
- you have not, and will not, send, release or distribute this document or any materials relating to the SPP to any person in the United States or any other country outside Australia and New Zealand;
- if in the future you decide to sell or otherwise transfer the New Shares, you will do so in a regular way on ASX where neither you nor any person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;
- if you are acting as a trustee, nominee or custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand, and you have not sent this document, or any materials relating to the SPP, to any person outside Australia and New Zealand;
- you declare that all details and statements in your application are true and complete and not misleading;
- your application, on the terms and conditions of the SPP Offer set out in this booklet (including the Application Form and custodian application form, as applicable), will be irrevocable and unconditional (that is, it cannot be withdrawn);
- as at 7.00pm (Sydney time) on Thursday, 2 March 2023 you are recorded on RFG's share register as being a registered holder of Shares and having an address in Australia or New Zealand and are, therefore, an Eligible Shareholder;
- you acknowledge that RFG, including its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in this SPP Offer;
- if you are applying on your own behalf (and not as a custodian):
  - the total of the application price for the following does not exceed \$30,000:
    - the New Shares the subject of the application;
    - any other New Shares applied for by you under the SPP Offer or issued to you under any similar arrangement in the 12 months before the date on which the application is deemed to be made (being the date on which payment is received);
    - any other New Shares which you have instructed a custodian to acquire on your behalf under the SPP Offer; and
    - any other Shares issued to a custodian in the 12 months before the application as a result of an instruction given by you to the custodian or another custodian under an

arrangement similar to the SPP Offer which resulted in you holding beneficial interests in the Shares

- if you are a custodian and are applying on behalf of one or more beneficiaries on whose behalf you hold Shares:
  - you are custodian (as that term is defined in the SPP Instrument);
  - either or both of the following:
    - you hold Shares on behalf of one or more persons that are not custodians (each a participating beneficiary) (**Direct Holding**);
    - another custodian ("**downstream custodian**") holds beneficial interests in Shares on behalf of one or more persons (each a participating beneficiary), and you hold the Shares to which those beneficial interests relate on behalf of the downstream custodian or another custodian ("**Downstream Holding**"),

at 7.00pm (Sydney time) on Thursday, 2 March 2023, and that each participating beneficiary has subsequently instructed you (in respect of a Direct Holding) and/or the downstream custodian (in respect of a Downstream Holding) to apply for New Shares on their behalf under the SPP Offer;

- there are no participating beneficiaries in respect of which the total of the application for the following exceeds \$30,000:
  - the New Shares applied for by you on their behalf under the SPP Offer in accordance with the instructions referred to above; and
  - any other Shares issued to you in the 12 months before the date on which the application is deemed to be made (being the date on which payment is received) as a result of an instruction given by them to you or to a downstream custodian to apply for Shares under an arrangement similar to the SPP Offer; and
- you certify the additional matters or provide the additional information as might be required under or desirable as a result of any ASIC relief (including the SPP Instrument) in relation to the SPP Offer as advised to you by RFG or the Share Registry before close of the SPP Offer;
- you may be offered New Shares pursuant to the SPP Offer in accordance with all applicable laws, and any acceptance by you on your own behalf or in respect of any person for which you are acting complies with all applicable laws;
- you accept the risk associated with any refund that may be dispatched to you by cheque or other payment method to your address shown on RFG's share register;
- you acknowledge that no interest will be paid on any application monies held pending the issue of New Shares or subsequently refunded to you for any reason;
- you agree to be bound by the provisions of the constitution of RFG (as amended and as they may be amended from time to time in the future);
- you authorise RFG and its affiliates, officers and representatives to do anything on your behalf necessary for New Shares to be issued to you in accordance with these terms and conditions;
- you authorise RFG (and its officers and agents) to correct minor or easily rectified errors in, or omissions from, your application and to complete the application by the insertion of any missing minor details;
- you understand that RFG reserves the right to reject or reduce any application for New Shares under the SPP to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with the SPP Instrument; and
- you understand that RFG may at any time irrevocably determine that your application is valid in accordance with these terms and conditions, even if the application is incomplete, contains errors or is otherwise defective.

RFG reserves the right, and in certain circumstances may be required by the SPP Instrument or other conditions, to reject any application for New Shares under the SPP (in whole or in part) including where it considers that the application (whether alone or in conjunction with other applications) does not comply with these or any other legal requirements.





### **Withdrawal, suspension, termination, anomalies and disputes**

RFG reserves the right to waive strict compliance with any provision of these terms in this SPP Offer, to amend or vary these terms and to withdraw this offer or to suspend or terminate the SPP at any time. Any such amendment, variation, withdrawal, suspension or termination will be binding on all Eligible Shareholders, even where RFG does not notify you of that event. RFG reserves the right at any time to not accept an application, not issue New Shares or issue New Shares to a value less than that applied for under the SPP by an Eligible Shareholders (including a custodian applying on behalf of its eligible beneficiaries).

In the event that the SPP is withdrawn or terminated all of your application monies will be refunded to you. No interest will be paid on any money returned to you.

RFG may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies, or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. Any determinations by RFG will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.

RFG's powers and rights under this SPP Offer may be exercised by the Board or any delegate or representative of the Board.

### **Foreign securities restriction**

This document does not constitute an offer of securities, or a solicitation of an offer to buy securities, in the United States or in any other jurisdiction where such offer or solicitation would be illegal or to, or for the account or benefit of, any person in the United States or in any jurisdiction where such offer or solicitation would be illegal and may not be sent or disseminated in, directly or indirectly, the United States or in any jurisdiction where such offer or solicitation would be illegal. The New Shares have not been, and will not be, registered under the U.S. Securities Act, or the securities laws of any state or other jurisdiction of the United States and accordingly, the New Shares will only be offered and sold to Eligible Shareholders in Australia and New Zealand in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act and the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws.

Because of these legal restrictions, you must not send any materials relating to the SPP to any person in the United States or anywhere else outside Australia and New Zealand.

Consistent with the representations contained in this SPP Offer and the Application Form, you may not submit an application under this SPP for any person in the United States or anywhere else outside Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities laws.

### **Additional information**

- The offer to purchase New Shares under the SPP Offer is non-renounceable. This means that you cannot transfer your right to purchase New Shares under the SPP Offer to anyone else.
- By accepting the SPP Offer to purchase New Shares, you agree to be bound by the terms and conditions under this SPP Offer and by RFG's constitution.
- No brokerage, commission or other transaction costs are payable by you in respect of the issue of New Shares under the SPP Offer.
- The SPP is not underwritten.
- All New Shares issued under the SPP Offer will rank equally with existing Shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing Shares.
- This offer of New Shares under the SPP Offer is made in accordance with the SPP Instrument and, or, any amending or further applicable modifications of the Corporations Act by ASIC. As a consequence, RFG is relieved from the requirement to prepare a prospectus for the offer of New Shares under the SPP Offer.
- Once submitted, applications of New Shares under the SPP Offer cannot be withdrawn or altered. All applications and payments made under the SPP Offer are deemed to be made on the date on which payment is received.
- RFG reserves the right to waive strict compliance with any provision of these terms and conditions, to amend or vary these terms and conditions, and to suspend or terminate the SPP Offer at any time. Any such amendment, variation, suspension or termination will be binding on all shareholders even where RFG does not notify you of that event.
- RFG reserves the right not to issue New Shares or to issue New Shares to a value less than that applied for under the SPP Offer by an Eligible Shareholder (including a custodian applying on behalf of its

beneficiaries) if RFG believes that the issue of those New Shares would contravene any law, the ASX Listing Rules or the SPP Instrument.

- If the SPP Offer is terminated before the issue of New Shares, all application monies will be refunded. No interest will be paid on any money refunded to you.
- RFG may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP Offer, whether generally or in relation to any participant or application. Any determinations by RFG will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. RFG's rights may be exercised by its board of directors or any delegate of the board.
- All amounts are in Australian dollars, unless otherwise stated.
- Eligible Shareholders should consult their own taxation advisor about the tax status of their investment in New Shares.
- Chapter 2C of the *Corporations Act 2001* (Cth) requires information about shareholders (including name, address and details of the shares held) to be included in RFG's public register. If a shareholder ceases to be a shareholder, Chapter 2C of the *Corporations Act 2001* (Cth) requires this information to be retained in RFG's public register. These statutory obligations are not altered by the *Privacy Act 1988* (Cth) as amended. Information is collected to administer shareholders' security holdings.
- This SPP is issued in accordance with the SPP Instrument.
- These Rules are governed by the laws in force in Queensland. By accepting this SPP Offer, you submit to the non-exclusive jurisdiction of the courts of Queensland.

**Further information**

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).