

RETAIL FOOD GROUP

STRENGTH IN BRANDS

16 March 2015

RESULTS OF EXTRAORDINARY GENERAL MEETING (Held 16 March 2015)

In accordance with its obligations under the ASX Listing Rules and Corporations Act 2001 (Cth), Retail Food Group Limited (ASX:RFG) wishes to advise that all resolutions contained in the Notice of Meeting were today passed at the Company's Extraordinary General Meeting on a show of hands.

In respect to each resolution, the proxy summary is as follows:

Resolution 1 – Financial Assistance by Di Bella Coffee Entities:

“That, in accordance with sections 260A and 260B(2) of the Corporations Act and for all other purposes, shareholder approval is given for each of the Di Bella Coffee Entities (each of which is a wholly owned subsidiary of the Company or will become such a subsidiary should the Di Bella Coffee transaction be completed) to give financial assistance to the Company in relation to the acquisition by the Company of shares in the Di Bella Coffee Entities, as described in the Explanatory Memorandum”.

Proxies available for the resolution:	89,235,388
Proxies available against the resolution:	86,644
Proxies available to vote at the Proxy's discretion:	3,747,902
Proxies to abstain on the resolution:	93,806

Resolution 2 – Financial Assistance by Gloria Jean's Coffees Entities:

“That, in accordance with sections 260A and 260B(2) of the Corporations Act and for all other purposes, shareholder approval is given for each of the Gloria Jean's Coffees Entities (each of which is a wholly owned subsidiary of the Company) to give financial assistance to the Company in relation to the acquisition by the Company of shares in the Gloria Jean's Coffees Entities, or their holding companies, as described in the Explanatory Memorandum”.

Proxies available for the resolution:	86,869,681
Proxies available against the resolution:	61,642
Proxies available to vote at the Proxy's discretion:	3,747,902
Proxies to abstain on the resolution:	2,484,515

Resolution 3 – Approval of a Previous Issue of Ordinary Shares:

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

Proxies available for the resolution:	88,859,079
Proxies available against the resolution:	431,603
Proxies available to vote at the Proxy's discretion:	3,763,494
Proxies to abstain on the resolution:	109,564



Resolution 4 – Approval of a Previous Issue of Ordinary Shares:

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

Proxies available for the resolution:	25,312,981
Proxies available against the resolution:	491,815
Proxies available to vote at the Proxy’s discretion:	3,761,889
Proxies to abstain on the resolution:	2,469,085

Resolution 5 – Non-Executive Directors’ Remuneration:

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

Proxies available for the resolution:	68,460,541
Proxies available against the resolution:	1,412,204
Proxies available to vote at the Proxy’s discretion:	3,756,629
Proxies to abstain on the resolution:	167,764

About Retail Food Group Limited

RFG owns the Donut King, Brumby’s Bakery, Michel’s Patisserie, bb’s Café, Gloria Jean’s Coffees, It’s A Grind, The Coffee Guy, Café2U, Esquires, Pizza Capers Gourmet Kitchen and Crust Gourmet Pizza Bar franchise systems. In addition, the Company is a significant wholesale coffee roaster supplying existing Brand Systems and third party accounts under the Di Bella Coffee, Evolution Coffee Roasters Group, Caffe Coffee, Roasted Addiqtion, Café Palazzo, Roasting Australia and Barista’s Choice coffee brands.

ENDS

For further information, interviews or images contact:

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