



# ASX/media release

30 November 2012

## Results of Annual General Meeting Held 30 November 2012

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 Annual General Meeting on a show of hands.

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

### RESOLUTION 1 – Adoption of Remuneration Report:

*“That the Remuneration Report for the financial year ended 30 June 2012 be adopted by the Company”*

Proxies available for the resolution:	68,941,589
Proxies available against the resolution:	5,357,139
Proxies available to vote at Proxy's discretion:	4,497,270
Proxies to abstain on the resolution:	217,677

### RESOLUTION 2 – Re-election of Bruce Hancox as Director

*“That, Mr Bruce Hancox, 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”*

Proxies available for the resolution:	92,628,643
Proxies available against the resolution:	40,214
Proxies available to vote at Proxy's discretion:	4,548,070
Proxies to abstain on the resolution:	24,862

### RESOLUTION 3 – Re-election of Colin Archer as Director

*“That, Mr Colin Archer, 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”*

Proxies available for the resolution:	92,648,389
Proxies available against the resolution:	20,227
Proxies available to vote at Proxy's discretion:	4,548,070
Proxies to abstain on the resolution:	25,103

#### **RESOLUTION 4 – Election of Jessica Buchanan as Director**

*“That, Ms Jessica Buchanan, being appointed a non-executive director on 29 May 2012 and, being eligible, offers herself for election, is elected as a director of the Company”*

Proxies available for the resolution:	92,643,088
Proxies available against the resolution:	31,183
Proxies available to vote at Proxy’s discretion:	4,548,070
Proxies to abstain on the resolution:	19,448

#### **RESOLUTION 5 – Election of Anthony Williams as Director**

*“That, Mr Anthony Williams, being appointed a non-executive director on 29 May 2012 and, being eligible, offers himself for election, is elected as a director of the Company”*

Proxies available for the resolution:	92,647,484
Proxies available against the resolution:	27,028
Proxies available to vote at Proxy’s discretion:	4,548,070
Proxies to abstain on the resolution:	19,207

#### **RESOLUTION 6 – Approval of Previous Issue of Shares**

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 16,330,000 ordinary shares on 12 October 2012, issued pursuant to a placement in order to pay down debt and fund acquisitive activity”*

Proxies available for the resolution:	58,921,231
Proxies available against the resolution:	88,212
Proxies available to vote at Proxy’s discretion:	4,568,070
Proxies to abstain on the resolution:	2,336,438

#### **RESOLUTION 7 – Approval of Proposed Issue of Shares**

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of ordinary shares to a maximum value of \$3,000,000 (in addition to the shares, if any, issued pursuant to Resolution 8) as part consideration for the acquisition of the Crust Gourmet Pizza Bars franchise system”*

Proxies available for the resolution:	92,376,240
Proxies available against the resolution:	135,247
Proxies available to vote at Proxy’s discretion:	4,556,160
Proxies to abstain on the resolution:	174,142

#### **RESOLUTION 8 – Approval of Proposed Issue of Shares**

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of ordinary shares to a maximum value of \$4,000,000 (in addition to the shares, if any, issued pursuant to Resolution 7) as part consideration for the acquisition of the Crust Gourmet Pizza Bars franchise system”*

Proxies available for the resolution:	92,375,107
Proxies available against the resolution:	120,487
Proxies available to vote at Proxy’s discretion:	4,572,053
Proxies to abstain on the resolution:	174,142

## **RESOLUTION 9 – Financial Assistance by Capers Entities to Company**

*“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 Capers Entities (each 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 Capers Entities, as described in the Explanatory Memorandum”*

Proxies available for the resolution:	92,573,050
Proxies available against the resolution:	68,549
Proxies available to vote at Proxy’s discretion:	4,573,260
Proxies to abstain on the resolution:	26,930

### **About Retail Food Group Limited:**

Retail Food Group is a leading Australian retail food brand manager, franchisor and wholesale coffee roaster. It is the franchisor and intellectual property owner of the Donut King, Michel’s Patisserie, Brumby’s Bakery, bb’s café, Pizza Capers Gourmet Kitchen, Crust Gourmet Pizza Bar, The Coffee Guy and Esquires Coffee Houses franchise systems with circa 1,400 outlets. In addition, the Company roasts over one million kilograms annually of proprietary coffee products via the Evolution Coffee Roasters Group, Caffè Coffee and Barista’s Choice coffee brands.

### **ENDS**

#### **For further information, interviews or images contact:**

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