

RETAILFOODGROUP

STRENGTH IN BRANDS

26 November 2014

Share Purchase Plan Offer Documentation

Australia's largest multi-brand retail food franchisor and leading wholesale coffee roaster, Retail Food Group Limited (RFG), is pleased to provide the Share Purchase Plan (SPP) Offer documentation, which sets out the terms and conditions of the SPP announced on 24 October 2014.

The Offer to acquire up to \$15,000 worth of stock is available to those Australian and New Zealand shareholders on the register as at 7.00pm (AEDT) on 23 October 2014.

RFG confirms that the SPP Offer document, together with the Application Form, will be distributed to eligible shareholders today.

Should shareholders have any questions about how to participate in the SPP Offer, they should contact the Share Registry, Computershare Investor Services Pty Ltd, on 1300 552 270 (within Australia) or +631 9415 4000 (outside Australia).

About Retail Food Group Limited:

RFG owns the Donut King, Brumby's Bakery, Michel's Patisserie, bb's café, Esquires, The Coffee Guy, Café2U, Pizza Capers Gourmet Kitchen and Crust Gourmet Pizza franchise systems. In addition, the Company is a significant wholesale coffee roaster supplying existing Brand Systems and third party accounts under the Evolution Coffee Roasters Group, Caffè Coffee, Roasted Addition and Barista's Choice coffee brands.

ENDS

For further information, interviews or images contact:

Amy Smith, PR Executive, 0400 137 704 or amy.smith@rfg.com.au





Share Purchase Plan

Retail Food Group Limited

ACN 106 840 082

26 November 2014

This is an important document. Please read it carefully before making an investment decision in relation to the SPP Offer.

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.

Not for distribution or release in the United States or to US persons

26 November 2014

Dear Shareholder

On behalf of the Directors of Retail Food Group Limited (RFG), I am pleased to offer you the opportunity to participate in our Share Purchase Plan (SPP), enabling you to apply to purchase up to \$15,000 worth of RFG ordinary shares without brokerage and transaction costs (SPP Offer).

On 24 October 2014 RFG announced its entry into a Share Purchase Agreement (SPA) to acquire the global business and intellectual property assets of Gloria Jean's Coffees, and that such transaction would be partially funded by a \$55 million capital raising taking the form of a \$40m share placement (Placement), supported by a Share Purchase Plan. On 27 October 2014, RFG announced that it had successfully completed the Placement.

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 \$4.80 issue price under the Placement.

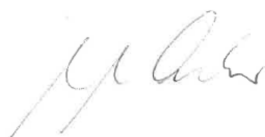
Participation in the SPP Offer is optional and open to eligible shareholders who, as at 7.00pm (AEDT) on 23 October 2014, were registered as holders of fully paid ordinary shares in RFG and whose address on the share register is in Australia or New Zealand. The SPP is also being extended to eligible 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 will be used to assist in the funding of the Company's acquisition of Gloria Jean's Coffees.

The SPP is to raise circa \$15 million and applications under the Offer are subject to the Board's discretion to scale back on a pro rata basis. Full details of the SPP Offer are set out in the attached SPP Offer document.

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

Yours sincerely



Colin Archer

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, and otherwise consult with your financial adviser.

To participate, you should:

- Complete the Application Form and attach a cheque, bank draft or money order;
 - Submit your application in accordance with the instructions on the Application Form;
 - Ensure that cheques are made payable to "Retail Food Group Limited";
 - Submit the Application Form together with application monies to:
Retail Food Group Limited
Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001

OR,

- Make a payment via BPAY^{®1} 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 (AEDT) on Friday, 19 December 2014; All payments and applications are deemed to have been made on that date.

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

SPP Offer Document

Eligible Shareholders (as defined below) of Retail Food Group Limited (ACN 106 840 082) (RFG) each have the opportunity to participate in the Share Purchase Plan offer (SPP Offer) by subscribing for up to \$15,000 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 discretion of the directors of RFG on a pro rata basis.

On 24 October 2014 RFG announced its entry into a Share Purchase Agreement (SPA) to acquire the global business and intellectual property assets of Gloria Jean's Coffees, and that such transaction would be partially funded by a \$55 million capital raising taking the form of a \$40m share placement (Placement), supported by a Share Purchase Plan. On 27 October 2014, RFG announced that it had successfully completed the Placement. 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 issue price under the Placement.

SPP Offer key dates

- Record Date 7.00pm (AEDT) on 23 October 2014
- Announcement Date of Plan 24 October 2014
- Opening Date of SPP Offer 26 November 2014
- Closing Date of SPP Offer 5.00pm (AEDT) on 19 December 2014
- Allotment Date 30 December 2014

¹ Registered to BPAY Pty Limited ABN 69 079 137 518

- Holding Statement Despatch Date 31 December 2014
- Trading Date 31 December 2014

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 (AEDT) on 23 October 2014 (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.

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

Each Eligible Shareholder may participate in the SPP Offer by applying for one of the following amounts of New Shares from a minimum of \$2,500 worth of New Shares up to the maximum of \$15,000 worth of New Shares (subject to scale back) (Share Parcels):

- \$2,500 (for 521 New Shares)
- \$5,000 (for 1,042 New Shares)
- \$10,000 (for 2,084 New Shares)
- \$15,000 (for 3,125 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 \$15,000 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 \$15,000 of New Shares in total.

Custodians – the SPP Offer also enables Eligible Shareholders who hold shares as a "Custodian" as defined by ASIC Class Order [09/425] to participate in the SPP Offer up to a maximum amount of \$15,000 on behalf of each beneficiary.

If a custodian holds Shares jointly on behalf of two or more persons, the \$15,000 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.

Eligible Shareholders who hold Shares in the capacity of a trustee or a nominee (or in another capacity) for another person but who are not a custodian (as defined above) cannot participate for beneficiaries in the manner outlined above. In this case, the rules for "Single holders" apply (set out above).

How to apply for New Shares under the SPP Offer

The SPP Offer opens on 26 November 2014 and under the SPP Offer you may apply for New Shares from a minimum of \$2,500 worth of New Shares up to the maximum of \$15,000 worth of New Shares within the nominated Share Parcels.

All applications (whether made by way of the Application Form or the BPAY facility) are deemed to have been made on the closing date of the SPP Offer.

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

- complete the enclosed Application Form and return it together with your cheque, bank draft or money order made payable to "Retail Food Group Limited" drawn on an Australian bank and in Australian dollars, by post to the Share Registry such that your application and payment are received by no later than 5.00pm (AEDT) on 19 December 2014; 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. If applying by BPAY, you need to ensure your payment is received by the Share Registry by no later than 5.00pm (AEDT) on 19 December 2014. 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 (AEDT) on 19 December 2014. All applications and payments are deemed to have been made on that date. 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 \$15,000. If the amount of the cheque, bank draft or money order tendered with your Application Form or your BPAY payment is:

- less than \$2,500 – RFG will not allot any New Shares to you and will refund your application money to you;
- greater than \$15,000 – subject to scale back, RFG will allot \$15,000 of New Shares to you at the SPP Offer price and will refund the excess application money to you; or
- for an amount between \$2,500 and \$15,000 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 to you.

If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred. If your cheque is dishonoured, it will not be re-presented. 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 (ASX: RFG).

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

Scale back

Applications may be scaled back.

Applications under the SPP Offer are subject to scale back at the discretion of the directors of RFG on a pro rata basis.

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 down 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, will be refunded to you.

Offer price

Under the SPP Offer, Eligible Shareholders have an opportunity to subscribe for up to \$15,000 of New Shares at the SPP Offer price of \$4.80, being the issue price under the Placement.

The price represents a discount of approximately 0.8% to the closing price for RFG Shares on ASX on 23 October 2014 (\$4.84), being the last trading date prior to the Company's trading halt on 24 October 2014.

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. Please refer to the information under "Participation is optional" about how to monitor current trading prices of RFG Shares.

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

New Shares are expected to be allotted under the SPP Offer on 30 December 2014 and are expected to commence trading on 31 December 2014.

RFG expects to dispatch a confirmation of allotment in respect of any New Shares allotted to you under the SPP Offer on 31 December 2014. 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 RFG with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This document is not an investment statement or prospectus under New

Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Acknowledgements

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 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 (AEDT) on 23 October 2014 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;
- 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 \$15,000:
 - 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 19 December 2014) ; and
 - 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 ASIC Class Order [CO 09/425]);
 - 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 (AEDT) on 23 October 2014, 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 \$15,000:
 - 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 19 December 2014) 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 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 are responsible for any dishonour fees or other costs RFG may incur in presenting a cheque for payment which is dishonoured;
- 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; and
- 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.

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.

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

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 ASIC Class Order [CO 09/425] 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 closing date (19 December 2014).



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 ASIC Class Order [CO 09/425].

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.

This SPP is issued in accordance with ASIC Class Order [CO 09/425] and ASX Listing Rule 7.2 Exception 15. These Rules are governed by the laws in force in Queensland and are to be interpreted in accordance with their spirit, intention and purpose.

The SPP Offer is not underwritten.

Further information

If you have any questions in respect of the SPP Offer, please call the Share Registry, Monday to Friday, 8.00am – 5.00pm (AEDT) on 1300 552 270 (within Australia) or +613 94 15 4000 (outside Australia).



000001 000 RFG
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

For all enquiries:

Phone:
(within Australia) 1300 552 270
(outside Australia) 61 3 9415 4000


Web:
 www.investorcentre.com/contact

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (AEDT) Friday 19 December 2014**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Retail Food Group Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Retail Food Group Limited New Shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the total of the application price for the following does not exceed \$15,000:

- The New Shares the subject of the payment slip overleaf;
- 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 19 December 2014 as detailed in the SPP Offer Document).

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Note that New Shares are subject to purchase of the minimum value and not exceeding the maximum value. Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Retail Food Group Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Retail Food Group Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Retail Food Group Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Retail Food Group Limited does not notify you of that event.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to **"Retail Food Group Limited"** and cross **"Not Negotiable"**. The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Retail Food Group Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (AEDT) Friday 19 December 2014


© Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer →

Share Purchase Plan Application Form

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I ND

STEP 1**Registration Name & Offer Details** For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Record date: **7.00pm (AEDT) Thursday 23 October 2014**

Minimum value available to purchase: **\$2,500**

Maximum value available to purchase: **\$15,000**

STEP 2**Make Your Payment**

Billers Code: 999999
Ref No: 1234 5678 9123 4567 89

Pay by Mail:

Make your cheque, bank draft or money order payable to "**Retail Food Group Limited**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:

Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEDT) Friday 19 December 2014. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Retail Food Group Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEDT) Friday 19 December 2014. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor the Retail Food Group Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

Purchase Details for Retail Food Group Limited (choose one option)

☐ \$2,500 for 521 New Shares OR ☐ \$5,000 for 1,042 New Shares OR ☐ \$10,000 for 2,084 New Shares

☐ \$15,000 for 3,125 New Shares



Entitlement No: 12345678

Payment must be received by 5:00pm (AEDT) Friday 19 December 2014

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ **Daytime Telephone** _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+0000000001-3051+14