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NOTICE OF ANNUAL GENERAL MEETING

2026

RETAIL FOOD GROUP LIMITED

ACN 106 840 082

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RETAIL FOOD GROUP LIMITED
ACN 106 840 082

DATE: **26 November 2026**

TIME: **11.00 am (Qld Time)**

NOTICE is given that the Annual General Meeting (**AGM**) of Retail Food Group Limited (**RFG** or the **Company**) will be held at 11.00 am (Qld time) on Thursday, 26 November 2026 in the conference room at Quest Apartments, 3 Centreline Place, Robina, Queensland.

Agenda Items:

1. Financial statements and reports:

To receive and consider the financial statements of the Company, together with the Directors' and Auditor's reports, for the financial year ended 26 June 2026.

2. Remuneration report (Resolution 1):

To consider and, if in favour, to pass the following resolution under section 250R(2) of the Corporations Act 2001 (Cth) (**Corporations Act**):

'That the remuneration report for the financial year ended 26 June 2026 be adopted by the Company'.

This resolution will be decided as if it were an ordinary resolution. However, under section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

The Company will disregard any votes cast on Resolution 1 by or on behalf of any member of the Company's key management personnel (at the date of the meeting or whose remuneration is included in the remuneration report) (**KMP**) and any of their closely related parties (such as close family members and any controlled companies) unless the vote is cast:

(a) as a proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or

(b) by the Chairman of the meeting as proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the meeting to cast the vote in accordance with the Chairman's stated voting intention even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

3. Election of Directors (Resolutions 2, 3 and 4):

To consider, and if in favour, to pass the following resolutions as separate ordinary resolutions:

'That Mr Mark Lindh, having been appointed a non-executive director on 7 January 2026 and, being eligible, offers himself for election, is elected as a director of the Company'.

'That Ms Abigail Cheadle, having been appointed a non-executive director on 26 February 2026 and, being eligible, offers herself for election, is elected as a director of the Company'.

'That Mr Gary Brinkworth, having been appointed a non-executive director on 26 February 2026 and, being eligible, offers himself for election, is elected as a director of the Company'.

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The proposed items of business should be read in conjunction with the notes and explanatory notes in the Explanatory Memorandum to this Notice of Meeting.

Dated 23 October 2026.

By order of the Board



Ryan Chellingworth
Chief Financial Officer & Joint Company Secretary
Retail Food Group Limited



Zoe Green
Head of Legal – Corporate & Joint Company Secretary
Retail Food Group Limited

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NOTES:

1. Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Directors have determined that, for the purposes of the AGM, all shares in the Company shall be taken to be held by the persons who were registered as shareholders at 6.00 pm (Qld time) on Tuesday, 24 November 2026. Accordingly, those persons are entitled to attend and vote at the AGM.

2. Eligible members are encouraged to attend the AGM. If unable to attend, members may appoint a proxy to attend and vote for them. A proxy need not be a member of the Company.

   If members are entitled to cast two or more votes, they may nominate two persons to vote on their behalf at the AGM. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of the member's votes. Fractions of votes will be disregarded. If no number or proportion is specified, each proxy may exercise half the member's votes.

   A proxy form and reply paid envelope have been included for members with this notice of AGM. Proxy voting instructions are provided on the proxy form.

   Members who wish to direct a proxy how to vote on a resolution must place a mark (ie a cross 'X') in the appropriate box on the proxy form.

3. Proxy forms must be completed and respectively returned online, by post, facsimile or delivery to the Company's share registry, Computershare Investor Services Pty Limited:

   a) via GPO Box 242, Melbourne VIC 3001;

   b) via 1800 783 447 or + 61 3 9473 2555 (outside Australia);

   c) online at www.investorvote.com.au and quoting the 6 digit control number found on the front of the shareholder's proxy form. Shareholders may also scan the QR code on the front of the accompanying proxy form with their mobile device and insert their post code; or

   d) Intermediary Online subscribers (custodians/nominees) may lodge their vote electronically by visiting www.intermediaryonline.com,

   on or before 11.00 am (Qld time) on Tuesday, 24 November 2026.

4. Any revocations of proxies must be received (at the addresses or in the manner noted at Note 3 above) before commencement of the AGM, or at the registration desk at the conference room at Quest Apartments, 3 Centreline Place, Robina, Queensland, from 10.00 am to 11.00 am (Qld time) on Thursday, 26 November 2026.

5. Any proxy form, or revocation thereof, received after the deadlines indicated above will be treated as invalid.

6. If a member has appointed an attorney to attend and vote at the meeting, or if a proxy form is signed by an attorney, the power of attorney (or a certified copy of it) must be received by the Company or its share registry (at the addresses or in the manner noted at Note 3 above) by 11.00 am (Qld time) on Tuesday, 24 November 2026.

7. If a corporate shareholder wishes to appoint a person to act as its representative at the meeting, that person must be provided with a letter or certificate authorising him or her as the company's representative (executed in accordance with the law and the company's constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the company.

8. A proxy may decide whether to vote on any motion except where required by law or the Company's constitution to abstain in their capacity as proxy. If a proxy is directed to vote on an agenda item, he or she may vote only in accordance with the direction. If a proxy is not directed how to vote on an agenda item, he or she may vote as the proxy thinks fit.

9. If a member appoints the chairman of the meeting as the member's proxy and does not specify how the chairman is to vote on an item of business, the member expressly authorises the chairman to, and the chairman will, vote, as proxy for that member, in favour of that item in the case of Resolutions 1 to 4. If the member wishes to appoint the chairman as proxy with a direction to vote against, or abstain from voting on, any of Resolutions 1 to 4, they should specify this on the proxy form.

10. Members entitled to vote at the AGM may submit written questions to the Company's auditor provided such questions are relevant to the content of the auditor's report or the conduct of the audit of the Company's annual financial report to be laid before the AGM. Written questions for the auditor must be submitted no later than the fifth (5th) business day before Thursday, 26 November 2026.

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the AGM to be held on 26 November 2026 at 11.00 am (Qld time). This Explanatory Memorandum should be read with, and forms part of, the accompanying notice of AGM:

1. FINANCIAL STATEMENTS & REPORTS:

Section 317 of the Corporations Act requires that the Company's annual financial report, the Directors' report and Auditor's report be laid before the AGM. Whilst shareholders may ask questions about the reports, there will be no formal resolution put to the meeting concerning these matters.

An electronic copy of the Company's annual report (incorporating the Company's financial reports together with the Directors' and Auditor's reports) may be accessed via the following website address: www.rfg.com.au. Alternatively, shareholders can request a copy by contacting a Joint Company Secretary on 07 5655 2528 or by email at investors@rfg.com.au.

2. REMUNERATION REPORT (Resolution 1):

The Corporations Act requires that the Company's remuneration report (forming part of the Directors' report and contained in the Company's annual report) be put to vote by shareholders at the AGM.

The vote on the proposed resolution is advisory only and will not bind the Directors or the Company.

Pursuant to the Corporations Act, the Company must disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel or Directors, details of whose remuneration are included in the remuneration report, or a closely related party of such persons ('prohibited persons'). The Company encourages all other shareholders to cast their votes in relation to Resolution 1. The Company need not disregard a vote if the person casting it does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution or if the proxy expressly authorises the Chairman to vote in accordance with the Chairman's stated voting intention, and the vote is not cast on behalf of a member who is a prohibited person.

Under the Corporations Act, if 25% or more of the votes cast are opposed to adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which time the entire board of Directors, other than the Managing Director (who may bear that title or any other title determined by the Board), must stand for re-election.

At the 2024 AGM, more than 25% of the votes cast on the resolution to adopt the FY24 Remuneration Report were against the resolution, and accordingly, the Company received a 'first strike' on its Remuneration Report. A 'second strike' was not received at the 2025 AGM, as fewer than 25% of the votes cast were against adoption of the FY25 Remuneration Report.

The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objectives and in relation to current and emerging market practices.

The Board recommends that shareholders VOTE IN FAVOUR of Resolution 1 at the Company's Annual General Meeting. The Chairman intends to vote all undirected proxies in favour of Resolution 1 even though the Resolution is connected with the remuneration of members of the Company's KMP.

3. ELECTION OF DIRECTORS (Resolutions 2, 3 & 4):

Rule 13.2 of the Company's Constitution states that a Director appointed by the Board may hold office until the next AGM of the Company at which time he or she is then eligible for election but is not to be taken into account in determining the number of Directors who are to retire by rotation at the meeting.

Mark Lindh (Resolution 2):

Mr Lindh was appointed a non-executive Director by the Board on 7 January 2026.

Mr Lindh is an experienced public company director and corporate advisor with significant experience in advising predominantly listed companies encompassing a range of industries including technology, energy, resources, infrastructure and utilities. He is a founder and principal of AE Advisors, an investment house established in 2006, and has acted as the principal corporate and financial advisor to a number of Australian corporate success stories. Mr Lindh has extensive experience in Australian equity and debt markets and advising clients on capital raisings, mergers and acquisitions and investor relations.

In addition, Mr Lindh is a Chairperson and Non-Executive Director of ASX-listed companies Maggie Beer Holdings Limited (ASX: MBH), Aerometrex Ltd (ASX: AMX) and H3 Energy Ltd (ASX: H3E), and was previously a Non-Executive Director of ASX-listed company, Bass Oil Ltd (ASX: BAS).

The Board (with Mr Lindh abstaining) recommends that shareholders vote to elect Mr Lindh as a Director at the Company's Annual General Meeting. The Chairman intends to vote all undirected proxies in favour of Resolution 2.

Ms Abigail Cheadle (Resolution 3):

Ms Cheadle was appointed a non-executive Director by the Board on 26 February 2026.

Ms Cheadle is an experienced Chartered Accountant with a 30+ year track record of board and executive leadership across listed companies, government bodies and global professional services firms. Having served on the Board of 12 ASX-listed entities, twice as Chair and multiple times as Audit & Risk Committee (ARC) Chair, Ms Cheadle has expertise in financial oversight, governance, restructuring, capital management and commercial strategy across a range of sectors.

Ms Cheadle currently chairs the Shriro Holdings Limited Board of Directors and is also a non-executive Director and ARC Chair of Advanced Innergy Holdings Limited; LGI Limited; Reef Casino Trust and Humm Group Limited. Former directorships include Novatti Limited; Isentia Group Limited; SurfStitch Group Limited; DXN Limited; Booktopia Group Limited and QANTM Intellectual Property Limited. Ms Cheadle is also a member of the Australian Institute of Company Directors (AICD) and holds a Bachelor of Business (Accounting) from the Queensland University of Technology.

The Board (with Ms Cheadle abstaining) recommends that shareholders vote to elect Ms Cheadle as a Director at the Company's Annual General Meeting. The Chairman intends to vote all undirected proxies in favour of Resolution 3.

Mr Gary Brinkworth (Resolution 4):

Mr Brinkworth was appointed a non-executive Director by the Board on 26 February 2026.

Mr Brinkworth is a nominee director of Riguad Pty Ltd, a substantial shareholder in RFG, which is controlled by United Petroleum co-founders Avi Silver and Eddie Hirsch (UPL). Due to his association with UPL, Mr Brinkworth is not considered independent.

Mr Brinkworth is an experienced Chief Executive Officer and company director with significant familiarity across large-scale retail and property operations, both locally and internationally. He was most recently Chief Executive Officer and Board Director of Herron Todd White and has previously served as Group Chief Executive Officer of United Petroleum.

In addition, Mr Brinkworth has also held key senior executive roles at Coles Group, BP and Incitec Pivot Limited and served on the Board of Scope Australia, a large-scale disability services provider and Chaired the Finance and Sustainability Committee of that organisation. Gary assumed the roles of Chairman of the United Petroleum 'Group of Companies' and Executive Director Real Estate for that group in early March 2026. Gary holds a degree in Economics and is a graduate of the Australian Institute of Company Directors (AICD).

The Board (with Mr Brinkworth abstaining) recommends that shareholders vote to elect Mr Brinkworth as a Director at the Company's Annual General Meeting. The Chairman intends to vote all undirected proxies in favour of Resolution 4.

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RFG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00 am (Qld Time) on Tuesday, 24 November 2026.**

Proxy Form

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How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form: XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

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Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Retail Food Group Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Retail Food Group Limited to be held at Quest Apartments, 3 Centreline Place, Robina, Queensland on Thursday, 26 November 2026 at 11.00 am (Qld Time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), and I/we have not indicated my/our voting intention in step 2 below, I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel (KMP), which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Remuneration report	☐	☐	☐
Resolution 2	Election of Director - Mr Mark Lindh	☐	☐	☐
Resolution 3	Election of Director - Ms Abigail Cheadle	☐	☐	☐
Resolution 4	Election of Director - Mr Gary Brinkworth	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
			/ /
Sole Director & Sole Company Secretary	**Director**	**Director/Company Secretary**	**Date**

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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