



Policy on Appointment of Directors

Owner:	Board of Directors
Policy (including changes) approved by:	Board of Directors
Direct questions on Policy to:	Company Secretary
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RFG reserves the right to modify, replace or cancel this Policy at any time. All location specific policies, procedures, statements and forms should be read in conjunction with all policies available on the RFG intranet or equivalent communication tool. Please contact your HR representative for further information or if you have queries about this Policy at any point in time. This document will subsist if not updated by the review date and is uncontrolled once printed

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1 Interpretation:

In this Policy, in the absence of obvious inconsistency or unless otherwise specified, words having capital letters shall have the definitions attributable to them in the Company's Corporate Governance Charter. However, for the avoidance of doubt the following definitions shall apply:

Board	Means the Board of Directors of RFG
Company	Means a reference to RFG
Group	Means RFG, its controlled entities and related bodies corporate.
RFG	Means Retail Food Group Limited

2 Introduction:

The Company considers it essential to its long term success, and the building of shareholder value, that the Board should comprise Directors with an appropriate mix of skill sets, experience and personal attributes to enable the Board to effectively discharge its responsibilities.

In view of the foregoing, the Board has established the Nominations Committee ('the Committee') to act in an advisory capacity to assist the Board and make recommendations to it in relation to the appointment of, among others, new Directors (both executive and non-executive).

The Committee is guided by its Charter and has responsibility for:

- Developing suitable criteria for Board candidates;
- Identifying individuals who are suitable candidates for appointment to the Board;
- Recommending individuals accordingly for consideration by the Board; and
- Recommending the appointment and removal of Directors from time to time of the Company's subsidiaries.

3 Policy:

In discharging the functions referred to above, the Committee may have regard to candidates who hold the following competencies and attributes:

- Extensive commercial experience (preferably within the environment in which the Company conducts its business);
- Relevant professional qualifications;
- Experience in connection with the management and oversight of listed companies and the regimes associated therewith;
- Empathy for the Company's corporate culture, and cultural fit with existing Board members;

- A high level of integrity and ability to work in a collegiate manner;
- Freedom from conflict with the interests of the Company;
- Time available to meet the commitment arising from membership of the Board and its committees; and
- The number of existing directorships or other commitments and their likely demands on time, availability and ability to bring independent judgment to the position.

The Committee may from time to time identify additional skill sets deemed preferable or necessary in order to, among other things, complement the skill set and expertise of existing Board members.

The Committee does not have responsibility for considering or advising upon remuneration issues which are reserved to the Remuneration Committee. Be that as it may, the likely costs to the Company of appointing candidates will represent an additional issue considered by the Board in determining potential appointees.

4 Amendments:

This Policy may only be amended with the approval of the Board.