



RETAIL FOOD GROUP

Corporate Governance Statement

2023

RETAIL FOOD GROUP

Retail Food Group Limited (RFG or the Company) recognises the importance of good corporate governance to RFG's shareholders and other stakeholders.

This Corporate Governance Statement provides an overview of RFG's governance practices and response to the ASX Corporate Governance Council's Governance Principals & Recommendations (4th Edition) (ASX Principals), as at 30 June 2023. It was approved and adopted by the Board on 24 October 2023.

Principle Number	Best Practice Recommendation	Compliance/Non-Compliance	Reference
1.	Lay Solid Foundations For Management And Oversight		
1.1	A listed entity should have and disclose a Board Charter setting out: (a) the respective roles and responsibilities of its Board and management; and (b) those matters expressly reserved to the Board and those delegated to management.	Complied	Refer pages 5-6
1.2	A listed entity should: (a) undertake appropriate checks before appointing a Director or senior executive or putting someone forward for election as a Director; and (b) provide security holders with all material information in its possession relevant to a decision whether or not to elect or re-elect a Director.	Complied	Refer page 6
1.3	A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	Complied	Refer page 6
1.4	The Company Secretary of a listed entity should be accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.	Complied	Refer page 6
1.5	A listed entity should: (a) have and disclose a Diversity Policy; (b) through its Board or a committee of the Board set measurable objectives for achieving gender diversity in the composition of its Board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportion of men and women on the Board, in senior executive positions and across the whole workforce (including how the entity has defined 'senior executive' for these purposes); or (B) if the entity is a 'relevant employer' under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	Complied	Refer pages 6 – 7
1.6	A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Complied	Refer page 6
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	Complied	Refer Page 6

Principle Number	Best Practice Recommendation	Compliance/Non-Compliance	Reference
2.	Structure The Board To Be Effective and Add Value		
2.1	The Board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent Directors; (2) is chaired by an independent Director; and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	Complied	Refer pages 9 – 10
2.2	A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership.	Complied	Refer page 7
2.3	A listed entity should disclose: (a) the names of the Directors considered by the Board to be independent Directors; (b) if a Director has an interest, position, association or relationship of the type described in Box 2.3 [of the Recommendations] but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and (c) the length of service of each Director.	Complied	Refer page 8
2.4	A majority of the Board of a listed entity should be independent Directors.	Complied	Refer page 8
2.5	The chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.	Not Complied	Refer page 8
2.6	A listed entity should have a program for inducting new Directors and for periodically reviewing whether there is a need for existing Directors to undertake professional development to maintain the skills and knowledge needed to perform their roles as Directors effectively.	Complied	Refer page 9
3.	Instil a Culture of Acting Lawfully, Ethically and Responsibly		
3.1	A listed entity should articulate and disclose its values.	Complied	Refer page 10
3.2	A listed entity should: (a) have and disclose a code of conduct for its Directors, senior executives and employees; and (b) ensure that the Board or a committee of the Board is informed of any material breaches of that code.	Complied	Refer page 10
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the Board or a committee of the Board is informed of any material incidents reported under that policy.	Complied	Refer pages 10-11
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the Board or a committee of the Board is informed of any material breaches of that policy.	Complied	Refer pages 10-11

Principle Number	Best Practice Recommendation	Compliance/Non-Compliance	Reference
4.	Safeguard the Integrity of Corporate Reports		
4.1	<p>The Board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent Director, who is not the chair of the Board;</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	Partially Complied	Refer page 11
4.2	The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Complied	Refer page 12
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	Complied	Refer page 12
5.	Make Timely And Balanced Disclosure		
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under Listing Rule 3.1.	Complied	Refer page 12
5.2	A listed entity should ensure that its Board receives copies of all material market announcements promptly after they have been made.	Complied	Refer page 12
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	Complied	Refer page 12
6.	Respect The Rights Of Security Holders		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Complied	Refer pages 12-13
6.2	A listed entity should have an investor relations program that facilitates two-way communication with investors.	Complied	Refer pages 12-13
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Complied	Refer pages 12-13
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	Complied	Refer pages 12-13

Principle Number	Best Practice Recommendation	Compliance/Non-Compliance	Reference
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Complied	Refer page 13
7.	Recognise And Manage Risk		
7.1	The Board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent Directors; and (2) is chaired by an independent Director; and disclose: (3) the charter of the committee; (4) members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	Complied	Refer pages 11 – 13
7.2	The Board or a committee of the Board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the Board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	Complied	Refer page 13
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	Complied	Refer page 13
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	Complied	Refer pages 13 – 14
8.	Remunerate Fairly And Responsibly		
8.1	The Board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent Directors; and (2) is chaired by an independent Director; and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for Directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	Complied	Refer page 14
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.	Complied	Refer page 14
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether or not through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	Complied	Refer page 14

The Board has in place corporate governance practices that it considers to be the most appropriate for the Company and its controlled entities (together referred to as the 'Group' in this statement). The Board continues to review its governance framework and practices to ensure they meet the interests of stakeholders. This statement describes the main Corporate Governance practices in place during the financial year ended 30 June 2023.

The Board maintains a set of policies to assist in the discharge of its Corporate Governance responsibilities, including the following:

- Corporate Governance Charter, including Board and Committee Charters;
- Code of Conduct;
- Continuous Disclosure Policy;
- Remuneration Policy;
- Appointment of Directors Policy;
- Diversity Policy;
- Trading Policy;
- Whistleblower Policy;
- Anti-Bribery & Corruption Policy;
- Policy Regarding Modern Slavery Practices; and
- Sustainability Policy.

Copies of the above policies are available from the Company's registered office (on request) or may be downloaded from the Company's website at www.rfg.com.au (refer Shareholder Centre). The Company's Remuneration Policy is specified in Remuneration Report forming part of the Company's Annual Financial Report for the financial year ended 30 June 2023.

Principle 1: Lay Solid Foundations for Management and Oversight:

The Directors are responsible to shareholders for promoting and managing the performance of the Group in both the short and longer term. Their focus is to enhance the interests of security holders, having appropriate regard to the interests of other key stakeholders including franchise partners, and to ensure the Group is properly managed.

The responsibilities of the Board are more particularly described in the Board's Charter and include:

- Charting strategy and setting financial targets for the Group;
- Monitoring the implementation and execution of strategy and performance against financial targets;
- Appointing and overseeing the performance of senior executive management;
- Taking a leadership role in connection with the culture and values of the Group; and
- Taking and fulfilling an effective leadership role in relation to the Group.

The Board has reserved to itself, in addition to those matters reserved to it by law, the following matters and all power and authority in relation to those matters:

- Composition of the Board itself (including appointment and retirement or removal of Directors);
- Periodic evaluation of the Board, its committees and individual Directors;
- Oversight of the Group, including its control, accountability systems and appetite for risk;
- Appointing and removing the Chief Executive Officer (whether holding that title or one analogous thereto);
- Ratifying the appointment and, where appropriate, removal of the Chief Financial Officer and Company Secretary;
- Reviewing and overseeing the operation of systems of risk management and internal compliance and control, codes of ethics and conduct, and legal and regulatory compliance;
- Input into and final approval of management's development of corporate strategy and performance objectives;
- Monitoring senior executive management's performance and implementation of strategy, and ensuring appropriate resources are available;
- Approving and monitoring the progress of major capital expenditure, capital management, acquisitions and divestitures;
- Approving and monitoring financial and other reporting;
- Approving the Group's remuneration framework;
- Performance of investment and treasury functions;
- Monitoring industry developments relevant to the Group and its business;
- Developing suitable key indicators of financial performance for the Group and its business;

- The overall corporate governance of the Group, including strategic direction, establishing goals for management and monitoring the achievement of these goals; and
- The oversight of Committees.

The Company maintains a rigorous recruitment process in respect to the appointment of potential new Directors or senior executives, having regard to the nature of the role, and the skillset and experience sought by the Company. This process includes reference and background checks, scope for criminal history checks in respect to potential Board nominees and, where it is considered that the role demands it, senior executives.

Non-executive Directors are issued with formal letters of appointment governing their roles and responsibilities. Senior executives are issued with formal agreements setting out the terms of their employment.

Security holders are provided all material information in the Board's possession relevant to a decision on whether or not to elect or re-elect a Director. This information is provided in the Notice of Meeting for the relevant general meeting (ordinarily the Company's Annual General Meeting) at which non-executive Director election or re-election is to occur.

The Board has delegated specific responsibilities to certain Board Committees which act, subject to the terms of their respective charters, in an advisory capacity, subject to the oversight of the Board.

Day to day management of the Group's affairs and the implementation of corporate strategy and policy initiatives are formally delegated by the Board to RFG's senior executive officer, supported by the senior leadership team. These delegations are reviewed periodically as appropriate. RFG Executive Chairman, Mr Peter George, was RFG's senior executive officer, and also acted as Chief Executive Officer, throughout FY23. Effective 1 July 2023, these roles were separated following the promotion of former RFG Head of Retail, Matthew Marshall, to the role of Chief Executive Officer.

Management must supply the Board with information in a form, timeframe and quality that will enable the Board to discharge its duties. Management reports to the Board at Board meetings, providing updates on Group performance, initiatives and issues.

The Board generally meets on a monthly basis, or more regularly as the case requires. On an annual basis, the Board sets financial and non-financial performance targets for management and performance is assessed against these performance targets. The Board reviews the performance of the Executive Chairman, whilst the Executive Chairman is responsible for performance reviews of the senior leadership team.

The Company Secretary is accountable to the Board, through the Chair, on all matters relevant to the proper functioning of the Board. All Directors have direct access to the Company Secretary.

Board & Senior Executive Performance

The performance of the Board, its Committees, the Directors and senior executives is regularly evaluated, including during and in respect of FY23.

Performance of Directors is assessed against a range of factors including the ability of Directors to consistently create shareholder value, to contribute to the development of strategies and risk management, to provide support, guidance and oversight of senior executive management, to listen to the views of fellow Directors and members of management and key third party stakeholders, and to provide the time commitment to ensure the discharge of duties and obligations to the Group.

This assessment is undertaken internally. The Board considers that:

- Given its current size and the circumstances of the Company, it is not necessary that a third party facilitate a more formalised evaluation process; and that
- The size, structure and function of the Board and its Committees had facilitated flexibility and prompt decision making which benefits the Company.

Senior executive performance is assessed against a range of factors including, inter alia, performance against established Group and personal key performance indicators, contribution to the development and execution of strategies, and discharging an effective leadership role within the Group.

Diversity

The Company recognises:

- The competitive advantages able to be derived from the variety of thought, experience and perspective held by a talented and diverse workforce which is aligned to the Company's values and core behaviours;
- The Company's performance is a reflection of the quality, skill and diversity of its workforce;
- Employees are more likely to be engaged where working in a diverse environment which is open and fair to all participants; and, that

- No person should be disadvantaged as a consequence of, inter alia, their gender, age, sexual orientation, cultural background or ethnicity.

The Board is therefore committed to having an appropriate blend of diversity at all levels of employment within the Group. To achieve this objective, the Company has established employment, reward and recognition policies with reference and adherence to relevant provisions of the *Fair Work Act 2009* and the *Equal Opportunity Act 2010*, and adopted the Company's Diversity Policy on the 31st of August 2014 (a copy of which may be located on the Company's website, www.rfg.com.au). Appointment or promotion to positions vacant within the Group is based on merit, without regard to, inter alia, the gender, age, sexual orientation, cultural background and/or ethnicity of candidates. 65% of internal promotions over the 2022-2023 reporting period were female.

The Company also maintains an objective that the Board comprise at least 30% female representation, consistent with the voluntary target recommended by the Australian Institute of Company Directors. During FY23, this objective was exceeded until the appointment of Non-Executive Director Michael Bulley on 13 March 2023, at which time female representation on the Board fell to 25% (following the appointment of Non-Executive Director Jacinta Caithness on 25 September 2023, female representation on the Board has increased to 40%).

The following table shows the proportional representation of women at various levels within the Group:

Gender representation	Women %	Women %
	1 July 2022	30 June 2023
Board representation	33.3%	25.0% ⁽³⁾
Senior executive personnel representation ⁽¹⁾	40.0%	38.1%
Group representation ⁽²⁾	58.8%	60.8%

⁽¹⁾ CEO direct reports & business unit heads

⁽²⁾ Excludes corporate store personnel. Where corporate store personnel are included, the FY23 percentage of female employees across the Group increases to 74.8% (FY22: 73.6%).

⁽³⁾ Female representation on the Board during FY23 was 33.3% until 13 March 2023, at which time it fell to 25.0% on the appointment of Michael Bulley as a non-executive Director. On 25 September 2023, female representation on the Board increased to 40.0% following appointment of Jacinta Caithness as a non-executive Director.

Principle 2: Structure The Board To Be Effective and Add Value

Board Skills

The Board seeks to ensure that its combination of members provides an appropriate range of experience, expertise, skills and attributes relevant to the Group and its business, to enable it to carry out its obligations and responsibilities. During FY23, the Board was comprised of Directors with a mix of skills and diversity to enable the Board to effectively oversee the Group's operations. These included but were not limited to the following skills:

Financial/Accounting	Leadership & mentorship	Audit & risk
Corporate governance	Corporate turnarounds	Franchising
Treasury, debt & balance sheet management	Business management & development	Legal & regulatory matters
Food business operations	International experience	Property
Brand & marketing		

Noting the appointment during CY23 of Michael Bulley and Jacinta Caithness as additional Non-Executive Directors, the Board considers that its current skillset is appropriately aligned to the Company's key risks and business operations. The Board considers that its skillsets in connection with certain functional proficiencies, such as Information & Technology, are well able to be supplemented by contracting or employing subject matter experts when the need arises.

Board Composition

Historically, the composition of the Board has been determined according to the following principles:

- The Board must comprise members with a broad range of experience, expertise, skills and contacts relevant to the Group and its business;
- There must be at least four Directors;

- The number of Directors may be increased where the Board considers that additional expertise is required in specific areas or when an outstanding candidate is identified;
- The Chairman must be a non-executive Director who is also independent; and
- At least half of the Board must be non-executive Directors, at least two of whom must also be independent.

During FY19, the Board underwent a process of renewal of its membership by which three Directors departed the Board, and two new Directors were appointed to the Board.

This process also resulted in Peter George's appointment as Executive Chairman of the Board on 7 November 2018.

Given Mr George's appointment as Executive Chairman, and effective from the date of his appointment to this role, the Board resolved to amend its Charter to provide it with scope to appoint an Executive Chairman where it considered that appointment was in the best interests of RFG from time to time. Having regard to Mr George's considerable experience, including in turnaround situations and with regard to capital markets, the Board considered Mr George's appointment as Executive Chairman to be in RFG's best interests having regard to the circumstances of the Group.

Additionally, in 2019 the Board resolved to amend its Charter in order that the Board must be comprised of a minimum three Directors. This number is consistent with the minimum contemplated by the Company's Constitution. The Board currently comprises five Directors.

Directors' Independence

The Board has adopted specific principles in relation to Directors' independence, which state that, when determining independence, a Director must be non-executive and the Board should consider whether the Director:

- Is a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;
- Is employed, or has previously been employed in an executive capacity, by the Company, and there has not been a period of at least three (3) years between ceasing such employment and serving on the Board;
- Has, within the last three (3) years, been a principal of a professional advisor or a significant consultant to the Group, or an employee significantly associated with the service provided, except in circumstances where the advisor might be considered to be independent, notwithstanding their position as a professional advisor, due to the fact that fees payable by the Group to the advisor's firm represents an insignificant component of its overall revenue;
- Is a significant supplier or customer of the Group, or an officer of or otherwise associated directly or indirectly with a significant supplier or customer of the Group;
- Has a material contractual relationship with the Group other than as a Director;
- Is free from any interest and any business or other relationship, which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Group; and
- Has served on the Board for a period which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Group.

The Board assesses independence each year when finalising and adopting its annual financial statements. To enable this process, the Directors must provide all information that may be relevant to that assessment.

Board Members

The names, skills and experience of the Directors in office during FY23, and the period in office of each Director, are set out in the Directors' Report forming part of the Company's Annual Financial Report for FY23. At the date of signing the Directors' Report (23 August 2023), the Board comprised two non-executive Directors who are considered independent (Mr David Grant and Ms Kerry Ryan), one non-executive Director who is not considered independent having regard to his interest in various Donut King franchised businesses (Mr Michael Bulley), and one executive Director who is not considered independent (being the Executive Chairman, Mr Peter George). As noted above, Jacinta Caithness was appointed a non-executive Director subsequent to release of the Company's FY23 Annual Financial Statement and is considered independent.

Term of Office

The Company's Constitution requires that one third (or the nearest number thereto but not less than one third) of the Directors, other than the Managing Director (who may bear that title or any other title determined by the Board), where one is appointed, must retire from office at each Annual General Meeting of the Company. The Director/s who must retire is the Director/s who has been in office longest since last being elected. Director/s retiring by rotation are eligible for re-election.

Executive Chairman & Senior NED

The Executive Chairman, Mr Peter George, is responsible for leading the Board, ensuring Directors are properly briefed on all matters relevant to their role and responsibilities, facilitating Board discussions and managing the Board's

relationship with the Group's senior executive management. The Executive Chairman is also responsible for implementing Group strategies and policies.

Contemporaneous with the appointment of Mr Peter George as Executive Chairman, the Board formally recognised Mr David Grant as the senior non-executive, independent Director on the Board, who, in the absence of any conflict, shall lead non-executive Director deliberations undertaken by the Board from time to time.

In accepting these positions, the Executive Chairman and Mr Grant have acknowledged that each will respectively require significant time commitment and have confirmed that other positions will not hinder their effective performance in the roles noted above.

Induction

The induction provided to new Directors enables them to actively participate in Board decision-making as soon as possible. It ensures that they have a full understanding of the Group's financial position, strategies, operations and key risks. It also explains the respective rights, duties, responsibilities and roles of the Board. In order to be able to perform their role effectively, the Nominations & Remuneration Committee periodically reviews whether there is a need, and where considered appropriate provides opportunities, for Directors to undertake professional development to maintain the skills and knowledge necessary to perform their roles as directors effectively.

Commitment

The Board held twenty (20) meetings during FY23. All Directors attended each of the Board's meetings they were entitled to attend (noting that Mr Bulley did not attend 16 Board meetings that occurred prior to his appointment on 13 March 2023). Further details regarding the number of meetings of the Company's Board of Directors and each Board Committee held during the financial year ended 30 June 2023, and the number of eligible meetings attended by each Director, is disclosed in the Company's latest Annual Financial Report.

Non-executive Directors are expected to spend a minimum 20 days a year preparing for and attending Board and Committee meetings and associated activities. The commitments of non-executive Directors are considered by the Nominations & Remuneration Committee prior to the Director's appointment to the Board and are reviewed as part of performance assessments.

Prior to appointment or being submitted for re-election, each non-executive Director is required to specifically acknowledge that they have, and will continue to have, the time available to discharge their responsibilities to the Company.

Independent Professional Advice

Directors have the right, in connection with their duties and responsibilities, to seek independent professional advice at the Group's expense. Prior approval of the Executive Chairman is required, but this approval will not be unreasonably withheld. The advice obtained must be made available to all Board members in due course, where appropriate.

Board Committees

The Board has established a number of standing Committees to assist in the execution of its duties and to allow detailed consideration of complex issues. Standing Committees of the Board as at 30 June 2023 were the Nominations & Remuneration Committee and the Audit & Risk Management Committee.

Each of these Committees had its own written charter setting out its role and responsibilities, composition, structure, membership requirements and the manner in which the committee is to operate.

All matters determined by the Committees are submitted to the Board as recommendations for Board consideration.

The charter of each Committee is included in the Company's Corporate Governance Charter, a copy of which is available on the Company's website at www.rfq.com.au.

Nominations & Remuneration Committee

During FY20 the Board merged its Nominations Committee and Remuneration Committee to form the Nominations & Remuneration Committee to, amongst other things, assist the Board and make recommendations to it in relation to the appointment of new Directors (both executive and non-executive) and senior executive management.

During FY23, the Committee had at least three members, the majority of whom were independent, and was at all times chaired by an independent non-executive Director. During FY23 the Nominations & Remuneration Committee consisted of the following Directors:

- Mr David Grant (Committee Chairman);

- Ms Kerry Ryan; and
- Mr Peter George.

The Nominations & Remuneration Committee held seven (7) meetings in FY23, which were attended by all members.

When a new Director is proposed to be appointed, the Committee reviews the range of skills, experience and expertise on the Board, identifies its needs and prepares a short-list of candidates with appropriate skills and experience. Where necessary, advice may be sought from independent search consultants. The Board then appoints the most suitable candidate who must submit themselves to shareholders for election at the first Annual General Meeting following their appointment. The Company provides shareholders with all material information relating to the election or re-election of Directors at the AGM. Those Directors who were appointed to the Board during CY23 (Michael Bulley and Jacinta Caithness) will stand for election by shareholders at the Company's 2023 Annual General Meeting.

New Directors are provided with a letter of appointment setting out the Company's expectations including involvement with Committee work, their responsibilities, remuneration, including superannuation and expenses, requirement to disclose their interests and any matters which affect the Director's independence.

New Directors are also provided with all relevant policies, including the Company's Trading Policy, a copy of the Company's Constitution, organisational chart and details of indemnity and insurance arrangements. A formal induction program, which covers the operation of the Board and its Committees and financial, strategic, operations and risk management issues, is also provided, to ensure that Directors have significant knowledge about the Group and the industry within which it operates.

New Directors are advised of the time commitment required of them in order to appropriately discharge their responsibilities as a Director of the Company. Directors are required to confirm that they have sufficient time to meet this requirement.

The Committee has an advisory role, consistent with its purpose of assisting the Board in relation to the matters with which it is charged with responsibility, and does not have any power to commit the Board to any recommendation or decision made by it but may, nevertheless, consult independent external expert advisers, as it may consider appropriate, for the proper performance of its function and charge the costs to the Group.

Principle 3: Instil a Culture of Acting Lawfully, Ethically and Responsibly

Code of Conduct

The Company has developed a Code of Conduct (the Code) which has been endorsed by the Board and applies to all Directors and employees. The Code is reviewed by the Board and updated as necessary. The Code draws together all of the Group's practices and policies, and reflects the Group's values of:

- Respect for others;
- Honesty, integrity and accountability;
- Leadership and teamwork;
- Diligence and care in the performance of duties; and
- An acknowledgement of the service orientated nature of the Group's core business.

It reinforces the need for Directors, employees, consultants and all other representatives of the Group to always act in good faith, in the Group's best interests and in accordance with all applicable policies, procedures, laws and regulations relevant to the regions in which the Group operates. The Board is informed of any material breaches of the Code should they occur.

A copy of the Code is available on the Company's website at www.rfg.com.au.

Whistleblower and Anti-Bribery & Corruption Policies:

The Group is committed to fostering a culture of ethical behaviour, corporate compliance and risk management.

As part of this commitment, the Group has implemented Whistleblower and Anti-Bribery & Corruption Policies that respectively:

- Provide eligible whistleblowers with a process to speak up and feel safe about doing so, together with a mechanism for material incidents reported under the policy to be reported to the Board; and
- Further reinforces the Group's expectations and zero tolerance approach to bribery, corruption, fraud or dishonest conduct.

Copies of the Group's Whistleblower and Anti-Bribery & Corruption Policies are provided on the Company's website (www.rfg.com.au). The Board is informed of any material breaches of these policies. There were no such breaches during FY23.

Trading In Company Securities by Directors, Senior Executive Management & Employees

The Company has a Trading Policy which regulates dealings by Directors, senior executive management and employees in shares, options and other securities issued by the Company.

The Trading Policy provides that Restricted Persons, including the Directors and senior executive management, are normally precluded from trading in the Company's securities during Closed Periods. Under the Trading Policy, the Closed Periods are from 1 January until publication of the Company's Half Year Report and the period from 1 July until publication of the Company's full year results. The Trading Policy also imposes an over-riding restriction whereby officers and employees may not trade in the Company's securities whilst in possession of price sensitive information.

Trading in the Company's securities during Closed Periods may be authorised under the Trading Policy where the Restricted Person is in severe financial hardship or there are other exceptional circumstances, provided that the Restricted Person is not in possession of price sensitive information, such trading would not otherwise be contrary to law and such trading does not relate to financial products issued or created over or in respect of the Company's securities. There are also limited situations where trading in the Company's securities is not subject to the Trading Policy (for example, exercising options granted under an employee incentive scheme).

As noted above, a copy of the Trading Policy is available on the Company's website (www.rfg.com.au).

Principle 4: Safeguard the Integrity of Corporate Reports

Audit & Risk Management Committee

The Board has established an Audit & Risk Management Committee to provide additional assurance regarding the quality and reliability of financial information and to advise on the establishment and maintenance of a framework of internal control and appropriate ethical standards for the management of the Company. During FY23, the Audit & Risk Management Committee consisted of the following Directors:

- Mr David Grant (Committee Chairman);
- Ms Kerry Ryan; and
- Mr Peter George.

Whilst the Committee's membership is not entirely comprised of non-executive Directors (given Mr George's participation), the majority of members are independent and non-executive, and the Committee is chaired by the Company's senior non-executive Director, Mr David Grant.

Details of these Directors' qualifications and attendance at Audit & Risk Management Committee meetings are set out in the Directors' Report forming part of the Company's latest Annual Financial Report.

The Audit & Risk Management Committee has a formal charter, a copy of which is available on the Company's website at www.rfg.com.au. The Committee charter requires that Committee meetings are convened at least four (4) times each year. The Audit & Risk Management Committee held six (6) meetings during FY23. All Committee members attended each of those meetings.

In fulfilling its responsibilities, the Audit & Risk Management Committee:

- Receives regular reports from management and the external auditor;
- Meets with the external auditor at least twice a year, or more frequently if necessary;
- Reviews any significant disagreements between the external auditor and management, irrespective of whether they have been resolved; and
- Meets separately with the external auditor at least twice a year without the presence of management.

The Audit & Risk Management Committee has authority, within the scope of its responsibilities, to seek any information it requires from any employee or external party.

The Audit & Risk Management Committee reports to, and makes recommendations to, the Board in relation to each of its functions.

Financial & Periodic Reports

The Executive Chairman and Chief Financial Officer, and subsequent to Mr Matthew Marshall's appointment as Chief Executive Officer effective 1 July 2023, the CEO, state in writing to the Board each reporting period that:

- The Group's financial reports are complete and present a true and fair view, in all material respects, of the financial condition and operational results of the Group and are in accordance with the relevant Accounting Standards; and that
- The above statement is founded on a sound system of risk management and internal compliance and control which implements the policies adopted by the Board, and is operating effectively.

Periodic corporate reports which are not subject to audit or review undergo extensive internal review and verification to ensure they are materially accurate, balanced and provide investors with appropriate information.

External Auditor

The Company's and Audit & Risk Management Committee's policy is to appoint an external auditor which clearly demonstrates quality and independence. The performance of the external auditor is reviewed annually. KPMG was appointed as the external auditor in 2020 following approval by shareholders. Prior to this appointment, the Company's external auditors were PricewaterhouseCoopers (PwC).

An analysis of fees paid to the external auditor, including a break-down of fees for non-audit services, is provided in the notes to the financial statements in the Company's latest Annual Financial Report. It is the policy of the external auditor to provide an annual declaration of its independence to the Audit & Risk Management Committee. The auditor's annual declaration of independence is disclosed in the Company's Annual Financial Report.

The external auditor is requested to attend the Company's Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the audit report.

Principle 5: Make Timely & Balanced Disclosure

The Group has an established policy for timely disclosure of material information concerning the Company. This policy includes internal reporting procedures to ensure that any required market announcements are reported in a timely manner.

The Company Secretary has been nominated as the person responsible for communication with the ASX. This role includes co-ordinating information disclosure to the ASX, and to analysts, brokers, shareholders, the media and the public, following confirmation from the ASX that such information has been released by it. Copies of all material market announcements are also promptly provided to the Directors after they have been made.

Information disclosed to the ASX is posted on the Group's corporate website (www.rfg.com.au) following release to the market by the ASX. When analysts are briefed following half year and full year results announcements, the material used in the presentations is released to the ASX prior to the commencement of the briefing. This information is also posted on the Group's corporate website (www.rfg.com.au).

The Company's Continuous Disclosure Policy is periodically reviewed to ensure its ongoing relevance and appropriateness. A copy of the policy is available on the Company's website (www.rfg.com.au).

Principle 6: Respect the Rights of Security Holders

The Group aims to keep shareholders informed of the Group's performance and all major developments in an ongoing manner. Information is communicated to shareholders through:

- The Annual Report and financial reports or presentations, including the Annual Financial Report, the Preliminary Final Report (where published), and the Half-Year Financial Report, which are published on the ASX corporate announcements platform and the Group's corporate website (www.rfg.com.au). A copy of the Annual Report is distributed to shareholders where nominated;
- The Annual General Meeting, and any other formally convened Company meetings;
- Communications issued to shareholders and the Market in connection with corporate events and actions, financial results or key operational outcomes; and
- All other information released to the ASX, which is subsequently posted to the Group's corporate website (www.rfg.com.au).

As well, the Group's corporate website (www.rfg.com.au) provides various information about the Company and its governance, including but not limited to, information about the Company's history, Board and senior management, key policies and Company documents, copies of announcements to the market and recent news, an FAQ, and links to the Company's registry. Each of the Company's franchised Brand Systems and coffee businesses also maintain independent

websites providing further information in connection with each. Links to these websites are provided on the Company's corporate website.

Shareholders are given the option to receive and give communications to the Company and its registry electronically. Shareholders are also invited to submit written questions to the Company's auditor or management prior to the Company's Annual General Meeting, and are afforded a reasonable opportunity for questions and discussion on agenda items during the Company's Annual General Meeting.

Since 2019, it has been the Company's practice that all resolutions put to a meeting of security holders are decided by a poll, rather than by a show of hands. This practice was observed during the Company's most recent Annual General Meeting held 30 November 2022.

Principle 7: Recognise & Manage Risk

The Board, through the Audit & Risk Management Committee, is responsible for ensuring the adequacy of the Group's risk management and compliance framework and system of internal controls and for regularly reviewing its effectiveness.

The Group maintains a risk management framework which promotes risk identification, evaluation, treatment and ongoing monitoring and reporting. This framework, and the key risks considered relevant to the Company's business, were reviewed during FY23 having regard to the risk appetite set by the Board.

The Group does not have a formal internal audit function. Instead, and based on risks identified, the Executive Chairman, Chief Executive Officer and Chief Financial Officer, and other senior executive management, with the assistance of external specialists where required, are responsible for ensuring risks are appropriately managed. This includes ensuring related controls and mitigations are in place and are operating effectively. The senior executive management are also responsible for ensuring suitable risk information is reported to the Audit & Risk Management Committee and Board. During Board and senior executive meetings throughout the year, risks that could prevent the Group from achieving its objectives are reviewed, identified and, where possible, mitigated.

Additionally, a formal risk assessment process is part of proposed major capital expenditures, significant business initiatives or transactions.

Environmental & Social Risks:

RFG recognises that the long-term interests of all stakeholders in its business are best served by charting a sustainable future focused on creating positive outcomes for its people, customers, communities and environment. The Company is committed to building upon the important steps previously taken to implement a sustainability framework that fosters these outcomes, meeting business needs whilst being mindful of the Group's impact on the communities and environments in which it operates.

The Company is exposed to a range of risks associated with operating within the retail and coffee industries, including environmental and social risks. For instance, the Group relies upon suppliers and food products sourced from agricultural products such as milk, flour, coffee and other raw ingredients. Adverse weather and climatic conditions including floods, bushfires, droughts and storms caused or contributed to by climate change may impact on the Group's ability to source these products if supply chain processes are impacted. There is also potential scope for physical impacts to RFG's outlet network, including from flood inundation or destruction from bushfires. The Group is also exposed to modern slavery risks through its operations and supply chain.

During FY23 the Company established its Environmental, Social & Governance (ESG) framework to provide a clear 'north star' for the future development of sustainability initiatives. This framework contemplates a commitment to 'Inspiring Towards a Healthy and Prosperous Planet and People' and is underpinned by five key pillars:

- Environmental protection and resource conservation;
- Responsible sourcing and care for our supply chain;
- Excellence in well-being across all of our people;
- Healthier customers, healthier communities; and
- Ensuring a prosperous RFG.

This framework has informed a number of activities, including engagement of a leading climate change consultancy to help RFG establish the Group's inaugural carbon footprint to inform a credible starting point for determining future steps as part of the Group's ESG strategies, the adoption of the Group's Sustainable Packaging Policy, the Group's procurement of SEDEX membership and the redesign of its approach to supply partner onboarding and management, and proactive steps to improve the certification standards of green coffee beans used in the Group's coffee roasting business. In terms of this last initiative, during FY23 the Group migrated over 94% of its domestic green coffee bean requirements to certified coffee,

making it one of the largest buyers of certified coffee in Australia. The Company is motivated to grow that percentage in future periods.

A summary of the Company's material business risks (including ESG related risks) and how they are managed is set out at pages 11 to 12 of the Company's FY23 Annual Financial Report. Further information relating to the Company's management of ESG related matters, including sustainability initiatives, is also provided in the Company's inaugural Sustainability Report and latest Modern Slavery Statement, each of which are available on the Company's website at www.rfg.com.au.

Principle 8: Remunerate Fairly & Responsibly

Remuneration Committee

As noted above, during FY20 the Board resolved to merge the Remuneration Committee with the Nominations Committee, to create a consolidated Nominations & Remuneration Committee. Amongst other things, this Committee discharges the role formally undertaken by the Remuneration Committee.

The Nominations & Remuneration Committee consists of the following members, two of whom (including the Committee Chairman) are independent:

- Mr David Grant (Committee Chairman);
- Ms Kerry Ryan; and
- Mr Peter George.

The Committee met seven (7) times during FY23. All Committee members attended each of these meetings.

Further information on Directors' and executives' remuneration, including principles used to determine remuneration, is set out in the Directors' Report under the heading "Remuneration Report" in the Company's latest Annual Financial Report.

Structure of Remuneration

Details of the nature and amount of each element of remuneration for Directors and senior executive management of the Group are set out in the "Remuneration Report" section of the Directors' Report in the Company's latest Annual Financial Report.

Remuneration for executive Directors and senior executive management is appropriately structured for each based on the duties allocated to them, the size of the Group's business and the industry in which the Group operates.

Service contracts outline the components of compensation paid to executives, but do not prescribe how compensation levels are modified year to year. Compensation levels are reviewed each year and may take into account cost-of-living changes, any change in the scope of the role performed by the executive and any changes required to meet the principles of the Remuneration Policy (detailed in the Remuneration Report referred to above).

Equity-based remuneration in the form of Performance Rights may be provided. Participants in equity-based remuneration programs established by the Company may not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to, their rights thereunder.

Fees and payments to non-executive Directors reflect the demands which are made on, and the responsibilities of, the Directors. Non-executive Directors' fees and payments are reviewed annually by the Board. Non-executive Director remuneration takes the form of set fees plus superannuation entitlements, however, may comprise other benefits or rewards in certain circumstances.

The maximum aggregate amount of fees that can be paid to non-executive Directors is subject to approval by shareholders at the Annual General Meeting of the Company. The maximum amount which has been approved by the Company's shareholders for payment to non-executive Directors is \$1,100,000. Fees for non-executive Directors are not linked to the performance of the Group. However, to align Directors' interests with shareholder interests, the Directors are encouraged to hold shares in the Company and in the majority of cases do so.