



Information Memorandum

**FOR THE LISTING OF CLASS C REDEEMABLE PREFERENCE SHARES
(OTHER THAN PARTLY PAID SHARES AND BONUS SHARES ISSUED IN
RESPECT OF PARTLY PAID SHARES IN THE CLASS) ON THE NATIONAL
STOCK EXCHANGE OF AUSTRALIA**

Australian United Retailers Limited
Trading as FoodWorks
ACN 077 879 782

CORPORATE DIRECTORY

Date of Incorporation		25 March 1997
Place of Incorporation		Victoria, Australia
Directors		John Bridgfoot Jack Scanlan Peter Noble Deborah Smith Don Howell Wayne Pattison Michael Reddrop Neil Osborne Jeff Ehrenfeld Janette Kendall
Company Secretary		Ken Sleep
Registered Office		Level 1, 1601 Malvern Road Glen Iris, Victoria, 3146
Postal Address		Level 1, 1601 Malvern Road Glen Iris, Victoria, 3146
Telephone		03 9809 8600
Fax		03 9809 8699
Solicitors		DLA Phillips Fox 140 William Street Melbourne, Victoria, 3000
Share Registrar		Computershare Investor Services Pty Limited 425 Johnson Street Abbotsford, Victoria, 3067
Auditors		Pitcher Partners Level 19, 15 William Street Melbourne, Victoria, 3000

Enquiries

Any enquiries relating to the Company and this Information Memorandum should be directed to:

- Steven Casper, Partner of DLA Phillips Fox, on (03) 9274 5553; or
- Ken Sleep, Company Secretary of Australian United Retailers Limited on (03) 9809 8672 during normal business hours.

IMPORTANT NOTICE

Listing Rule 4.4(2)(i) - Issue of Information Memorandum

This Information Memorandum (**Memorandum**) is dated December 2007 and is issued by Australian United Retailers Limited (**Company or FoodWorks**).

This Memorandum, coupled with the supporting documents either contained in the schedules or provided by the Company prior to its proposed listing, constitutes the Company's application in relation to the proposed listing described below.

Request for listing of Class C Redeemable Preference Shares

The Company requests the listing of approximately 5,107,800 fully paid Class C Redeemable Preference Shares (**Class C Shares**), on the National Stock Exchange of Australia (**Exchange**). The Class C Shares to be listed were issued pursuant to an offer prospectus (**Prospectus**) dated 15 June 2007, with a market capitalisation of approximately \$5,107,800. For the avoidance of doubt, quotation is not sought for any partly paid Class C Redeemable Preference Shares nor for any Class C Redeemable Preference Shares that were issued as bonus shares to applicants who subscribed for Class C Redeemable Preference Shares by way of the instalment payment alternative under the Prospectus and which remain partly paid.

The Company proposes to list its Class C Shares on the Exchange in order to establish a market mechanism for members of the Company to buy and sell such shares. Class C Shares will therefore not be available for sale to the public as set out in the letter sent by DLA Phillips Fox on behalf of the Company dated 28 August 2007, to the Chairman of the Compliance Committee of the National Stock Exchange of Australia and section .15 of this application.

Table of contents

1	Glossary.....	1
2	Share capital and ownership.....	3
	Share class information	3
	Directors' interests	3
	Substantial Holdings	3
	List of Members	4
	Date of allotment.....	4
	Consideration.....	4
3	Securities.....	4
	Eligible Member	5
	Redemption Event	5
	Default Event	5
	Redemption Procedure.....	6
	Redemption Amount.....	6
	Voting rights and restrictions	6
	Conversion.....	7
	General Meeting and Notices	7
	Dividends	7
	Variation of class rights	7
	Winding up	7
	Transfer of shares.....	7
4	History and nature of business.....	8
	Background information.....	8
	Member Distributions.....	8
5	Summary of earnings.....	8
6	Tabulation of balance sheet	8
7	Employees	8
8	Child entities	8
	Australian United Grocers Pty Limited (ACN 009 786 485)	8
	National Retail Group Pty Limited (ACN 102 312 103).....	9
9	Dividend record	9
	Dividends	9
10	Properties	9
	Glen Iris, Vic property	9
	Eight Mile Plains, Qld property	10
11	Litigation.....	10
12	Management.....	10
	Board	10
	Senior management team	15
	Family relationships	17
	Director's statement.....	17
13	Sponsors, bankers, etc.	17
	Sponsor (subject to final acceptance)	17

Corporate adviser	17
Principal bankers	17
Nominated adviser	17
Share registrar	17
Solicitors	18
Auditors	19
14 Statement of non-compliance	19
15 Declaration	19
16 Listing Rule 4.5 - Supporting documentation	19
Schedule 1	20
Annual reports	20
Schedule 2	21
List of members	21
Schedule 3	22
Waivers	22
Schedule 4	23
Issuer's declaration	23
Schedule 5	24
Certificate of Incorporation	24
Schedule 6	25
Constitution	25
Schedule 7	26
Share Resolutions	26
Schedule 8	27
Issuer's undertaking	27
Schedule 9	28
Director's declaration and undertaking	28
Schedule 10	29
Sponsor's declaration	29
Schedule 11	30
Nominated adviser's declaration	30
Schedule 12	31
Merger resolution	31
Schedule 13	32
Document of Title	32
Schedule 14	33
Listing Rule 4.5(13)	33

Glossary

Approved Store means a Retail Outlet owned or leased and operated and controlled by a Member which the Directors declare from time to time to be an Approved Store under the Constitution.

Approved Storeowner means a storeowner (including Joint Owners) who the Directors declare from time to time to be an Approved Storeowner under the Constitution.

ASIC means the Australian Securities and Investments Commission.

AUR means Australian United Grocers Pty Ltd (ACN 009 786 485) - formerly Australian United Retailers Ltd.

AURL means Australian United Retailers Limited (ACN 077 879 782) trading as FoodWorks.

Best Buy means the range of proprietary products developed for FoodWorks and packaged with the Best Buy brand.

Board means the board of directors of FoodWorks.

Branded Store means an Approved Store which the Directors declare from time to time to be a Branded Store under the Constitution.

Branded Storeowner means a storeowner who the Directors declare from time to time to be a Branded Storeowner under the Constitution.

Class A Share means a Class A Redeemable Preference Share in FoodWorks with the rights attached as set out in the Constitution which are required to be issued to all Approved Storeowners.

Class B Share means a Class B Redeemable Preference Share in FoodWorks with the rights attached as set out in the Constitution.

Class C Share means a fully paid Class C Redeemable Preference Share in FoodWorks with the rights attached as set out in the Constitution but, for the purpose of this Information Memorandum, does not include a partly paid Class C Redeemable Preference Share or a Class C Redeemable Preference Share issued as a bonus share under the Prospectus to applicants who subscribed for partly paid shares and which remain partly paid.

Company means AURL.

Constitution means the constitution of FoodWorks (as amended from time to time).

Conversion Date means the second anniversary of the date on which Class C Shares were first issued under the Prospectus.

Corporations Act means the *Corporations Act (Cth) 2001*.

Directors means the Directors for the time being of FoodWorks or such number of them as has authority to act for FoodWorks.

Eligible Member means, subject to the Constitution, any of the following persons as may be determined by the Directors to be eligible to hold shares in the Company:

- an Approved Storeowner;
- a Branded Storeowner;
- the Related Parties of an Approved Storeowner;
- an employee of the Company;
- the Related Parties of an employee of the Company.

Eligible Warehouse Withdrawals means the cost price of goods purchased by an Approved Store or Branded Store from Metcash Trading Limited (ACN 000 031 569), excluding liquor, food service items, cigarettes and tobacco, store expense items, charge through items, and FoodWorks house brand products.

FoodWorks means AURL.

FSG means FoodWorks Supermarket Group Ltd (ACN 077 879 782).

Letter means the letter sent by DLA Phillips Fox, on behalf of the Company, to the Chairman of the Exchange's Compliance Committee dated 3 August 2007.

Member means a person for the time being entered into the register of members of FoodWorks in accordance with the Constitution.

Merger means the merger of FSG and AUR in November 2004.

Prospectus means the prospectus lodged by the Company with the ASIC on 2 April 2007 in relation to the issue of Class C Redeemable Preference Shares.

Relevant Interest has the meaning ascribed to it in the Corporations Act.

Retail Outlet means a business of a supermarket, convenience store and/or liquor retailing and associated businesses.

Storeowner means the owner or Joint Owners of an Approved Store.

Supplier means a supplier of goods or services to the retail industry.

Unity Agreement means an agreement between FoodWorks and a Storeowner with respect to an Approved Store.

Share capital and ownership

Share class information

.1	Share class	Shares issued	Voting rights attached	Number of fully paid shares
	Class A Shares	701	One vote for each share held, to a maximum of 7.5% of the total voting rights attached to Class A Shares.	701
	Class B Shares	314	No voting rights, other than a right to vote at meetings of Class B Shareholders.	314
	Class C Shares (including partly paid and bonus shares)	11,691,800	Until conversion occurs (see section .10 below), voting rights limited to situations in which the interests or entitlement of the holder may be directly affected by the subject matter of the vote. Maximum voting entitlement of 7.5% of total voting rights attached to Class C Shares.	6,159,800

Directors' interests

.2 Please refer to the Company's 2007 Annual Report in Schedule 1.

Substantial Holdings

.3	Member	Class A Shares	Class B Shares	Class C Shares	Percentage holding
	FF Nominees Pty Ltd & ors	1	1	1,500,000	12.83%
	Melonglow Pty Ltd & ors	1	1	1,500,000	12.83%
	Superate Pty Ltd & ors	1	1	858,000	7.34%
	Dreyfus Pty Ltd	1	1	720,000	6.12%
	Mr Alex Ng	1	1	612,000	5.23%

PKAT Investments Pty Ltd	1	1	600,000	5.16%
--------------------------	---	---	---------	-------

List of Members

- .4 Please refer to Schedule 2.

Date of allotment

- .5 Class A Shares are allotted to Members who are Approved Storeowners upon them signing an Approved Store Agreement or a Unity Agreement. These agreements set out the primary role of the Company in providing services to Approved Storeowners and govern the rights and obligations between the Company and the Approved Storeowner.
- .6 Class B Shares were allotted to Members who were the owners of FoodWorks branded stores upon them signing a Banner Agreement. These agreements set out the terms governing the use of the Company's intellectual property.
- .7 Class C Shares were allotted on 15 June 2007 pursuant to the Prospectus.

Consideration

- .8 No cash consideration was provided with respect to the issue of a Class A Share. However, the value of that share was stated to be \$1.00.
- .9 No cash consideration was provided with respect to the issue of a Class B Share. However, the value of that share was stated to be \$1.00.
- .10 Under the Prospectus, the issue price for a Class C Share was \$1.00 in the event that the applicant elected to pay in full. If the applicant elected to pay by instalments, the total subscription price will be \$1.12 per Class C Share.

Securities**Summary of principal terms of Class C Shares**

- .1 Please refer to Schedule 6. We have enclosed a copy of the Company's current Constitution (incorporating the most recent amendments approved by Members at the Company's Annual General Meeting held on 15 October 2007).
- .2 In accordance with the Company's Constitution, Class C Shares for which quotation is sought:
- .2.1 may only be held by an Eligible Member (see section .4);
 - .2.2 may be redeemed in accordance with the Redemption Procedure upon the occurrence of a Redemption Event (see section .4);
 - .2.3 carry a limited right to vote at general meetings, subject to voting restrictions (see section .9);
 - .2.4 will automatically convert into Class A Shares on the Conversion Date; and

- .2.5 carry a restriction on transfer (see section .15).

Eligible Member

- .3 Class C Shares may only be issued, transferred or allotted or otherwise disposed of to an Eligible Member. The onus is on the applicant for such issue, transfer, allotment or disposal to demonstrate to the Directors that they are qualified to be an Eligible Member. Public companies (other than a co-operative), an entity controlled by a public company, or (unless otherwise agreed by the Board) a person who is in the employ of, or controls or is controlled by a supplier of goods or services to the retail industry are expressly excluded from the class of Eligible Members.

Redemption Event

- .4 Class C Shares may be redeemed at the discretion of the Board where a Redemption Event occurs in respect of an applicable Member. Relevant Redemption Events include:
- .4.1 the Member or their Related Parties ceasing (for whatever reason) to be an Approved Storeowner of the Approved Store in respect of which the share was allotted, or otherwise ceasing to be an Eligible Member;
 - .4.2 the Member becoming bankrupt or insolvent;
 - .4.3 where a Default Event occurs in relation to a Member or their Related Parties (see section .5); or
 - .4.4 the holder requests in writing that the Company redeems some or all of the Class C Shares held by that Member.

Default Event

- .5 Default Events which qualify as a Redemption Event in respect of an Approved Storeowner or their Related Parties includes:
- .5.1 default or breach of any contractual obligation or commitment owed by an Approved Storeowner to the Company;
 - .5.2 failure to pay, when due and payable, for goods ordered by on behalf of an Approved Storeowner from a Supplier;
 - .5.3 failure to pay, when due and payable, monies owed to the Company;
 - .5.4 vacation or ceasing to own, lease, operate or control an Approved Store without the prior written consent of the Directors;
 - .5.5 the acquisition by a person of a controlling interest in a Member and that person did not have a controlling interest in the holder at the time the share was allotted, transferred or transmitted to the holder, without the prior written consent of the Directors; or
 - .5.6 the acquisition, without the consent of the Directors, by a person of a Relevant Interest in a share held by an Approved Storeowner where the person did not have a Relevant Interest at the time the share was allotted, transferred or transmitted to the Approved Storeowner.

- .6 Default Events which qualify as a Redemption Event in respect of an employee of the Company or their Related Parties includes:
- .6.1 default or breach of any contractual obligation or commitment owed by an employee of the Company to the Company;
 - .6.2 failure to pay, when due and payable, monies owed to the Company;
 - .6.3 the applicable employee ceases employment with the Company for any reason whatsoever;
 - .6.4 the acquisition by a person of a controlling interest where that person did not have a controlling interest in the holder at the time the share was allotted, transferred or transmitted to the holder, without the prior written consent of the Directors; or
 - .6.5 the acquisition, without the consent of the Directors, by a person of a Relevant Interest in a share held by the applicable employee (or their Related Parties) where the person did not have a Relevant Interest at the time the share was allotted, transferred or transmitted to that employee (or their Related Parties).

Redemption Procedure

- .7 Where a Redemption Event occurs, the Directors have a right at their option (exercisable at any time) to:
- .7.1 Suspend the voting rights attached to the relevant Class C Shares with immediate effect.
 - .7.2 Give written notice that a Redemption Event has occurred and the Member (and their Related Parties) has 90 days from receipt of the Notice to either transfer those Class C Shares to an Eligible Member, or satisfy the Directors that the Redemption Event has been remedied.
 - .7.3 Upon expiration of that 90 day period, if the Member (or Related Parties) has failed to either transfer the Class C Shares or satisfy the Directors that the Redemption Event has been remedied, the Directors may in their absolute discretion redeem the Class C Shares in accordance with the Redemption Procedure and the Corporations Act.

Redemption Amount

- .8 The price payable in respect of each Class C Share on redemption will be determined at the discretion of the Board having regard to the price paid by or on behalf of the holder, any dividends declared and unpaid and the circumstances of the Redemption Event.

Voting rights and restrictions

- .9 Class C Shares carry limited voting rights. As described in section .1, until converted to Class A Shares, voting rights in the class are limited to certain situations in which the interests or entitlement of the holder may be directly affected by the subject matter of the vote. Where Class C Shareholders are entitled to vote, the maximum

voting entitlement of a Member can never exceed 7.5% of the total voting rights attached to Class C Shares.

Conversion

- .10 Unless redeemed by the Company in accordance with the terms of the Constitution, noting that Class C Shares for which quotation is sought are all fully paid, the Class C Shares will automatically convert to Class A Shares on 15 June 2009, being the second anniversary of the date on which the Class C Shares were first issued under the Prospectus.

General Meeting and Notices

- .11 Each holder of Class C Shares will be entitled to receive all notices, accounts and other documents required to be sent to Members under the Constitution and the Corporations Act, and to attend such meetings.

Dividends

- .12 Class C Shares rank for dividends in preference to all other share classes, and the holders of Class C Shares must be paid before holders of any other share class are paid.

Variation of class rights

- .13 The rights and restrictions attaching to Class C Shares can only be altered if the holders of 75% of Class C Shares consent to the variation in writing, or a special resolution is passed at a meeting of the holders of Class C Shares.

Winding up

- .14 Class C Shares carry an entitlement to participate in any distribution of the Company's assets but not in priority to the holders of Class A Shares.

Transfer of shares

- .15 The transfer of Class C Shares is essentially restricted to Eligible Members. The Directors may in their absolute discretion refuse to register any proposed transfer or transmission of Class C Shares. We note the constitutional amendments approved by Members at the Company's Annual General Meeting held on 15 October 2007, change this discretion to only apply to non ASTC-Regulated transfers. This change is proposed to ensure the efficient operation of the market.

Partly paid shares

- .16 There are also partly paid C Class Redeemable Preference Shares and bonus shares issued in respect of partly paid C Class Redeemable Preference Shares. When these partly paid shares become fully paid up, the Company will apply to the Exchange for quotation of these shares as well as the bonus issues which, in accordance with the Company's current Constitution, cannot be transferred until the partly paid shares in respect of which the bonus shares were issued have been fully paid up.

History and nature of business

Background information

- .1 AURL is an independent retail supermarket group trading under the 'FoodWorks' Brand. It was created from the Merger of FSG and AUR in November 2004. Please find attached as Schedule 12 a copy of the minutes of a special general meeting of the shareholders of FSG in which resolutions were passed authorising the merger.
- .2 The group's foundation members include AUR, Foodstore, FoodWorks, Buy Rite, Cut Price, 727, Rite-Way, Tuckerbag, Food-Rite, Foodwise, Food-Way and Night Owl proprietors.
- .3 The Merger created a network of stores which has since grown to over 700 stores with annual aggregate store turnover in excess of \$1.35 billion.
- .4 Until recently, FoodWorks stores were concentrated in the Eastern seaboard states and supported by offices in Brisbane and Melbourne, with additional representation in NSW. FoodWorks has now become a national business following the recent expansion into Western Australia.

Member Distributions

- .5 The Company has in place a Member distribution scheme which is based primarily on monthly rebates attached to Eligible Warehouse Withdrawals.
- .6 In the last two years, total distributions to Members have grown in real terms by 35% from \$6.6 million in the second half of 2004 to \$8.9 million in the second half of 2006. Over the same period, the total Member distributions as a proportion of Eligible Warehouse Withdrawals have increased from 3.75% to 4.83%.

Summary of earnings

- .1 Please refer to Schedule 1.

Tabulation of balance sheet

- .1 Please refer to Schedule 1.

Employees

- .1 There are ninety-two people regularly employed by the Company.

Child entities

Australian United Grocers Pty Limited (ACN 009 786 485)

- | | | |
|----|----------|---|
| .1 | Business | Lessee of Eight Mile Plains property (see section .2) |
|----|----------|---|

Share class	Class B
Amount issued	1
Company's holding	1

National Retail Group Pty Limited (ACN 102 312 103)

.2	Business	Never traded
	Share class	Ordinary shares
	Amount issued	12
	Company's holding	12

Dividend record**Dividends**

- .1 The Company has never declared or paid a dividend.
- .2 The Company does not expect to make a sufficient profit to pay a dividend until, at earliest, after the 2009 financial year. It is the Directors' current expectations that after the 2009 financial year (i.e. 2008/09), the Company will pay 60% of Net Profit After Tax as dividends. The payment of dividends at this time will be subject to the Company's ability to meet any of its then cash funding requirements for the growth of the business and taking into account the capital and trading requirements of the Company at the time.
- .3 The Company does, however, operate a Member distribution scheme (see section .5).

Properties**Glen Iris, Vic property**

.1	Location	Level 1, 1601 Malvern Road, Glen Iris, Victoria
	Land area	Not applicable
	Number of buildings	One
	Aggregate floor area of buildings	1278m2
	Status	Leased
	Rent paid (06-07)	\$398,315
	Rent paid (05-06)	\$259,728

Rent paid (04-05)	\$282,555
--------------------------	-----------

Eight Mile Plains, Qld property

.2	Location	27 Hi Tech Court, Eight Mile Plains, Queensland
	Land area	Not applicable
	Number of buildings	One
	Aggregate floor area of buildings	673m2
	Status	Leased
	Rent paid (06-07)	\$103,876
	Rent paid (05-06)	\$99,751
	Rent paid (04-05)	\$96,768

Litigation

- .1 There is no material litigation currently on foot in which the Company is a party.

Management**Board**

- .1 The Board consists of:

- .1.1 **John Leslie Bridgfoot** - Chairman and Non Executive Director

Residential address: 36 Birrabreen Avenue, Pialba, Queensland, 4655.

John was appointed as a director of AUR in October 2001 and as the Chairman in July 2004, and has been a director and Chairman of AURL since the Merger.

John is currently the Managing Director of Pacific Rim Securities, a private equities and commodities trader, which he established in 1998.

John was previously an independent retail storeowner and operator from January 1999 until March 2006.

Prior to this, John held a number of senior executive service roles with the Victorian Government from 1985 until 1998, principally in the health industry.

During that time, from 1993 until 1996, John also worked for Arrow Consulting and First Capital Alliance as a business analyst, providing

consulting advice to their clientele in the field of economics and securities analysis.

John holds an Exec. Master of Business Administration, Bachelor of Arts and is a Member of the Australian Institute of Company Directors (M.A.I.C.D).

.1.2 John Patrick Scanlan - Deputy Chairman and Non Executive Director

Residential address: 23 Wimba Avenue, Kew, Victoria, 3101.

Jack was a director and founding Chairman of FSG from 1997 until 2004 and has been a director of AURL since the Merger.

Prior to his role as Chairman of FSG, Jack served as Company Secretary and Legal Advisor to a co-operative group of independent supermarket retailers operating in NSW/VIC (Tuckerbag) from 1989 to 1995.

Until 2000, Jack was a Partner in the firm Scanlan Carroll Commercial Lawyers, and has practiced as a Barrister and Solicitor for 40 years.

Jack holds a Bachelor of Laws (Melbourne University).

.1.3 Deborah Smith - Non Executive Director

Residential address: 37 Warwick Street, Allora, Queensland, 4362.

Bringing ten years retail experience to the Company, Deborah was appointed a director of AUR in October 2003 and has been a director of AURL since the Merger.

Since 1996, Deborah has been an independent retail storeowner and operator.

Deborah holds a Diploma in Education and a Graduate Certificate Management and is a Member of the Australian Institute of Company Directors (M.A.I.C.D).

She is currently completing a Master of Business Administration (MBA) at the University of New England and is a Director of Master Grocers of Australia.

.1.4 Peter James Noble - Chief Executive Officer and Executive Director

Residential address: 13 Fraser Street, Malvern, Victoria, 3144.

With over 23 years of senior executive experience, Peter has been Chief Executive Officer and Executive Director of AURL since November, 2004. Prior to that Peter was Chief Executive Officer of FSG from December 2001 and Executive Director from August 2002 until the Merger.

Peter is responsible for developing and managing business strategy, implementing the business plan and leading the team to achieve challenging goals.

Previously, Peter held senior positions with the Shell Group of Companies, including working in Shell International (London), as General Manager and Director of Shell South West Pacific, as Shell Australia's National Commercial Fuels Manager and as National Manager, Shell Shops and Convenience Stores.

In addition, Peter spent 2 years on secondment to Shell Finance, as the Internal Audit Manager, covering Shell Australia's Retail, Commercial, Refining and Services Businesses and providing the Board with an ongoing business control, risk profile, and governance on all matters relating to strategy and operations.

Peter holds a Bachelor of Applied Science (University of Queensland), and has completed a range of Shell's Senior Management Development Programs including their Advanced Management Program in London.

.1.5 Donald William Howell - Non Executive Director

Residential address: 13 Tennyson Street, Brighton, Victoria, 3186.

Don was appointed as an independent non-executive director of FSG in July 1997 and has been a non-executive director of AURL since the Merger.

Don brings to the Company over 23 years experience in senior positions with leading companies including Senior Vice President of Mattel Inc Far East Operations and CEO of Mattel Fischer Price of Australia.

Don is a director of a number of unlisted companies and is a Certified Practicing Accountant.

.1.6 Wayne Pattison - Non Executive Director

Residential address: 8 Coolomon Close, Wantirna South, Victoria, 3152.

Bringing 24 years experience in the retail industry to the Company, Wayne was appointed a director of AUR in October 2003 and has been a director of AURL since the Merger.

Wayne is a shareholder of two independent retail stores in Victoria.

Previously, he had a banking career spanning 20 years, including eight years as a Business Development Officer attached to the State Bank of Victoria's marketing department.

Since entering the retail industry, Wayne has held positions on many industry committees and was a member of CHEEERS Liquor Group committee for 18 years, including ten years as Chairman.

Previously, Wayne was Chairman of AUR's Marketing Committee which included sub committees of Standards and Training, Fresh Foods, Liquor and Banners.

Wayne is a Member of the Australian Institute of Company Directors (M.A.I.C.D).

.1.7 Michael Damian Reddrop - Non Executive Director

Residential address: 20A Thom Street, Alexandra, Victoria, 3714.

Michael was appointed as a director of FSG in December 2000 and has been a director of AURL since the Merger.

Michael is the CEO of Reddrop Management Group and operates a group of regional supermarkets and other retail businesses located in North East Victoria.

Michael also acts as a director of Superate Group, a private equity group that operates five supermarkets throughout Victoria and he has recently been appointed Group Projects Director for GlobalMart, a Shanghai, China based private equity group that operates more than 250 Hypermarkets, Supermarkets and Convenience Stores in several Chinese provinces.

Previously, Michael spent more than ten years as a Chartered Accountant and Business Consultant with KPMG in both Australia and the USA. This included performing audit, financial, and consulting services in North America, and Continental and Eastern Europe. He has grown up in the supermarket industry and is a second generation food retailer.

Michael's qualifications include a Bachelor of Business (Accounting) Swinburne University of Technology, and an Associate of the Institute of Chartered Accountants in Australia (ACA). He has completed the Certified Practising Accountant (USA) examination, and is a Candidate Level II: Chartered Financial Analyst.

.1.8 Neil Anthony Osborne - Non Executive Director

Residential address: 29 Mathoura Road, Toorak, Victoria, 3142.

With over 17 years experience in the retail industry, Neil was appointed to AURL as a director in November 2006.

Neil is currently the principal of Neil Osborne Consulting, where he advises and coaches CEOs and senior executives on key issues facing organisations.

In February 2007, Neil was appointed to the Board of Directors of Colorado Group Limited, a company listed on the Australian Stock Exchange. Prior to this, Neil was a partner with the world's largest consulting and technology services firm, Accenture.

Previously, Neil has held a variety of senior executive positions with Myer Grace Bros and Coles Myer Ltd in corporate and operating brands across finance, supply chain, strategic planning and merchandise including the positions of Myer Chief Operating Executive and CML Group General Manager, Retail Services.

Neil's qualifications include Fellow Australian Institute of Company Directors (FAICD), Bachelor of Commerce (University of Queensland), Certified Practising Accountant, Strategic Management Programme – Monash University Graduate School of Management, Advanced Logistics Programme – University of North Florida and Company Directors Course Diploma – Australian Institute of Company Directors.

.1.9 Jeff Ehrenfeld - Non Executive Director

Residential address: Em 1309 Nettleton Road, Karrakup Western Australia.

Jeff was appointed as a Retail non-executive Director of the Company in September 2007 to fill a vacancy on the Board.

Jeff has more than 30 years experience in supermarket retailing, mostly in supermarkets in Western Australia, where he currently has an interest in several stores in the Perth area. Jeff brings to the Board wide experience in retailing and retail support areas, including accounting and security services.

Jeff holds a Bachelor of Economics degree (University of Western Australia).

.1.10 Janette Kendall - Non Executive Director

Residential address: 5 Normanby Street, Brighton, Victoria.

Janette Kendall joined the Board on 31 August 2007.

Janette has a strong background in brand marketing, most recently as a divisional general manager of Pacific Brands. Prior to that, Janette had a significant career with Clemenger and was the first woman appointed to its Board. Janette was also CEO of Harold Mitchell's online advertising company, Mitchell Communications for a brief period.

For lifestyle reasons, Janette has now moved on from a full time executive career and FoodWorks is a beneficiary of that. Janette brings excellent general management and marketing skills to the Board table.

.1.11 Kenneth Malcolm Sleep - Company Secretary

Residential address: 21 Sibyl Avenue, Frankston, Victoria.

Ken joined AURL in December 2004 as Company Secretary, with responsibility for all Board matters, share register, corporate governance and regulatory compliance generally.

Previously, Ken was with the Mayne Nickless Group for 31 years, where he held administration, finance and company secretarial responsibilities, and spent the last nine years as Group Company Secretary, with wide ranging secretarial responsibilities for the holding company and all subsidiaries.

In the period since, Ken has provided significant consultancy to the Toll Group on company secretarial, corporate governance and superannuation matters, with limited similar consultancies to other public companies.

Ken holds a Bachelor of Economics Degree (Monash), and is FCPA and FCIS.

Senior management team

.2 The Company's senior management team consists of:

.2.1 **Peter Noble** - Chief Executive Officer

See section .1.4 for profile.

.2.2 **Graeme Longmuir** - National Merchandise Manager

Residential address: 16 Anderson Road, East Hawthorn, Victoria.

In his role as FoodWorks National Merchandise Manager, Graeme Longmuir is responsible for the development and implementation of FoodWorks' merchandise strategy, including edibles, non-edibles, perishables, general merchandise, grocery and Private Label. Prior to joining FoodWorks, Graeme's most recent experience was working for Mitre 10 as Group General Manager Strategy and Development, where he was actively involved in a major supply chain project releasing significant value back to the retailers.

Previously, Graeme has worked for Bunnings Warehouse in the role of Merchandise Manager, controlling a large team and over 45,000 product lines being ranged into the Bunnings network. He also has extensive experience working for Coles/Myer in the Kmart Division where his roles included control of the Kmart marketing and advertising program, the house brand strategy, the sponsorship program and the launching of new concept stores.

On the supplier side, Graeme has worked with a number of major national retail brand suppliers including Amcor, Stanley Tools, Lockwood Locks and a major stationery wholesaler.

.2.3 **Wayne Vermeend** - Chief Financial Officer

Residential address: 8 Sundew Court, Knoxfield, Victoria.

Wayne brings 20 years of specific wholesale/retail sector experience to FoodWorks. Wayne has effectively overseen the Company's finances since 1997, through major changes including warehouse contract negotiation and subsequent change, interstate expansion and the 2004 Merger. Wayne commenced his wholesale/retail career in Composite Buyers' Liquor and Supermarket divisions and progressed through to

Dauids Ltd as Campbells Cash & Carry's National Finance & Administration Manager.

A Bachelor of Business graduate with CPA status, Wayne has extensive experience in chartered accounting - including auditing, management accounting within the Elders IXL group, and financial accounting within a manufacturing environment (Lockwood), along with a period of self employment providing utility cost consulting advice to businesses.

.2.4 Brad Hyde - National Marketing Manager

Residential address: 32 Harvey Street, Prahran, Victoria.

Brad has had over 18 years experience in Australian and international consumer and business to business marketing environments. Brad has a Bachelor of Economics Degree (Monash) and professional experience in marketing strategy, brand management, campaign development, market research, promotions, advertising and franchise management.

Brad is responsible for leading on the development of FoodWorks' consumer-focused brand, identity and marketing strategy. Previously, Brad spent five years as Marketing Manager at Blockbuster Australia Pty Ltd and ten years working in various executive roles with major Oil and Convenience store business, BP Australia, featuring a period with their convenience store subsidiary, Food Plus, as well as the role as BP's Market Research Manager representing the Australian and New Zealand business units on the Global Brand Panel.

.2.5 Simon Thompson - National Business Development Manager

Residential address: 22 Hobson Street, Sandringham, Victoria.

Simon, who leads the FoodWorks Business Development team, is an Oxford University graduated Architect (RIBA Registered), who brings over 18 years of retail/property development experience to FoodWorks.

Simon has held a variety of senior executive roles representing the interests of significant national and international multi-site retailers including Mothercare, British Homes Stores, Rip Curl, Dominos Pizza, NZAA, Seamart, New World, Pak N' Save, Four Square and Columbus Coffee.

.2.6 Penny Reed - National People & Performance Manager

Residential address: 3/30 Hartwood Street, Kew East, Victoria.

Penny brings her considerable experience and education in the areas of human resources, industrial relations and retail business management to FoodWorks in her role as National People & Performance Manager.

Prior to joining FoodWorks, Penny held senior human resource positions with leading retail companies including her roles as the Senior People and Performance Manager with Pacific Brands and Human Resources

Manager with Sara Lee Household & BodyCare. She has also worked for Woolworths in the area of training and development.

Penny has had extensive education and training in relevant courses, with her qualifications including a Masters of Human Resources Management (Monash University), Post Graduate Diploma in Industrial Relations/HRM (Victoria University of Technology) and a Bachelor of Business, Retail Management (Victoria University of Technology).

Family relationships

.3 No family relationships exist between the persons described in sections .1 and .2.

Director's statement

.4 This statement is contained in Schedule 9 of the Application.

Sponsors, bankers, etc.

Sponsor (subject to final acceptance)

.1	Name	ABN AMRO Morgans Limited
	Address	Level 27, 367 Collins Street, Melbourne, Victoria, 3000

Corporate adviser

.2	Name	SLM Corporate Ltd
	Address	Level 15, 330 Collins Street, Melbourne, Victoria, 3000

Principal bankers

.3	Name	National Australia Bank
	Address	330, Collins Street, Melbourne, Victoria, 3000

Nominated adviser

.4	Name	DLA Phillips Fox
	Address	Level 21, 140 William Street, Melbourne, Victoria, 3000

Share registrar

.5	Name	Computershare Investor Services Pty Limited
	Address	452 Johnston Street, Abbotsford, Victoria, 3067

Solicitors

.6

Name	DLA Phillips Fox
Address	Level 21, 140 William Street, Melbourne, Victoria, 3000

Auditors

.7

Name	Pitcher Partners
Address	Level 19, 15 William Street, Melbourne, Victoria, 3000
Professional qualifications	Geoff Walsh, Partner - FICA, ACPA, Graduate Diploma of Business Studies Accounting, Phillip Institute of Technology

Statement of non-compliance

Please refer to Schedule 3.

Declaration

Please refer to Schedule 4.

Listing Rule 4.5 - Supporting documentation

Please refer to Schedule 5 to Schedule 14.

Schedule 1

Annual reports

Please find attached the Company's 2005, 2006 and 2007 Annual Reports.

Schedule 2

List of members

Please find attached:

- Class A and B share register as at the date of this document.
- Class C share register as at the date of this document incorporating the holders of fully paid and partly paid Class C Redeemable Preference Shares).
- Class C share transfer register.

Please refer to section 2, paragraphs .8 to .10 in relation to the consideration provided by each of the shareholders of the Company.

Please note that since the issue of Class C Shares under the Prospectus, only two transfers of Class C Shares have taken place. These are shown in the Class C share transfer register and the details of the transferees updated in the Class C share register.

Schedule 3

Waivers

Please find attached:

- 1 Letter, in which the Company seeks waivers and modification of particular requirements under the Exchange's Listing Rules (**Listing Rules**).
- 2 Letter from the National Stock Exchange of Australia confirming the Listing Rule relief granted to the Company.

Schedule 4

Issuer's declaration

Please find attached the Company's declaration in the form set out in the Listing Rules.

Schedule 5**Certificate of Incorporation**

Please find attached a copy of the Company's certificate of incorporation certified by Ken Sleep, the Company Secretary.

Schedule 6**Constitution**

Please find attached a copy of the Constitution certified by Ken Sleep, the Company Secretary.

Schedule 7**Resolutions**

Please find attached a copy of the resolution authorising the issue and allotment of the Class C Shares certified by Ken Sleep, the Company Secretary.

Please note that the resolutions authorising the making of the application and the signing of the issuer's undertaking will be provided closer to the date of listing of the Class C Shares on the Exchange.

Schedule 8**Issuer's undertaking**

Please find attached the Company's undertaking in the form set out in the Listing Rules.

Schedule 9**Director's declaration and undertaking**

Please find attached the Directors' declaration and undertaking in the form set out in the Listing Rules.

Schedule 10**Sponsor's declaration**

Please find attached the sponsor's declaration in the form set out in the Listing Rules.

Schedule 11**Nominated adviser's declaration**

Please note that the nominated adviser's declaration in the form set out in the Listing Rules will be provided closer to the date of listing of the Class C Shares on the Exchange.

Schedule 12**Merger resolution**

As noted in section 0, the Company was created from the merger of FSG and AUR in November 2004.

Therefore, please find attached a copy of the minutes of a special general meeting of the shareholders of FSG certified by Ken Sleep, the Company Secretary, in which resolutions were passed authorising the merger.

Schedule 13**Document of Title**

The Class C Shares will be CHESS registered upon their listing. Please find attached a blank Class C Share Certificate.

Schedule 14**Listing Rule 3.9 and 4.5(13)**

Those shares not held in public hands comprise 32% of the total number of C Class Shares issued by the Company.

The total number of Class C shareholders as at the date of this document is 101.