



Oliver's Real Food Ltd
ABN 33 166 495 441

PO Box 3678
TUGGERAH NSW
(02) 4353 8055

27 October 2023

**Annual General Meeting of Oliver's Real Food Limited (ASX: OLI)
To be held on Tuesday 28 November 2023 at 10:00am (Sydney time)**

Dear Shareholder

The Oliver's Real Food Limited Annual General Meeting ("AGM") will be held at 10:00am AEST (Sydney time) on Tuesday, 28 November 2023 at the offices of **Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000**.

The AGM will be held as a physical meeting, whereby shareholders can attend in person. Registration opens from 9:30am (Sydney time) on the day of the meeting. Shareholders who are not able to attend the meeting in person are directed to lodge their votes by proxy as soon as possible. Shareholders who are not able to attend the meeting, but who wish to ask questions of the Company can do so by submitting their questions via email to robert@coysec.net.au by no later than 10:00am (Sydney time) on Sunday, 26 November 2023.

Shareholders are strongly recommended to submit their votes by proxy to ensure that their votes are counted. Instructions on how to submit votes by proxy are contained within the "Proxies" section on page 4 of the Notice.

To view the **Notice of Annual General Meeting**, please use the following link:

<https://olivers.com.au/announcements/>

To view the **2023 Annual Report**, please use the following link: <https://olivers.com.au/investors/>

VOTING IS NOW OPEN. To vote online in relation to the following account, please follow the instructions below:

- **STEP 1:** Visit <https://www.votingonline.com.au/oliagm2023>
- **STEP 2:** Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)
- **STEP 3:** Enter your Voting Access Code (VAC) – as contained in the attached proxy form
- **STEP 4:** Follow the prompts to vote on each resolution

Important Note: For your voting instructions to be valid and counted towards this meeting please ensure that your online lodgement is received no later than **10:00am (Sydney time) on Sunday, 26 November 2023**. Voting instructions received after this time will not be valid for the scheduled meeting. If you have any queries regarding your shareholding or the upcoming Oliver's Real Food Limited AGM, please contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (International).

Robert Lees
Company Secretary
Oliver's Real Food Limited
www.olivers.com.au.



Oliver's Real Food Ltd
ABN 33 166 495 441
5 Lenton Place
NORTH ROCKS NSW 2151

Dear Shareholder,

Annual General Meeting 2023

On behalf of the Board of Oliver's Real Food Limited (**Oliver's**), I am pleased to invite you to attend the 2023 Annual General Meeting (**AGM**).

Oliver's 2023 AGM will be held at the offices of Thomson Geer 60 Martin Place Sydney NSW 2000 Australia at **10am AEDT (Sydney time) on Tuesday 28 November 2023**.

The 2023 Annual Report is available on the Company's website <https://olivers.com.au/investors> and will be circulated separately to those who have requested a printed copy.

The attached Notice of Meeting and Explanatory Memorandum set out the material to be considered at the AGM. I encourage you to read these documents carefully. The Directors have provided background and reasoning in the Explanatory Memorandum for each of the resolutions. Subject to the voting abstentions set out in the Notice of Meeting, the Directors of Oliver's unanimously recommend that Shareholders vote in favour of all resolutions.

If you would like to vote on the items of business outlined in the Notice of Meeting and whether or not you intend to be present at the AGM, you are encouraged to appoint a proxy to vote on your behalf at the AGM. If you wish to appoint a proxy, please do so by completing the Proxy Form included in the Notice of Meeting and returning the completed form to Boardroom Limited in accordance with the instructions on the Proxy Form or vote by proxy electronically, in either case no later than **10am AEDT on Sunday 26 November 2023**.

Thank you for your continued support of Oliver's and I look forward to your participation in Oliver's forthcoming AGM.

Yours faithfully
Martin Green
Chairman

FRESH. NATURAL. ORGANIC.

NOTICE OF 2023 ANNUAL GENERAL MEETING

Notice is hereby given that the 2023 Annual General Meeting (**Meeting**) of the shareholders (**Shareholders**) of Oliver's Real Food Limited ABN 33 166 495 441 (**Oliver's** or the **Company**) will be held as follows:

Time: 10am AEDT (Sydney time)

Date: Tuesday 28 November 2023

Place: Thomson Geer - 60 Martin Place, Sydney, NSW 2000 Australia

This Notice of Meeting should be read in conjunction with the attached Explanatory Memorandum and the accompanying Proxy Form which is provided for those Shareholders wishing to vote by proxy. Please follow the instructions on the Proxy Form carefully. The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form both form part of this Notice of Meeting.

AGENDA

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the independent Auditor's Report of the Company and its controlled entities, for the financial year ended 30 June 2023 (**Reports**).

All Shareholders can view the Reports on the Company's website at <https://olivers.com.au/investors>

Note: There is no requirement for Shareholders to approve the Reports.

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chairman will give Shareholders a reasonable opportunity to ask questions about, or comment on the management of, the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by Shareholders will be made available at the start of the Meeting and any written answer tabled by the Auditor at the Meeting will be made available as soon as practicable after the Meeting.

C. BUSINESS

Resolution 1: To Adopt the Remuneration Report

To consider and, if thought fit, to pass the following as a non-binding ordinary resolution of the Company:

"That the Company's Remuneration Report for the financial year ended 30 June 2023, as set out in the Director's Report, be received, approved and adopted."

The Remuneration Report is included in the 'Directors' Report' section of the 2023 Annual Report.

Please note that the vote on this item is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this resolution must not be cast in any capacity by or on behalf of either of the following persons:

- (a) a member of the Company's Key Management Personnel (**KMP**) whose remuneration details are included in the Remuneration Report of the Company's 2023 Annual Report; or
- (b) a Closely-Related Party (as defined in the Corporations Act 2001 (Cth) (**Corporations Act**) of such a member.

However, a person (the voter) described above may cast a vote on this resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this resolution; or
- (d) the voter is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on this resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 2: Election of Director – Benjamin (Ben) Williams

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

"That, for the purposes of clause 68.2 of the Constitution, ASX Listing Rule 14.4, ASX Listing Rule 14.5 and for all other purposes, Mr. Benjamin Williams, who was appointed to fill a casual vacancy on 9 December 2022, being eligible, offers himself for election, be elected as a Director of the Company."

Resolution 3: Re-election of Director – Steven Metter

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

"That, for the purposes of clause 69.2 of the Constitution and for all other purposes, Mr. Steven Metter, who retires by rotation, being eligible, offers himself for election, be re-elected as a Director of the Company."

Please refer to the Explanatory Memorandum for details of these resolutions.

Other Business

To transact any other business that may be properly brought before the Meeting.

Further information in relation to these Resolutions is set out in the attached Explanatory Memorandum. The Explanatory Memorandum and the Proxy Form attached form part of this Notice of Meeting.

Resolutions

All Resolutions, are ordinary resolutions. Ordinary resolutions are required to be approved by a simple majority of the votes of those Shareholders entitled to vote and voting on the resolution.

Each resolution considered at the Meeting will be conducted by a poll, rather than a show of hands.

Eligibility to Vote

For the purposes of regulation 7.11.37 of the Corporations Act, the Directors have set 7:00 pm (AEDT) (Sydney time) on 27 November 2023 as the time and date to determine holders of the Company's Shares for the purposes of the Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting Intentions of the Chairman

The Chairman intends to vote all available undirected proxies in favour of all resolutions, as indicated in the Notice of Meeting and the Explanatory Memorandum.

Proxies

To be effective, Proxy Forms must be received by the Company at its registered office at least 48 hours before the time for holding the Meeting and otherwise in accordance with the instructions on the Proxy form.

A Shareholder entitled to attend online, and vote, is entitled to appoint not more than two persons as his / her proxy to attend and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney (which should have been noted by the Company) a Proxy Form by a corporation should be executed under its common seal or in accordance with the Corporations Act.

Dated: 27 October 2023

By order of the Board

Robert Lees
Company Secretary

EXPLANATORY MEMORANDUM

This Explanatory Memorandum sets out information in connection with the business to be considered at the 2023 Annual General Meeting (**Meeting**) of Oliver's Real Food Limited (**Oliver's** or the **Company**) to be held physically at the offices of Thomson Geer 60 Martin Place Sydney NSW 2000 on **Tuesday 28 November 2023** at **10:00 am (AEDT)**.

This document and the Notice of Meeting should be read in their entirety and in conjunction with each other.

ORDINARY BUSINESS

The following items of ordinary business will be considered at the Meeting:

1. Financial Report

The first item of the Meeting deals with the consolidated financial report of the Company and its controlled entities for the year ended 30 June 2023, including the Directors' Declaration and Directors' Report in relation to that financial year, and the Auditors' Report on the financial statements (**Financial Report**).

Shareholders are asked to consider the Financial Report and raise any matters of interest with the Directors when this item is being considered. Shareholders will be provided with a reasonable opportunity at the Meeting to ask questions about, or make comments on, the Financial Report.

No resolution is required to be moved in respect of this item of business.

2. Resolution 1: To Adopt the Remuneration Report

The Corporations Act requires that a resolution be put to the members to receive, approve and adopt the Remuneration Report, as it is disclosed in the Directors' Report of the Annual Report of the Company. The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the Meeting.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (**Spill Resolution**) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election. Any undirected proxies held by Directors, with the exception of the Chairman of the Meeting, or other KMP, or any of their closely-related parties, will not be voted on Resolution 1. Their closely-related parties are defined in the Corporations Act, and include certain of their family members, dependents and companies they control. The Chairman of the Meeting has received express authority to vote undirected proxies on Resolution 1 as he sees fit.

At the Company's 2022 annual general meeting the votes cast against the adoption of the 2022 remuneration report was less than 25% and according the Spill Resolution is not relevant for this Meeting.

Directors' recommendation

The board of Directors unanimously recommends that Shareholders vote in favour of this resolution. Voting exclusions apply.

3. Resolution 2: Election of Director – Benjamin Williams

Clause 68.2 of the Constitution requires that any director appointed to fulfil a casual vacancy (other than the Managing Director) may only hold office until the termination of the next annual general meeting, at which that director is eligible for election. Mr. Williams was appointed on 9 December 2022 to fill a casual vacancy and after the Company's 2022 annual general meeting.

ASX Listing Rule 14.4 mirrors clause 68.2 of the Constitution and states that a director appointed to fill a casual vacancy must not hold office without re-election past the next annual general meeting of an entity. ASX Listing Rule 14.5 states an entity which has directors must hold an election of directors at each annual meeting. Accordingly, pursuant to clause 68.2 of the Constitution and ASX Listing rules 14.4 and 14.5 Mr Williams submits himself for election as a Director of the Company.

Mr Williams has almost two decades' experience as a franchise owner of well-known and highly respected retail and Quick Service Restaurant (QSR) businesses, including nine years as a franchisee of KFC. Prior to KFC, Ben was a franchisee of Shaver Shop for nine years. Before moving into franchise ownership, he worked in institutional banking in London, Sydney and Melbourne.

Mr Williams holds a Bachelor of Business from Bond University Queensland.

Mr. Williams is a non-executive Director.

Directors' recommendation

The Board (with Mr. Williams abstaining) recommends that Shareholders vote in favour of the resolution.

4. Resolution 3: Re-election of Director – Steven Metter

Pursuant to clause 69.2 of the Constitution Mr. Metter is retiring and submitting himself for re-election as a Director of the Company. Clause 69.2 of the Constitution states that at each annual general meeting of the Company, one third of the directors must retire from office. Clause 69.4 of the Constitution states that a retiring director is eligible for re-election.

Steven is a qualified Chartered Accountant and a management accountant with a 36 year history as a business recovery specialist. He has extensive successful business interests in hospitality, as a major shareholder in a Melbourne based 400 seat restaurant and has acted as a financial consultant in Australia, South Africa and the USA.

Mr. Metter holds a B. Com (University of Witwatersrand – "Wits"); H. Dip Acc (Wits); B. Acc (Wits) and is a member of the South African institute of Chartered Accountant; Chartered Accountants Australia and New Zealand and the National Institute of Accountants.

Mr. Metter is a non-executive Director.

Directors' recommendation

The Board (with Mr. Metter abstaining) recommends that Shareholders vote in favour of the resolution.

GLOSSARY

In this booklet, the following words and expressions have the following meanings:

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual General Meeting or **AGM** or **Meeting** means the meeting convened by the Notice, or a previous or future annual general meeting of the Company, as the context requires.

Annual Report means the annual report of the Company in respect of the financial year ended 30 June 2023.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691, or the market that it operates, as the context requires.

Auditor's Report means the Auditor's report of the Company and its controlled entities, for the financial year ended 30 June 2023.

Board means the current board of Directors of the Company.

Boardroom means Boardroom Limited (ACN 003 209 836), the share registry of the Company.

Chair or **Chairperson** or **Chairman** means the chair of the Meeting (or, where the context requires, a particular part of the Meeting).

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company or **Oliver's** means Oliver's Real Food Limited (ACN 166 495 441).

Constitution means the constitution of the Company as at the date of issue of this Notice.

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

Director means a director of the Company from time to time.

Director's Declaration means the declaration of the Directors set out in the Company's annual financial report for the year ended 30 June 2023.

Directors' Report means the directors' report of the Company and its controlled entities, for the financial year ended 30 June 2023.

Explanatory Memorandum means the explanatory statement accompanying the Notice contained in this booklet.

Financial Report has the meaning given to that term in section 9 of the Corporations Act.

Key Management Personnel or **KMP** has the meaning given in the Corporations Act and the Listing Rules.

Listing Rules means the Listing Rules of the ASX.

Notice or **Notice of Meeting** means the notice of meeting convening the Annual General Meeting.

Proxy Form means a proxy form accompanying the Notice.

Related Body Corporate has its meaning given in section 9 of the Corporations Act.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Reports means the Directors' Report and the Auditor's Report.

Resolutions means the resolutions set out in this Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the holder of a Share.

Spill Resolution has the meaning given to that term in section 2 of the Explanatory Memorandum.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Sunday, 26 November 2023.**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/oliagm2023>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Sunday, 26 November 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/oliagm2023>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Oliver's Real Food Limited

ABN 33 166 495 441

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Oliver's Real Food Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the Offices of Thomson Geer, 60 Martin Place, Sydney, NSW 2000 **on Tuesday, 28 November, 2023 at 10:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Benjamin (Ben) Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Steve Metter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023