



3 January 2023

Dear Shareholder,



Oliver's Real Food Ltd  
ABN 33 166 495 441  
PO Box 3678  
TUGGERAH NSW 2259

### **Extraordinary General Meeting - 8 February 2023**

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

Oliver's EGM will be held at the office of Thomson Geer at Level 14, 60 Martin Place, Sydney at **10am AEDT (Sydney time) on 8 February 2023**.

The Notice of Meeting and accompanying explanatory memorandum are being made available to shareholders electronically (on the Company's website <https://olivers.com.au/investors>) and a hard copy will not be sent to Shareholders. You can also access the Notice of Meeting and explanatory memorandum via the ASX market announcements platform using code "OLI".

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 EGM, you are encouraged to appoint a proxy to vote on your behalf at the EGM. 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 6 February 2023**.

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

Yours faithfully

A handwritten signature in black ink, appearing to read "Martin Green".

Yours faithfully  
**Martin Green**  
Chairman

**THE INDEPENDENT EXPERT HAS DETERMINED THAT THE TRANSACTION THE SUBJECT OF RESOLUTION 1 CONTAINED IN THIS NOTICE IS FAIR AND REASONABLE TO SHAREHOLDERS**

**FRESH. NATURAL. ORGANIC.**

---

# NOTICE OF EXTRAORDINARY GENERAL MEETING

---

## 1 TIME AND PLACE OF MEETING

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

Time: 10am (AEDT) (Sydney time)  
Date: 8 February 2023  
Place: Thomson Geer, Level 14, 60 Martin Place, Sydney

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.

## 2 BUSINESS

### **RESOLUTION 1: GRANT OF SECURITY TO MICHAEL & SUZANNE GREGG AND GELBA PTY LTD**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

*"That, for the purposes of Listing Rule 10.1 and for all other purposes, approval is given for the Company to grant fixed and floating security over all of the assets and undertakings of the Company as security for \$1 million loan in favour of Gelba Pty Ltd ACN 008 432 693 and Michael & Suzanne Gregg on the terms and conditions set out in the Notice of Meeting."*

### **RESOLUTION 2: APPROVAL OF ACQUISITION BY RELEVANT PARTIES OF COMPANY SHARES ARISING FROM THE ISSUE OF THE CONVERSION SHARES**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, shareholders approve and authorise the Company to issue 50,000,000 fully paid ordinary shares in the Company to Gelba Pty Ltd ACN 008 432 693 and 30,000,000 fully paid ordinary shares in the Company to Michael & Suzanne Gregg at an issue price of \$0.025 per share in conversion of a portion of the \$4Million Unsecured Loan on the terms and conditions set out in the Notice of Meeting."*

#### Voting Prohibition Statement:

In accordance with the notice requirements in Listing Rules 10.5.9 and 10.13.10, the Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

- (a) Gelba Pty Limited;
- (b) Michael & Suzanne Gregg;

- (c) any Associates of Gelba Pty Limited or Michael & Suzanne Gregg;
- (d) any other person who will obtain a material benefit as a result of the proposed issue or the transaction (except a benefit solely by reason of being a holder of Shares in the Company); or
- (e) a person whose votes, in ASX's opinion, should be disregarded.

However, the Company need not disregard a vote cast in favour of the Resolutions by:

- (a) a person as the proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with the directions given to the proxy or attorney to vote on the Resolutions in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the chair to vote on the Resolutions as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an Associate of a person excluded from voting, on the Resolutions; and
  - (ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

**Please refer to the Explanatory Memorandum for details of the Resolutions.**

## **2 YOUR VOTE IS IMPORTANT**

The business of the Meeting affects your shareholding and your vote is important.

## **3 VOTING ELIGIBILITY**

Under regulation 7.11.37 of the Corporations Regulations, the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Meeting will be as it appears in the share register at 10am (Sydney time) on 6 February 2023.

## **4 VOTING INTENTIONS OF THE CHAIRMAN**

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

## **5 VOTING IN PERSON**

To vote in person, attend the Meeting at the time, date and place set out above.

## **6 VOTING BY PROXY**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not

specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that under sections 250BB and 250BC of the Corporations Act:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on this are set out below.

#### 6.1 **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

#### 6.2 **Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

### 7 **VOTING BY ATTORNEY**

A Shareholder may appoint an attorney to act on the Shareholder's behalf at the Meeting. The power of attorney or such other evidence of the attorney's appointment and authority to the satisfaction of the Directors must be received by the Company at least 48 hours before the time for holding of the Meeting or any adjourned meeting.

### 8 **ENQUIRES**

For further information, please contact the Company's secretary, Robert Lees, on 0411 494 406.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum sets out information in connection with the business to be considered at the Extraordinary General Meeting (**Meeting**) of Oliver's Real Food Limited (**Oliver's** or the **Company**) to be held physically at Thomson Geer, Level 14, 60 Martin Place, Sydney on 8 February 2023 at 10am (AEDT).

**NOTE: THE INDEPENDENT EXPERT HAS DETERMINED THAT THE TRANSACTION THE SUBJECT OF RESOLUTION 1 IS FAIR AND REASONABLE TO THE MEMBERS.**

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 **RESOLUTION 1: GRANT OF SECURITY TO MICHAEL & SUZANNE GREGG AND GELBA PTY LTD**

##### 1.1 **Background**

As at the date of this Notice, under a loan agreement between the Company (as borrower) and Gelba Pty Ltd ACN 008 432 693 and Michael & Suzanne Gregg (together, the **Principal Lenders**) for a total facility of \$10.5 million (**Loan Agreement**), the Company has drawn down and currently owes \$10 million to the Principal Lender (**Debt**) the details of which are as follows:

##### **Fixed Facility**

<b>Principal</b>	\$5 million
<b>Drawn down amount</b>	\$5 million
<b>Maturity Date</b>	30 September 2028
<b>Security</b>	First ranking security over the assets of the Company and its subsidiaries under a General Security Deed ( <b>GSD</b> )
<b>Interest Rate</b>	8.1% per annum
<b>Interest currently owing</b>	\$204,116 (of which \$114,136 is subject to an agreed payment plan, with the final payment due at the end of June 2023)
<b>Repayments</b>	Repayments of \$250,000 per quarter from 1 October 2023 with first repayment due 31 December 2023

### **Revolving Facility**

<b>Principal</b>	\$5.5 million
<b>Drawn down amount</b>	\$5 million
<b>Maturity Date</b>	30 September 2023
<b>Security</b>	\$1.5 million secured fixed and floating security over all assets and undertakings of the Company under the GSD \$4 million unsecured
<b>Interest Rate</b>	8.1 % per annum
<b>Interest currently owing</b>	\$80,355 (of which \$46,050 is subject to an agreed payment plan, with the final payment due at the end of June 2023)

The Principal Lenders have requested the Company to:

1. extend the terms of the GSD to secure a further \$1 million of the Revolving Facility; and
2. convert \$2 million of the unsecured component the Revolving Facility to equity via the placement of 80 million of the Company's fully paid ordinary shares at a deemed issue price of \$0.025 per share (**Conversion Shares**) to be issued to the Principal Lenders as follows:
  - o Michael & Suzanne Gregg will convert \$750,000 of their Revolving Facility to 30 million Conversion Shares; and
  - o Gelba Pty Ltd will convert \$1.25 million of its Revolving Facility to 50 million Conversion Shares;

(together, the **Debt Restructure**).

As consideration, the Principal Lenders have agreed to:

1. increase the unsecured Revolving Facility by \$500,000;
2. extend the terms and repayment dates of the Revolving Facility as follows:
  - o the maturity date to be extended to 30 September 2028;
  - o in relation to \$1.5 million owing under the Revolving Facility, repayments of \$75,000 per quarter to begin from 1 October 2023, with first repayment due 31 December 2023; and
  - o in relation to \$1 million owing under the Revolving Facility, repayments of \$50,000 per quarter to begin from 1 October 2023, with first repayment due 31 December 2023,

(together, **Improved Terms**).

On 20 December 2022, on the basis that the directors believed that the offer from the Principal Lenders was in the best interests of the Company and its shareholders, the Company entered into a Deed to amend the Loan Agreement (**Amending Deed**) with the Principal Lenders to extend the GSD to the \$1 million portion of the Revolving Facility subject to approval of the shareholders for the purposes of ASX Listing Rule 10.1.

The Amending Deed will take effect immediately upon the passing of Resolution 1.

The rationale for entering into the Amending Deed is simply to obtain the Improved Terms. In the view of the Directors, the obtaining of the Improved Terms is more than adequate consideration for the granting of the extension of GSD and increase in interest rate.

## 1.2 Listing Rules 10.1

Listing Rule 10.1 states that a listed entity must ensure that neither it, nor any of its child entities, acquires or agrees to acquire a substantial asset from, or disposes or agrees to dispose of a substantial asset to, any of the following persons without prior shareholder approval:

- (a) A related party;
- (b) A child entity;
- (c) A person who holds, or in the last 6 months held, 10% or more of the shares in the listed entity;
- (d) An associate of a person referred to in (a) to (c) above; or
- (e) A person whose relationship to the entity or a person referred to in (a) to (d) above is such that, in ASX's opinion, the transaction should be approved by shareholders.

Gelba Pty Ltd is an entity controlled by persons including Martin Green, an existing director of the Company, and Michael & Suzanne Gregg are the parents of Kathryn Jane Gregg, who is also an existing director of the Company. On this basis, the Principal Lenders fall within limbs (a)(vi) and (a)(v) of the definition of 'related party' under the Corporations Act and are captured by Listing Rule 10.1.1.

Listing Rule 10.2 provides that an asset is a "substantial asset" if, in ASX's opinion, its value or the value of the consideration being paid or received by the entity is 5% or more of the equity interests of the entity in the most recent accounts provided to ASX. The equity interests of the Company in its most recent financial accounts of 30 June 2022 were approximately negative \$23,211,791. The securing of \$1 million of the Revolving Facility exceeds 5% of the Company's equity interests and as such, the proposed security over the \$1 million of the Revised Facility constitutes the acquisition of a 'substantial asset' of related persons. Shareholder approval in accordance with Listing Rule 10.1 is required for the Company to grant fixed and floating security over all of the assets and undertakings of the Company as security for the \$1 million loan in favour of the Principal Lenders.

## 1.3 Material Terms of GSD

The GSD incorporates the following key components:

- (a) Security under the GSD (**Security**) is granted over all of the assets and property of the Company. Unless preferred by law, the Security will take priority over all other securities granted by the Company.
- (b) The Security can be discharged when all secured money has been paid in full and the obligations under the GSD and Loan Agreement and all other transaction documents have been observed and performed.
- (c) The debts covered by the Security (**Secured Money**) will include all debts and monetary liabilities of the Company to the Principal Lenders under or in relation to any finance document on any account and in any capacity, irrespective of whether the debts or liabilities:

- are present or future;
  - are actual, prospective, contingent or otherwise;
  - are at any time ascertained or unascertained;
  - are owed to or incurred by or on an account of the Company alone, or severally or jointly with any other person;
  - are owed to or incurred for the account of the Principal Lenders alone, or severally or jointly with any other person;
  - are owed to any other person as agent (whether disclosed or not) for or on behalf of the Principal Lenders;
  - are owed or incurred as principal, interest, fees, charges, taxes, damages (whether for breach of contract or tort or incurred on any other ground), losses, costs or expenses, of on any other account;
  - are owed to or incurred for the account of the Principal Lenders directly or as a result of:
    - the assignment or transfer to the Principal Lenders of any debt or liability of the Company (whether by way of assignment, transfer or otherwise); or
    - any other dealing with any such debt or liability;
  - are owed to or incurred by the account of the Principal Lenders before the date of the GSD to the Principal Lenders by any other person or otherwise; or
  - comprise any combination of the above.
- (d) The secured assets (**Security Assets**) are subject to, inter alia, the following restrictions:
- the Company may not create or allow to exist any security over the Security Assets;
  - the Company may not sell, assign, part with, transfer or otherwise dispose of the Security Assets; and
  - the Company may not give control of the Security Assets to another person.
- (e) Where an event of default occurs, the Principal Lenders may do one or more of the following in addition to anything else the law allows the Principal Lenders to do as the secured party:
- enforce the Security;
  - sue the Company for the Secured Money;
  - appoint one or more receivers; and
  - do anything that a receiver could under the GSD.

#### 1.4 **Advantages to granting security over \$1 million owing under the Revolving Facility**

The main advantage of granting the security is to secure the Improved Terms for the Company.



### 1.5 **Disadvantages of granting security over \$1 million owing under the Revolving Facility**

If Resolution 1 is approved and the GSD is granted for the \$1 million portion of the Revolving Facility and there is an event of default by the Company in respect of the \$1 million portion of the Revolving Facility and the Principal Lenders enforce the GSD, some of the Company's assets may be sold or assigned to the Principal Lenders (to the extent required to enable the Principal Lenders to recover the relevant debt).

### 1.6 **Consequences of not approving Resolution 1**

If Resolution 1 is not approved, then the Company will not be able to grant the GSD as security for the \$1 million portion of the Revolving Facility in favour of the Principal Lenders and the Company will not obtain the benefits of the Improved Terms.

### 1.7 **Independent expert's report**

Listing Rule 10.5.10 requires this Notice must attach a report from an independent expert stating the expert's opinion as to whether the transaction governed by the Amending Deed is fair and reasonable to the holders of the Company's ordinary securities whose votes in favour of the transaction are not to be disregarded.

The Company engaged Hall Chadwick to provide the report required by Listing Rule 10.5.10. and their report is attached to this Notice. Shareholders are urged to consider the Independent Expert's Report in detail and if in doubt seek advice from their professional advisers prior to voting.

The Independent Expert's Report concludes that the proposal whereby the Shareholders may grant approval for the grant of the GSD as security for \$1 million of the Revolving Facility in favour of the Principal Lenders, is fair and reasonable to Shareholders not associated with the Principal Lenders, taking into account the factors noted below and in the Independent Expert's Report.

In forming its opinion, the Independent Expert considered the main following factors:

1. the interest rate on the Debt is not changing as a result of the Debt Restructure or Improved Terms and the applicable rate of 8.1% p.a. is considered reasonable based on observable market rates for similar types of borrowings and considering current interest rate rises occurring;
2. based on discussions with management and a review of current lending rates in the market, it is unlikely that the Company will be able to obtain alternate funding at terms any more favourable than those agreed to with the Principal Lenders;
3. if the Company's assets are sold in the event of default to satisfy the Company's liabilities under the GSD and Loan Agreement, the Principal Lenders will receive a maximum amount equal to the total amount owing to it plus the costs associated with recovery and enforcement; and
4. the Debt already includes secured debt and the Debt Restructure only results in the secured portion of the Debt increasing by \$1 million. There are also no new assets becoming secured.

## 2 **RESOLUTION 2: APPROVAL OF ACQUISITION BY RELEVANT PARTIES OF COMPANY SHARES ARISING FROM THE ISSUE OF THE CONVERSION SHARES**

### 2.1 **Background**

Please refer to the section 1.1 of this Explanatory Memorandum for the background of the proposed Debt Restructure and Improved Terms.

On 20 December 2022, on the basis that the directors believed that the offer from the Principal Lenders was in the best interests of the Company and its shareholders, the Company entered into a debt to equity agreement to issue the Conversion Shares to the Principal Lenders subject to approval of the shareholders for the purposes of ASX Listing Rule 10.11 (**Debt to Equity Conversion Letter**).

The Debt to Equity Conversion Letter will take effect on the first Business Day after the passing of Resolution 2. The Conversion Shares will be issued to the Principal Lenders within 1 month of the passing of Resolution 2.

The rationale for the conversion and issuing of the Conversion Shares to the Principal Lenders is simply to obtain the Improved Terms. In the view of the directors, the obtaining of the Improved Terms is more than adequate consideration for the conversion.

## 2.2 **Listing Rule 10.11**

Listing Rule 10.11 states that a listed entity must not issue or agree to issue equity securities to any of the following persons without prior shareholder approval:

- (a) A related party;
- (b) A person who is, or was at any time in the last 6 months before the issue or agreement, a substantial (30% or more) holder of the shares in the listed entity;
- (c) A person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10% or more) holder of shares in the listed entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) An associate of a person referred to in (a) to (c) above; or
- (e) A person whose relationship to the entity or a person referred to in (a) to (d) above is such that, in ASX's opinion, the transaction should be approved by shareholders.

1. As set out above, the Principal Lenders are related parties to the Company and as such, are captured by Listing Rule 10.11.1. On this basis, Shareholder approval in accordance with Listing Rule 10.11 is required to issue the Conversion Shares to the Principal Lenders.

## 2.3 **Material Terms of Debt to Equity Conversion Letter**

The Debt to Equity Conversion Letter incorporates the following key components:

- (a) acknowledgement by the Principal Lenders that on issuing of the Conversion Shares, the Company's obligation to repay the \$2 million portion of the Revolving Facility will be discharged in full; and
- (b) market statement warranties in relation to the capacity and authority of the Principal Lenders and their status as professional investors under the Corporations Act.

## 2.4 **Advantages to approving the debt to equity conversion**

The main advantage of approving the conversion of \$2 million of the Revolving Facility into equity in the Company is to secure the Improved terms for the Company.

## 2.5 Disadvantages of approving the debt to equity conversion

If Resolution 2 is approved the Conversion Shares will be issued to the Principal Lenders and this will dilute the interest of all existing Shareholders. The economic and voting dilution of existing Shares if Resolution 2 is passed would be as shown in the table below:

Recipient of Securities	Securities the subject of Resolution 2	Current Security holding	New Security holding if Resolution 2 is passed	Projected % Shareholding	Total dilution of other Shareholders if Resolution 2 is passed
Gelba Pty Ltd	50 million shares	37,439,660 Shares	87,439,660 Shares	19.84%	13.59%
Michael & Suzanne Gregg	30 million shares	51,327,516 Shares	81,327,516 Shares	18.45%	
Michael Gregg	Nil	2,000,000 Shares	2,000,000 Shares	0.45%	

## 2.6 Consequences of not approving Resolution 2

If Resolution 2 is not approved, then the Company will not be able to convert \$2 million it owes to the Principal Lenders under the Revolving Facility into equity in favour of the Principal Lenders and the Company will not obtain the benefits of the Improved Terms.

---

## GLOSSARY

---

In this notice, 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.

**Amending Deed** has the meaning given in section 1.1 of the Explanatory Memorandum.

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

**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).

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

**Conversion Shares** has the meaning given in section 1.1 of the Explanatory Memorandum.

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

**Debt** has the meaning given in section 1.1 of the Explanatory Memorandum.

**Debt Restructure** has the meaning given in section 1.1 of the Explanatory Memorandum.

**Debt to Equity Conversion Letter** has the meaning given in section 2.1 of the Explanatory Memorandum.

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

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

**Fixed Facility** means the \$5 million fixed facility component of the Loan Agreement, the details of which are summarised at section 1.1 of the Explanatory Memorandum.

**GSD** has the meaning given in section 1.1 of the Explanatory Memorandum.

**Improved Terms** has the meaning given in section 1.1 of the Explanatory Memorandum.

**Listing Rules** means the Listing Rules of the ASX.

**Loan Agreement** has the meaning given at section 1.1 of the Explanatory Memorandum.

**Principal Lenders** means Gelba Pty Ltd ACN 008 432 693 and Michael & Suzanne Gregg.

**Proxy Form** means a proxy form accompanying the Notice.

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

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

**Revolving Facility** means the \$5.5 million revolving facility component of the Loan Agreement, the terms of which are summarised in section 1.1 of the Explanatory Memorandum.

**Secured Money** has the meaning given in section 1.3(c) of the Explanatory Memorandum.

**Security** has the meaning given in section 1.3(a) of the Explanatory Memorandum.

**Security Assets** has the meaning given in section 1.3(d) of the Explanatory Memorandum.

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

**Shareholder** means the holder of a Share.



#### 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](http://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 Monday, 6 February 2023.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/oliegm20223>

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

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

### 📱 BY SMARTPHONE



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 Monday, 6 February 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/oliegm2023>
- 📠 **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.

**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 Ltd** (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 Extraordinary General Meeting of the Company to be held at the offices of **Thomson Geer, Level 14, 60 Martin Place Sydney NSW 2000 on Wednesday, 8 February, 2023 at 10:00am/pm (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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

**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	Grant of security to Michael and Suzanne Gregg and Gelba Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Acquisition by Relevant Parties of Company Shares Arising from the issue of the Conversion Shares	<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

16 December 2022

The Directors  
Oliver's Real Food Ltd  
PO Box 3678  
TUGGERAH NSW

Dear Sirs,

**Independent Expert's Report relating to the Issue and Shares and Granting of Security over Assets to a Related Party**

**1. INTRODUCTION**

*Background*

- 1.1 Oliver's Real Food Ltd ("OLI" or "the Company") is an Australian Company listed on the Australian Securities Exchange ("ASX") that offers fresh and natural food products in Australia.
- 1.2 As announced to the market on 18 November 2022, OLI has entered into an agreement with its principal lenders, Michael & Suzanne Gregg and Gelba Pty Ltd (the "Lenders"), to restructure its debt facilities (Debt Restructuring Plan or the Plan).
- 1.3 Shareholder approval is required for the purposes of ASX Listing Rule 10.1 and 10.11 for the issue of shares and granting of security over the assets of the Company ("Security") under the terms of the Plan.
- 1.4 The proposed issue of shares and granting of the Security to the Lenders is referred to in this report as the "Transaction".

*Opinion*

- 1.5 In our opinion, the Transaction is fair and reasonable to the Non-Associated Shareholders of OLI.
- 1.6 The ultimate decision however on whether to accept the Transaction should be based on shareholders own assessment of their circumstances.

*Purpose of Report*

- 1.7 You have requested Hall Chadwick Corporate (NSW) Limited ("HCC") to prepare an Independent Expert's Report to advise the shareholders of OLI other than those associated with the Lenders ("Non-Associated Shareholders"), whether the proposed Transaction is fair and reasonable when considered in the context of the interests of Non-Associated Shareholders and to set out the reasons for our conclusions.

HALL CHADWICK  
CORPORATE (NSW) LIMITED

ACN 080 462 488

SYDNEY

Level 40, 2 Park Street  
Sydney NSW 2000 Australia

GPO Box 3555 Sydney NSW  
2001

Ph: (612) 9263 2600

Fx: (612) 9263 2800

E: [hcsyinfo@hallchadwick.com.au](mailto:hcsyinfo@hallchadwick.com.au)

[www.hallchadwick.com.au](http://www.hallchadwick.com.au)



- 1.8 HCC understands and has agreed that this report will be included in or accompany the notice to convene a meeting of OLI shareholders, to assist the Non-Associated Shareholders in their consideration of the Transaction.

## 2. OUTLINE OF THE TRANSACTION

2.1 OLI have the following debt facilities in place with the Lenders the subject of the Plan:

- \$5.0m secured facility with the Lenders at an interest rate of 8.1% p.a. maturing 30 September 2028, repayable quarterly from 1 October 2023;
- \$1.5m secured revolving line of credit with the Lenders at an interest rate of 8.1% p.a. maturing 30 September 2023; and
- \$4.0m unsecured revolving line of credit with the Lenders at an interest rate of 8.1% p.a. maturing 30 September 2023.

2.2 The Debt Restructure Plan proposed from the Lenders involves:

- Converting \$2.0m of the unsecured revolving line of credit facility via OLI issuing 80m shares at 2.5 cents to the Lenders.
- Securing the remaining \$1.0m revolving line of credit facility on the same terms as the current secured facilities. This will be subject to shareholder approval for the purposes of ASX Listing Rules 10.1 to grant fixed and floating security (“Security”) over all of the assets and undertakings of the Company as security for \$1 million loan in favour of the Lenders.
- Increasing the unsecured ongoing line of credit by \$0.5m to a maximum of \$1.5m to enable the Company to continue its path back to profitability and ensure it can meet its obligations. This includes extending the repayment date to September 2024.
- Extending the repayment term of all secured debt to mature on 31 December 2023.

2.3 The result of the Plan is a decrease in total debt by \$1.5m and an extension of the maturity and repayment schedules of both secured and unsecured line of credit facilities, allowing these facilities to continue to be treated as non-current liabilities for accounting purpose.

2.4 The Plan results in the following change in capital structure of the Company:

	<b>Current shares on issue</b>	<b>New shares issued under Transaction</b>	<b>Post transaction shares on issue</b>
Total Shares on Issue	360,731,917	80,000,000	440,731,917
Michael and Suzanne Gregg	51,327,516	30,000,000	81,327,516
Michael Gregg	2,000,000		2,000,000
	53,327,516	30,000,000	83,327,516
	14.78%		18.91%
Gelba Pty Ltd *	37,439,660	50,000,000	87,439,660
	10.38%		19.84%

\* Gelba Pty Ltd is not considered a related party of Michael and Suzanne Gregg.

## **STRUCTURE OF REPORT**

Our report is set out under the following headings:

- 3 PURPOSE OF REPORT
- 4 BASIS OF EVALUATION
- 5 OVERVIEW OF OLI
- 6 ADVANTAGES AND DISADVANTAGES OF THE TRANSACTION
- 7 CONCLUSION AS TO FAIRNESS AND REASONABLENESS

## **APPENDICES**

- I SOURCES OF INFORMATION
- II STATEMENT OF DECLARATION & QUALIFICATIONS
- III FINANCIAL SERVICES GUIDE

### **3 PURPOSE OF REPORT**

- 3.1 The purpose of this report is to advise the Non-Associated Shareholders of OLI of the fairness and reasonableness of the Transaction.
- 3.2 This report provides an opinion on whether or not the terms and conditions in relation to the Transaction are fair and reasonable to the OLI shareholders whose votes are not to be disregarded in respect of the transaction (that is, the Non-Associated Shareholders).
- 3.3 The ultimate decision whether to accept the terms of the Transaction should be based on each shareholders' assessment of their own circumstances, including their risk profile, liquidity preference, tax position and expectations as to value and future market conditions. If in doubt about the Transaction or matters dealt with in this report, shareholders should seek independent professional advice.
- 3.4 An offer is considered fair if the terms of the transaction are on an arms-length market basis. To be reasonable the shareholders must obtain an overall benefit if the Transaction proceeds.
- 3.5 ASX Listing Rule 10.1 requires that a listed company must obtain shareholder approval before it acquires or disposes of a substantial asset to a related party, a substantial holder or an associate of a related party. An asset is a substantial asset if the value of the assets, in this case the Security, is equal to or greater than 5% of the equity interest of that company at the date of the last audited accounts.
- 3.6 Listing Rule 19.2 defines "dispose" to include the using of an asset as collateral or security. Therefore for the purpose of ASX Listing Rule 10.1, the granting of the Security is considered to be the disposal of the assets provided as a surety for the Security, which exceeds 5% of the total equity disclosed in the most recent accounts of the Company.
- 3.7 ASX Listing Rule 10.5.10 therefore requires a report on the Transaction from an independent expert stating whether the transaction is fair and reasonable to Non-Associated Shareholders of the listed company. This report provides such an opinion.

#### **4. BASIS OF EVALUATION**

- 4.1 In our assessment of whether the Transaction is fair and reasonable to OLI Non-Associated Shareholders, we have given due consideration to the Regulatory Guides issued by the ASIC, in particular, Regulatory Guide 74 “Acquisitions Agreed to by Shareholders”, Regulatory Guide 111 “Content of Experts Reports” and Regulatory Guide 112 “Independence of Experts Reports”.
- 4.2 ASIC Regulatory Guide 74 requires, amongst other things, that shareholders are provided with sufficient information to make an effective, informed decision on whether the proposed Transactions are fair and reasonable. In the case of granting security, we consider whether the terms of the transaction are on an arms-length market basis. To be reasonable the shareholders must obtain an overall benefit if the Transactions proceeds. It is possible for a transaction to be reasonable despite being unfair. This would be after the expert considers that, based on non-financial factors, the shareholders should still approve the transaction in the absence of any alternative proposals.
- 4.3 Our report has compared the likely advantages and disadvantages to Non-Associated Shareholders if the Transaction is agreed to, with the advantages and disadvantages to those shareholders if it is not.
- 4.4 We consider that the Transaction will be reasonable if, on balance, the Non-Associated Shareholders in OLI will be better off if the Transaction is approved. We will also consider the Non-Associated Shareholder’s interests should the Transaction not proceed.
- 4.5 In our assessment of the Transaction we have considered, in particular the following:
- the terms of the Plan;
  - the underlying value of the assets being secured;
  - The advantages and disadvantages associated with approving the Transaction;
  - the likely effect on OLI if the Transaction is not approved;
  - the likelihood of an emergence of an alternative proposal that could realise better value for OLI Shareholders.
  - Other qualitative and strategic issues associated with the Transaction.
- 4.6 The documents and information relied on for the purpose of this report are set out in Appendix I. We have considered and relied upon this information and believe that the information provided is reliable, complete and not misleading and we have no reason to believe that material facts have been withheld.
- 4.7 This report has been prepared after taking into consideration the current economic and market climate. We take no responsibility for events occurring after the date of this report which may impact upon this report or which may impact upon the assumptions referred to in the report. To the extent we become aware of a material change in circumstances since the date of this report, we will issue a supplementary report at the request of OLI if so required.

## 5. OVERVIEW OF OLI

### 5.1 Company Overview

- 5.1.1 The OLI business commenced trading in 2005 and was listed on the ASX in June 2017. OLI provides premium quality "real food" that is fresh, natural, and free from additives and preservatives.
- 5.1.2 OLI was the world's first certified organic fast food chain, now operating out of 18 locations along Australia's eastern seaboard.
- 5.1.3 OLI's business is to provide its customers with premium quality "real food" that is fresh and natural, free from additives and preservatives, prepared and delivered daily to major highway locations and Famous Rest stops like The Dog on Tuckerbox in Gundagai NSW, The Big Merino at Goulburn NSW, The Big Bass at Bulahdelah in NSW and Ferry Park on the river at McLean in NSW.
- 5.1.4 OLI provides a fresh and natural alternative to fast food on the go. Organic where possible, Oliver's menu has something for everyone including vegetarian and vegan options, and those looking for gluten or dairy free choices.
- 5.1.5 In addition, OLI owns and operates the Red Dragon Organics brand. Red Dragon Organics produces and distributes specialised certified organic beverage products through Oliver's stores to wholesalers, retailers and cafes in metropolitan centres.

### 5.2 Financial Information

- 5.2.1 Set out below is the Audited Consolidated Statements of Comprehensive Income of OLI for the financial years ended 30 June 2021 ("FY 2021") and 30 June 2022 ("FY 2022").

<b>OLIVER'S REAL FOOD LTD</b>		
<b>CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME</b>		
	<b>FY 2021</b>	<b>FY 2022</b>
Revenue	28,180,333	19,486,471
Other income	5,367,402	2,209,216
Gross profit	33,547,735	21,695,687
Raw materials and consumables used	(12,294,358)	(8,934,323)
Employee benefits expense	(15,004,114)	(8,657,893)
Depreciation and amortisation	(5,034,145)	(2,754,667)
Impairment of assets <sup>s5.2.3</sup>	(2,226,805)	(11,282,254)
Writeback of lease liability on lease termination	-	2,472,949
Writeback of Right-of-Use asset impairment	-	1,569,802
Finance costs	(2,300,527)	(1,647,010)
Other expenses	(5,972,653)	(4,132,168)
<b>Loss before income tax expense</b>	<b>(9,284,867)</b>	<b>(11,669,877)</b>
Income tax expense	-	-
<b>Net profit / (loss) for the year</b>	<b>(9,284,867)</b>	<b>(11,669,877)</b>

5.2.2 Set out below is the Audited Consolidated Statement of Financial Position of OLI as at 30 June 2022.

<b>OLIVER'S REAL FOOD LTD</b>	
<b>CONSOLIDATED STATEMENT OF FINANCIAL POSITION</b>	
<b>As at 30 June 2022</b>	
<b>Current Assets</b>	<b>\$</b>
Cash and cash equivalents	225,384
Trade and other receivables	209,229
Inventories	493,104
Other	153,194
	<b>1,080,911</b>
<b>Non-Current Assets</b>	
Term deposits	305,891
Property, plant and equipment	2,183,932
Right-of-use assets <sup>s5.2.3</sup>	6,403,051
Intangibles	939,591
Other	124,965
	<b>9,957,430</b>
<b>Total Assets</b>	<b>11,038,341</b>
<b>Current Liabilities</b>	
Trade and other payables	4,465,604
Borrowings	389,690
Lease liabilities <sup>s5.2.3</sup>	2,578,695
Employee benefits	348,307
	<b>7,782,296</b>
<b>Non-Current Liabilities</b>	
Borrowings	8,458,333
Lease liabilities <sup>s5.2.3</sup>	17,483,854
Derivative financial instruments	19,550
Employee benefits	67,855
Provisions	438,244
	<b>26,467,836</b>
<b>Total Liabilities</b>	<b>34,250,132</b>
<b>Net Assets</b>	<b>(23,211,791)</b>
<b>Equity</b>	
Issued Capital	34,061,382
Accumulated losses	(57,273,173)
<b>Total Equity</b>	<b>(23,211,791)</b>

5.2.3 OLI leases land and buildings for its offices, warehouses and retail outlets under agreements of between 1 to 20 years with, in some cases, options to extend. The leases have various escalation clauses. On renewal, the terms of the leases are renegotiated. In addition, OLI leases office equipment under agreements of less than 12 months. These leases are either short-term or low-value, so have been expensed as incurred and not capitalised as right-of-use assets. Right-of-use assets are reviewed annually. Due to

COVID and the significant impact on OLI store revenues, a very conservative view was taken of the company's future cash flows. OLI closed eight unprofitable stores from March to June 2022, leading to significant impairment. The liability remains on the books as per the lease payments as at 30 June 2022. As announced in September 2022, OLI wrote back \$6.385m of lease liabilities after exiting certain leases with a Victorian landlord which will be reflected in the current years' balance sheet.

### 5.3 Finance Facility Interest Rate Analysis

5.3.1 Prior to renegotiating debt facilities with the current Lenders, the interest rate with PURE Asset Management was set at 10.5% p.a. The current Lenders initially agreed to 5.25%, which, considering OLI could not secure funding from any commercial bank, was a positive result for the Company.

5.3.2 It remains the case that the Company's weak balance sheet means alternative funding arrangements are not available. The increase in the interest rate on the Facilities from 5.25% to 8.10% reflects the movement of the BBSY from March 2022 to September 2022.

5.3.3 Fixed interest rate statistics published by Canstar as at 5 December 2022 for secured loans are shown in the table below:

	1 Year	2 Year	3 Year	4 Year	5 Year
Average	5.50%	5.90%	6.11%	6.33%	6.53%
Min	4.79%	5.19%	5.20%	5.39%	5.49%
Max	7.40%	7.79%	8.35%	7.64%	8.14%

5.3.4 Specifically for secured loans over \$5 million, the interest rates extend to 8.44%.

5.3.5 Given the Company's financial position and lack of alternative funding arrangements for the level of financing required, the interest rate applicable to the Facilities of 8.10% has been considered reasonable based on observable market rates for similar types of borrowings and considering current interest rate rises occurring.



## **6 ADVANTAGES & DISADVANTAGES OF THE TRANSACTION**

### **6.1 Approach to assessing Fairness and Reasonableness**

HCC has followed the guidelines of ASIC Regulatory Guide 111 in assessing the fairness and reasonableness of the Transaction. In forming its conclusions in this report, HCC compared the advantages and disadvantages for Non-Associated Shareholders if the Transaction proceeds.

### **6.2 Advantages of the Transaction**

- 6.2.1 Continuation of the Facilities at terms within the range of observable market terms and interest rates for similar types of borrowings. The non-conflicting directors of OLI negotiated the Plan on terms that were no more favourable to the Lenders than would have been the case had the funds been advanced by a third party.
- 6.2.2 Improved Terms resulting from the Transaction, including increasing the Revolving Facility by \$0.5million and extending the repayment term of all secured debt to 31 December 2023.
- 6.2.3 The Debt Restructuring Plan will reduce OLI's debt and strengthen the balance sheet.
- 6.2.4 The reduction in debt may enhance liquidity to support the Company's operations and future growth.
- 6.2.5 The Plan provides the business with additional working capital and a significant reduction in interest.

### **6.3 Disadvantages of the Transaction**

- 6.3.1 OLI has provided assets as collateral to the Lenders for the Plan. In the event that OLI defaults on the Plan repayments, some of the Company's assets may be sold or assigned to the Lenders (to the extent required to enable the Lenders to recover the relevant debt).
- 6.3.2 There may be other financing opportunities OLI will not be able to pursue if the increase to the value of the Security is approved due to the comprehensive nature of the first ranking security over assets of the Company and its subsidiaries.

## **7 CONCLUSION AS TO FAIRNESS AND REASONABLENESS**

### **7.1 Fairness**

7.1.1 In our opinion, the proposed Transaction to grant assets as collateral to the Lenders (Security) is fair and reasonable to the Non-Associated Shareholders of OLI.

7.1.2 Our opinion is based solely on information available as at the date of this report.

7.1.3 The principal factors that we have considered in forming our opinion on the fairness of the Transaction are summarised below.

- a) The interest rate on the Facilities is not changing as a result of the Transaction and the applicable rate of 8.1% p.a. is considered reasonable based on observable market rates for similar types of borrowings and considering current interest rate rises occurring.
- b) Based on discussions with management and a review of current lending rates in the market, it is unlikely that OLI would be able to obtain alternate funding at terms any more favourable than those agreed to with the Lenders.
- c) If the OLI assets are sold in the event of a default to satisfy the Company's liabilities under the Plan, the Lenders will receive a maximum amount equal to the total amount owing to it plus the costs associated with recovery and enforcement.
- d) The Facilities already include Secured debt. The Transaction only results in the secured portion of the Facilities increasing by \$1million. There is no new assets becoming secured.

### **7.2 Reasonableness**

ASIC Regulatory Guide 111 states that a transaction is reasonable if:

- The Transaction is fair; or
- Despite not being fair the expert believes that there are sufficient reasons for security holders to accept the Transaction in the absence of an alternative proposal that could realise better value for OLI Shareholders.

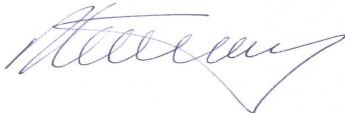
We have concluded that the Transaction is fair and therefore also reasonable. In forming our opinion we have also considered the following relevant factors.

- a) Approval of the Transaction will result in the following Improved Terms:
  1. increase the unsecured Revolving Facility by \$500,000; and
  2. extend the terms and repayment dates of the Revolving Facility as follows:
    - the maturity date to be extended to 30 September 2028;
    - in relation to \$1.5 million owing under the Revolving Facility, repayments of \$75,000 per quarter to begin from 1 October 2023, with first repayment due 31 December 2023; and
    - in relation to \$1 million owing under the Revolving Facility, repayments of \$50,000 per quarter to begin from 1 October 2023, with first repayment due 31 December 2023.

- b) If approved and implemented, the Debt Restructuring Plan will reduce OLI's debt and strengthen the balance sheet;
- c) The reduction in debt may enhance liquidity to support the Company's operations and future growth.
- d) The non-conflicting directors of OLI negotiated the Plan on terms that were no more favourable to the Lenders than would have been the case had the funds been advanced by a third party.
- e) The Plan provides the business with additional working capital and a significant reduction in interest.
- f) Directors have confirmed that the provision of the Security does not negatively impact the Company's ongoing operations, except for the fact that it limits the ability of the Company to offer its assets as security for other financial accommodation.
- g) We are unaware of any alternative proposal at the date of this report that could realise better value for OLI shareholders. The terms of the Plan include that the OLI Board is free to engage with commercial banks from time to time and seek improved commercial terms that may facilitate repayment of the Plan.

Having considered that the Transaction is fair and the alternatives of not proceeding with the Transaction, in our opinion the Non-Associated Shareholders of OLI should benefit if the Transaction proceeds and therefore, in our opinion the Transaction is reasonable.

Yours faithfully  
Hall Chadwick Corporate (NSW) Limited



DAVID KENNEY

## **APPENDIX I - SOURCES OF INFORMATION**

- Oliver's Real Food Ltd Audited Financial Reports for the financial years ended 30 June 2021 and 30 June 2022;
- Oliver's Real Food Ltd Notice of General Meeting and Explanatory Memorandum;
- Debt Restructure Plan Agreements between Oliver's Real Food Ltd and the Lenders, Michael and Suzanne Gregg and Gelba Pty Ltd;
- Publicly available information on OLI, including media releases, ASX announcements and websites;
- ASIC Regulatory Guide 74 'Acquisitions Agreed to by Shareholders';
- ASIC Regulatory Guide 111 'Content of Expert Reports';
- ASIC Regulatory Guide 112 'Independence of Expert's Reports';

## **APPENDIX II - STATEMENT OF DECLARATION & QUALIFICATIONS**

### **Confirmation of Independence**

Prior to accepting this engagement HCC determined its independence with respect to OLI with reference to ASIC Regulatory Guide 112 (RG 112) titled “Independence of Expert’s Reports”. HCC considers that it meets the requirements of RG 112 and that it is independent of OLI.

Also, in accordance with s648 (2) of the Corporations Act we confirm we are not aware of any business relationship or financial interest of a material nature with OLI, its related parties or associates that would compromise our impartiality.

Mr David Kenney, director of Hall Chadwick Corporate (NSW) Limited, has prepared this report. Neither he nor any related entities of Hall Chadwick Corporate (NSW) Limited have any interest in the promotion of the Transaction nor will Hall Chadwick Corporate (NSW) Limited receive any benefits, other than normal professional fees, directly or indirectly, for or in connection with the preparation of this report. Our fee is not contingent upon the success or failure of the proposed transaction, and has been calculated with reference to time spent on the engagement at normal professional fee rates for work of this type. Accordingly, HCC does not have any pecuniary interests that could reasonably be regarded as being capable of affecting our ability to give an unbiased opinion under this engagement.

HCC provided a draft copy of this report to the Directors and management of OLI for their comment as to factual accuracy, as opposed to opinions, which are the responsibility of HCC alone. Changes made to this report, as a result of the review by the Directors and management of OLI have not changed the methodology or conclusions reached by HCC.

### **Reliance on Information**

The statements and opinions given in this report are given in good faith and in the belief that such statements and opinions are not false or misleading. In the preparation of this report HCC has relied upon information provided on the basis it was reliable and accurate. HCC has no reason to believe that any information supplied to it was false or that any material information (that a reasonable person would expect to be disclosed) has been withheld from it. HCC evaluated the information provided to it by OLI as well as other parties, through enquiry, analysis and review, and nothing has come to its attention to indicate the information provided was materially mis-stated or would not afford reasonable grounds upon which to base its report. Accordingly, we have taken no further steps to verify the accuracy, completeness or fairness of the data provided.

Our procedures and enquiries do not include verification work, nor constitute an audit or review in accordance with Australian Auditing Standards (AUS). HCC does not imply and it should not be construed that it has audited or in anyway verified any of the information provided to it, or that its enquiries could have verified any matter which a more extensive examination might disclose.

The sources of information that we relied upon are outlined in Appendix I of this report.

OLI has provided an indemnity to HCC for any claims arising out of any mis-statement or omission in any material or information provided by OLI to HCC in preparation of this report.

## **Qualifications**

Hall Chadwick Corporate (NSW) Limited (“HCC”) carries on business at Level 40, 2 Park Street, Sydney NSW 2000. HCC holds Australian Financial Services Licence No. 227902 authorising it to provide financial product advice on securities to retail clients. HCC’s representatives are therefore qualified to provide this report.

## **Consent and Disclaimers**

The preparation of this report has been undertaken at the request of the Directors of OLI. It also has regard to relevant ASIC Regulatory Guides. It is not intended that the report should be used for any other purpose than to accompany the Notice of General Meeting to be sent to OLI shareholders. In particular, it is not intended that this report should be used for any purpose other than as an expression of HCC’s opinion as to whether or not the proposed Transaction is fair and reasonable.

HCC consent to the issue of this report in the form and context in which it is included in the Notice of General Meeting to be sent to OLI shareholders.

Shareholders should read all documents issued by OLI that consider the proposed Transaction in its entirety, prior to proceeding with a decision. HCC had no involvement in the preparation of these documents, with the exception of our report.

This report has been prepared specifically for the Non-Associated Shareholders of OLI. Neither HCC, nor any member or employee thereof undertakes responsibility to any person, other than a Non-Associated Shareholder of OLI, in respect of this report, including any errors or omissions howsoever caused. This report is "General Advice" and does not take into account any person's particular investment objectives, financial situation and particular needs. Before making an investment decision based on this advice, you should consider, with or without the assistance of a securities advisor, whether it is appropriate to your particular investment needs, objectives and financial circumstances.

Our procedures and enquiries do not include verification work, nor constitute an audit or review in accordance with Australian Auditing Standards.

Our opinions are based on economic, market and other conditions prevailing at the date of this report. Such conditions can change significantly over relatively short periods of time. Furthermore, financial markets have been particularly volatile in recent times. Accordingly, if circumstances change significantly, subsequent to the issue of the report, our conclusions and opinions may differ from those stated herein. There is no requirement for HCC to update this report for information that may become available subsequent to its date.

## **APPENDIX III - FINANCIAL SERVICES GUIDE**

Dated 16 December 2022

### **What is a Financial Services Guide (FSG)?**

This FSG is designed to help you to decide whether to use any of the general financial product advice provided by Hall Chadwick Corporate (NSW) Limited ABN 28 080 462 488, Australian Financial Services Licence Number 227902 (HCC).

This FSG includes information about:

- HCC and how they can be contacted
- the services HCC is authorised to provide
- how HCC are paid
- any relevant associations or relationships of HCC
- how complaints are dealt with as well as information about internal and external dispute resolution systems and how you can access them; and
- the compensation arrangements that HCC has in place.

This FSG forms part of an Independent Expert's Report (Report) which has been prepared for inclusion in a disclosure document. The purpose of the disclosure document is to help you make an informed decision in relation to a financial product.

### **Financial services that HCC is authorised to provide**

HCC holds an Australian Financial Services Licence, which authorises it to provide, amongst other services, financial product advice for securities and interests in managed investment schemes, including investor directed portfolio services, to retail clients.

We provide financial product advice when engaged to prepare a report in relation to a transaction relating to one of these types of finance products.

### **HCC's responsibility to you**

HCC has been engaged by the independent directors of Oliver's Real Food Ltd ("OLI" or the "Client") to provide general financial product advice in the form of a Report to be included in the Notice of Meeting (Document) prepared by OLI in relation to the proposed Transaction.

You have not engaged HCC directly but have received a copy of the Report because you have been provided with a copy of the Document. HCC nor the employees of HCC are acting for any person other than the Client.

HCC is responsible and accountable to you for ensuring that there is a reasonable basis for the conclusions in the Report.

### **General Advice**

As HCC has been engaged by the Client, the Report only contains general advice as it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of the general advice in the Report having regard to your circumstances before you act on the general advice contained in the Report.

You should also consider the other parts of the Document before making any decision in relation to the Transaction.

### **Fees HCC may receive**

HCC charges fees for preparing reports. These fees will usually be agreed with, and paid by, the Client. Fees are agreed on either a fixed fee or a time cost basis. In this instance, the Client has agreed to pay HCC \$12,000 (excluding GST and out of pocket expenses) for preparing the Report. HCC and its officers, representatives, related entities and associates will not receive any other fee or benefit in connection with the provision of this Report.

HCC officers and representatives receive a salary, a partnership distribution from Hall Chadwick Sydney professional advisory and accounting practice (the Hall Chadwick Sydney Partnership) or a dividend from a related company. Remuneration and benefits are not provided directly in connection with any engagement for the provision of general financial product advice in the Report.

Further details may be provided on request.

### **Referrals**

HCC does not pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

### **Associations and relationships**

Through a variety of corporate and trust structures HCC is controlled by and operates as part of the Hall Chadwick Sydney Partnership. HCC's directors may be partners in the Hall Chadwick Sydney Partnership. Mr David Kenney, director of HCC and partner in the Hall Chadwick Sydney Partnership, has prepared this report. The financial product advice in the Report is provided by HCC and not by the Hall Chadwick Sydney Partnership.

From time to time HCC, the Hall Chadwick Sydney Partnership and related entities (HC entities) may provide professional services, including audit, tax and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses. HCC has not previously provided services to the Client.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of, the Client or has other material financial interests in the Transaction.

### **Complaints resolution**

If you have a complaint, please let HCC know. Formal complaints should be sent in writing to:  
The Complaints Officer  
Hall Chadwick Corporate (NSW) Limited  
GPO Box 3555  
Sydney NSW 2001

If you have difficulty in putting your complaint in writing, please telephone the Complaints Officer on 02 9263 2600 and they will assist you in documenting your complaint.

Written complaints are recorded, acknowledged within 5 days and investigated. As soon as practical, and not more than 45 days after receiving the written complaint, the response to your complaint will be advised in writing.



**External complaints resolution process**

If HCC cannot resolve your complaint to your satisfaction within 45 days, you can refer the matter to the Financial Ombudsman Service (FOS). FOS is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOS are available at the FOS website [www.fos.org.au](http://www.fos.org.au) or by contacting them directly at:

Financial Ombudsman Service Limited  
GPO Box 3, Melbourne Victoria 3001  
Telephone: 1300 78 08 06  
Facsimile (03) 9613 6399  
Email: [info@fos.org.au](mailto:info@fos.org.au)

The Australian Securities and Investments Commission also has a free call infoline on 1300 300 630 which you may use to obtain information about your rights.

**Compensation arrangements**

HCC has professional indemnity insurance cover as required by the Corporations Act 2001(Cth).

**Contact Details**

You may contact HCC at:  
Hall Chadwick Corporate (NSW) Limited  
GPO Box 3555  
Sydney NSW 2001  
Telephone: 02 9263 2600  
Facsimile: 02 9263 2800