



**Oliver's Real Food Ltd**  
**ABN 33 166 495 441**

**PO Box 3678**  
**TUGGERAH NSW 2259**  
**(02) 4353 8055**

29 September 2017

Dear Shareholder,

On behalf of the Directors of Oliver's Real Food Limited (**Oliver's**), I am pleased to invite you to attend the 2017 Annual General Meeting (**AGM**) of Oliver's. Enclosed is the Notice of Meeting setting out the business of the AGM.

Oliver's 2017 AGM will be held on Friday, 3 November 2017 commencing at 12.00pm (AEDT), at the offices of Oxfam Australia, 132-138 Leicester Street, Carlton Victoria 3053.

Oliver's has partnered with Oxfam in the development and implementation of an integrated national partnership focused on raising funds for Oxfam Australia's Sustainable Food programs through collection of in store donations from Oliver's customers. In addition Oliver's will conduct sales of Oxfam Unwrapped, Oxfam Trading products and Staff Participation in Oxfam Trailwalker 2018. Oliver's is excited to be holding its first AGM at the Oxfam offices in recognition of this important partnership.

If you are attending the AGM, please bring your Proxy Form with you to facilitate a faster registration. Corporate representatives must provide proper authority as set out in the Notice of Meeting. If you are unable to attend the AGM, I encourage you to complete and return the enclosed Proxy Form no later than 12.00pm (AEDT) on Wednesday, 1 November 2017 in one of the ways specified in the Notice of Meeting and Proxy Form.

I also encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider directing your proxy how to vote in each resolution by marking either the "for" box, the "against" box or the "abstain" box on the Proxy Form.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of Oliver's unanimously recommend that shareholders vote in favour of all resolutions.

Following the conclusion of the AGM, you are welcome to join the Board and Management for light refreshments.

Thank you for your continued support of Oliver's and I look forward to your attendance and the opportunity to meet with you.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Mark Richardson".

**Mark Richardson**  
**Chairman**

**FRESH. NATURAL. ORGANIC.**

**OLIVER'S REAL FOOD LIMITED**  
**ABN 33 166 495 441**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of Oliver's Real Food Limited (**Oliver's** or **Company**) will be held:

Date: Friday, 3 November 2017

Time: 12.00pm (AEDT)

Venue: Offices of Oxfam Australia, 132-138 Leicester Street, Carlton Victoria 3053

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

**A. CONSIDERATION OF REPORTS**

To receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2017.

All shareholders can view the Annual Report which contains the Financial Report for the year 30 June 2017 on the Company's website at <http://www.investor.oliversrealfood.com.au/>.

**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 AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

## **C. ITEMS FOR APPROVAL**

### **Resolution 1. Re-election of Director – Katherine Hatzis**

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

*“That Katherine Hatzis, who retires in accordance with clause 69.2 of the Company’s Constitution and being eligible for election, is re-elected as a Director of the Company.”*

### **Resolution 2. Remuneration Report**

To consider and if thought fit, 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 2017, as set out in the Directors’ Report, is adopted.”*

The Remuneration Report is contained in the 2017 Annual Report (available at <http://www.investor.oliversrealfood.com.au/>). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

#### Voting Exclusion Statement

A vote on Resolution 2 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2017 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- b. the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
  - i. does not specify the way the proxy is to vote on the resolution; and
  - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the *Corporations Act 2001* (Cth).

### **Resolution 3. Appointment of RSM Australia Partners as Auditor**

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

*“That, in accordance with section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, RSM Australia Partners having been nominated by a shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of Oliver’s Real Food Limited.”*

BY ORDER OF THE BOARD



**Emma Lawler**  
**Company Secretary**  
29 September 2017

## **ENTITLEMENT TO ATTEND AND VOTE**

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7.00pm (AEDT time) on Wednesday, 1 November 2017, being two days before date of Meeting, will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

### *Appointment of Proxy*

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act 2001 (Cth) (the **Act**) to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 12.00pm (AEDT) on Wednesday, 1 November 2017 (48 hours before AGM). Proxies must be received before that time by one of the following methods:

- By post: Oliver's Real Food Limited  
C/- Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia
- By facsimile: (02) 9290 9655 (within Australia)  
+61 9290 9655 (from outside Australia)
- By delivery in person: Boardroom Pty Limited  
Grosvenor Place  
Level 12, 225 George Street  
Sydney NSW 2000  
Australia
- Online: [www.votingonline.com.au/oliagm2017](http://www.votingonline.com.au/oliagm2017)

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

### *Power of Attorney*

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 12.00pm (AEDT) on Wednesday, 1 November 2017, being 48 hours before the AGM.

### *Corporate Representatives*

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to

the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at [www.boardroomlimited.com.au/investor-forms/](http://www.boardroomlimited.com.au/investor-forms/).

**IMPORTANT:** If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on resolution 2, then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

### **SHAREHOLDER QUESTIONS**

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto [www.votingonline.com.au/oliagm2017](http://www.votingonline.com.au/oliagm2017) to submit your question which can be completed following the submission of your online vote.

To allow time to collate questions and prepare answers, please submit any questions by Wednesday 25 October 2017, 5:00pm (AEDT). Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

### **ENCLOSURES**

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Oliver's share registry's website at [www.votingonline.com.au/oliagm2017](http://www.votingonline.com.au/oliagm2017) to ensure the timely and cost effective receipt of your proxy; and
- a reply paid envelope for you to return the proxy form.

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held on Friday, 3 November 2017.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1 and 3 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Resolution 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

### **Resolution 1. Re-Election of Director – Katherine Hatzis**

Katherine Hatzis was appointed as an independent Non-executive Director of the Company on 29 October 2013. In accordance with clause 69.2 of the Constitution, Katherine Hatzis retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company.

Since its listing on the ASX, Ms Hatzis has served and currently serves as a member of Oliver's Audit and Risk, and Nomination and Remuneration Committees.

Katherine Hatzis is a founder of Oliver's and having been a board member since the Company's inception in 2003 is committed to the acceleration of the Oliver's nutritional movement and its positive social impact. Ms Hatzis has 25 years' experience in strategic planning, mergers and joint venture operations, brand, customer marketing, retail store merchandising and digital media obtained from holding senior positions at various companies including Optus, St. George, Westpac, ANZ, and Citibank.

Until recently, Ms Hatzis was Deputy Chair of the Australian Marketing Institute which is the marketing peak professional body in Australia.

Ms Hatzis holds a Bachelor of Commerce in Economics and Marketing, is a CPM and a Graduate of the Australian Institute of Company Directors.

*The Directors, with Katherine Hatzis abstaining, unanimously recommend Shareholders vote in favour of Resolution 1.*

### **Resolution 2. Remuneration Report**

Section 250R(2) of the Corporations Act 2001 (Cth) (the **Act**) requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

Broadly, the Remuneration Report details the remuneration policy for the Company and:

- explains the structure of and rationale behind the Company's remuneration practices and the link between the remuneration of executives and the Company's performance;
- sets out remuneration details for each Director and for each executive with authority and responsibility for directing the affairs of the Company; and
- discusses the relationship between the policy and Company performance.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Oliver's website at <http://www.investor.oliversrealfood.com.au/>.

Following consideration of the Remuneration Report, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A

resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors of the Company. However the Board will take the outcome of the vote into account in setting remuneration policy for future years.

*The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.*

### **Resolution 3. Appointment of RSM Australia Partners as Auditor**

RSM Australia Partners has held the office of auditor since 5 October 2016. Under section 327A(2) of the Act, RSM Australia Partners holds office until the Company's first AGM. Thereafter, section 327B(1)(a) of the Act requires Oliver's Real Food Limited to appoint an auditor at its first AGM. RSM Australia Partners has given, and has not withdrawn, its consent to act as external auditor of Oliver's Real Food Limited.

In accordance with section 328B(1) of the Act, notice in writing nominating RSM Australia Partners as auditor has been given to the Company by a shareholder. A copy of this notice is contained in Attachment A to this Notice of Meeting.

*The Directors unanimously recommend Shareholders vote in favour of Resolution 3.*

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**Attachment A**  
**Notice of Nomination of Auditor Oliver's Real Food Limited**

21 September

Mark Richardson, Chairman  
Oliver's Real Food Limited  
10 Amsterdam Circuit  
Wyong NSW 2259

Dear Mr Richardson,

**NOMINATION OF RSM AUSTRALIA PARTNERS AS AUDITOR OF OLIVER'S REAL FOOD LIMITED  
(ABN 33 166 495 441)**

I, Bernard Geoffrey Wotton, being a shareholder of Oliver's Real Food Limited, nominate RSM Australia Partners for the appointment as auditor of Oliver's Real Food Limited at its 2017 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Memorandum for the 2017 Annual General Meeting of Oliver's Real Food Limited as required by section 328B(3) of the Corporations Act 2001 (Cth).

Yours faithfully,



Bernard Geoffrey Wotton



#### 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 12:00pm (AEDT) on Wednesday, 1 November 2017.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** [www.votingonline.com.au/oliagm2017](http://www.votingonline.com.au/oliagm2017)
- 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:

- (a) 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.
- (b) 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 **12:00pm (AEDT) on Wednesday, 1 November 2017.** 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** [www.votingonline.com.au/oliagm2017](http://www.votingonline.com.au/oliagm2017)
- 📠 **By Fax** +61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 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** 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 **Oliver's Real Food Limited** to be held at the **Offices of Oxfam Australia, 132-138 Leicester Street, Carlton VIC 3053 on Friday, 3 November 2017 at 12:00pm (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 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 2 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 2). 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*
<b>Resolution 1</b> Re-election of Director – Katherine Hatzis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> Appointment of RSM Australia Partners as Auditor	<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 / /2017