

24 September 2021
ASX Announcement

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Oliver's Real Food Limited (ASX: OLI) ("Company")

FUNDING ARRANGEMENT

The Company is pleased to announce that an in-principle agreement has been reached between PURE Asset Management and OLI's two leading shareholders, Michael & Suzanne Gregg and Gelba Pty Ltd (an entity of which OLI Director, Mr Martin Green, is a Director and minority shareholder) for the PURE A\$5.0M loan facility to be assigned to these two major shareholders. It is expected that the assignment will occur on or around 30 September 2021.

Following the assignment, the terms of the loan will be modified as follows: -

Amount:	A\$5.0M
Term:	24 months from the assignment date
Interest Rate:	6% (linked to the 90 days BBSY) and reviewed quarterly
Interest Paid:	Quarterly in arrears
Covenant:	None
Repayment:	In full 24 months from the assignment date Early repayment will not incur fees
Security:	As per PURE loan agreement, namely first ranking security over assets of the Company and its subsidiaries

In addition, the same two leading shareholders will provide an additional loan facility

Facility:	Revolving line of Credit
Amount:	A\$1.5M (note \$500K already advanced in August 2021 and currently at 4% interest)
Term:	24 months
Interest Rate:	6% (linked to the 90 days BBSY) and reviewed quarterly
Interest Paid	Calculated daily and paid monthly
Purpose:	To support the Company's working capital requirements due to COVID19 lockdown restrictions
Covenant:	None

Drawdown: As funds are needed
Repayment: Repayment in full after 24 months
Security: Unsecured initially; however, should security be requested, then the Company would require shareholder approval under Listing rule 10.1 to grant security.

Other Conditions

- OLI must seek approval from the lenders to raise any additional debt.
- The Board has indicated that an equity raise is under consideration for the first quarter of 2022. The lenders reserve their rights to seek immediate repayment of the revolving line of credit facility upon completing the equity raise.
- 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 above facilities.
- As currently the largest shareholder and significant debt funder, the Gregg family is expected to nominate a representative to the OLI Board.

The Company thanks PURE Asset Management for their support and accommodation over the past twelve months and acknowledges that they have agreed to waive the \$200K early repayment fee.

The Board welcomes this additional support from our leading shareholders. It reinforces their strong commitment to OLI and belief that the Company can rebound under the new operating model once current lockdown restrictions lift.

This revised debt arrangement, with an interest rate of 6%, substantially improves the previous PURE debt facility interest rate and significantly reduces future interest costs. In addition, the reduced interest rate will lower the Company's cost of capital, which is expected to impact the store 'right of use' valuations favourably. Oliver's funding arrangements are now substantially improved.

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The Board of Directors has authorised this ASX release.

For further information, please contact:

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About Oliver's Real Food Limited (ASX: OLI)

Oliver's Real Food Limited (**Oliver's**) listed on the ASX on 21 June 2017. Over its 15-year operating history, Oliver's has established a significant market position providing a health fast food alternative for travellers on Australia's major arterial highways. Oliver's Real Food is the world's first "certified organic fast-food chain" and provides its customers with premium quality, "real" food that is fresh, natural, & free from additive and preservatives. Oliver's is a conscious business that understands, and is committed to, the interdependency of "all stakeholders" including our customers, investors, team members, suppliers, the environment, and the communities in which we operate.

www.oliversrealfood.com.au.