



NUTRITIONAL HOLDINGS LIMITED

(Registration number: 2004/002282/06)
(Incorporated in the Republic of South Africa)
(Share Code: NUT ISIN Code: ZAE000156485)
("Nutritional Holdings" or "the Company")

FURTHER ANNOUNCEMENT ON THE DISPOSAL OF NUTRITIONAL FOODS (PTY) LIMITED ("NUTRITIONAL FOODS") AND WITHDRAWAL OF THE CAUTIONARY ANNOUNCEMENT IN RESPECT THEREOF

Shareholders are referred to the announcement published on SENS on 19 May 2021 regarding the proposed sale of the shares in and claims against Nutritional Foods to Mr M Suping, the current CEO of Nutritional Foods, for an amount of R15.2 million ("**the Disposal**"). The formal agreement has now been signed between Nutritional Holdings ("**the Seller**") and Mmabakgosi Properties Proprietary Limited, a company associated with Mr MM Suping ("**the Purchaser**") and Nutritional Foods.

The effective date is 30 June 2021. The non-refundable deposit of R250 000 has been received and the balance of R14 950 000 is payable within 120 days from the effective date, being the end of October 2021.

The Seller will be liable for any taxes arising on the sale of shares.

Normal warranties associated with a sale of shares and claims have been provided.

Remaining Conditions Precedent

The following conditions precedent remain as at date of this announcement:

- Written confirmation of no legal claims, or full and final settlement thereof, on the effective date;
- The Purchaser confirming a satisfactory due diligence in writing;
- Payment of the balance of the purchase consideration;
- Board approval by the Seller;
- Any other regulatory and shareholder approval, if required; and
- Any other written confirmation required in terms of the change in shareholding of Nutritional Foods.

The effective date financial statements, certified by an auditor, must also be provided by the Seller.

Financial Information

The value of the net assets of Nutritional Foods as at 28 February 2021 was a negative liability position of R4 762 801 and the loss attributable to Nutritional Foods for the year ended 28 February 2021 was R383 145.

The financial information was extracted from the unaudited draft trial balance of Nutritional Foods as at 28 February 2021.

Application of Disposal Consideration

The proceeds of the Disposal will be applied by the Company to the working capital requirements to fund the growth of Ukusekela Holdings (Pty) Ltd, the cannabis arm of Nutritional Holdings.

Withdrawal of Cautionary

Shareholders are referred to the cautionary announcement relating to the Disposal published on SENS on 19 May 2021 and are advised that as the balance of terms and the financial information relating to the Disposal has now been announced, the cautionary announcement relating to the Disposal is withdrawn.

By order of the Board**Durban**

18 June 2021

Designated Advisor

AcaciaCap Advisors Proprietary Limited

