



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")

**UPDATE ON NUTRITIONAL FOODS AND INDIVA PHARMA,
GENERAL UPDATE AND RENEWAL OF CAUTIONARY**

Shareholders are referred to the announcement published on SENS on 9 February 2022 and are advised as follows:

Update on Nutritional Foods Proprietary Limited ("Nutritional Foods") Disposal

Shareholders are advised that the terms for the disposal of Nutritional Foods, as originally announced during 2021 were not met as the funding was not secured by the buyer. It has been decided that the Company will no longer be proceeding with the disposal of Nutritional Foods.

Steps have been taken to regain control over Nutritional Foods and the executive directors of Nutritional Holdings are being appointed to the Board of Nutritional Foods and will be engaging with the Chief Executive Officer of Nutritional Foods ("NF CEO").

The intention is to rebuild Nutritional Foods and recommission some of the existing plant and equipment. More detail will be provided in due course.

As a result of both the failure of the buyer to secure the required funding, as well as the decision to continue to hold and grow the Nutritional Foods business, Nutritional Foods will need to be consolidated into the group results for the year ended 28 February 2021.

Unwind of Indiva Pharma acquisition

Following a review of the Indiva Pharma acquisition, the parties have agreed to unwind the acquisition and place the parties in the position before entering the transaction. The shares issued are under the control of the Board and will be cancelled in due course.

General update

The JSE Limited ("the JSE") suspended trade in the Company's securities on 26 May 2021 as a result of various concerns and potential breaches of the Listings Requirements and the listing of the Company is under threat of termination. The Company is in the process of responding to the JSE and dealing with the concerns and regulatory matters on a systematic basis, which includes the appointment of a Designated Advisors, a Company Secretary and a financial director. Progress has been made with the appointment of a financial director, and a Designated Advisor and Company Secretary, as separately announced.

The JSE's concerns also included regular and transparent communication with the market. The Board is committed to updating the market on a timely and transparent basis.

The lifting of the suspension can only occur subject to, inter alia, the following:

- audited results for the year ended 28 February 2021 ("Annual Results") being published on SENS;
- the distribution of the Integrated Annual Report for the year ended 28 February 2022; and
- the publication of the interim results for the six months ended 31 August 2021.

The finalisation of the audited group results is the key focus of the Company at present. Due to the Company having passed its year end for 28 February 2022, it is expected that the audit for the year then ended will be completed on a back-to-back basis, as it is unlikely that the JSE will lift the suspension in trade of its securities unless it has reasonable assurance that the Company will not face suspension again.

Shareholders are also advised that the JSE will conduct a thorough review of the Annual Report, interim results and all other areas of compliance before it will agree to the lifting of the suspension.

The lapsing of the Nutritional Foods disposal detailed above, and the Board's decision to no longer place Nutritional Foods on the market for sale, has prompted the consolidation of Nutritional Foods into the group results, which was previously not required as it was reported as a discontinuing operation. At present, the Board will be engaging with Nutritional Foods around the audit for inclusion in the group results.

Ukusekela has concluded its audit and has submitted its draft 2021 financials to the Board for their review.

The audit firm is being re-engaged due to various problems experienced in 2021 and new timelines still need to be agreed.

We will continue to update shareholders as to the progress of the matters set out above.

The new proposed investors have performed a detailed review of the operations and compliance issues facing the company, working with the executive directors, AcaciaCap Advisors and Light Consulting. The Company is currently in discussions with the JSE regarding the company's ongoing listing.

The board is also in the process of being restructured and a separate announcement will be made in due course.

Renewal of Cautionary Announcement

Shareholders are accordingly advised to continue to exercise caution when dealing with their securities until a further announcement is made.

By order of the Board

Johannesburg

22 March 2022