

NUTRITIONAL HOLDINGS LIMITED
(Incorporated in the Republic of South Africa)
(Registration Number 2004/002282/06)
Share code: NUT ISIN: ZAE000156485
("NUT" OR "THE COMPANY")

ACQUISITION OF KAIROS NUTRITION PROPRIETARY LIMITED
("KAIROS") AND APPOINTMENT OF DIRECTOR

ACQUISITION

Shareholders are hereby advised that the Company has entered into an agreement to acquire the entire shareholding of Kairos on 25 April 2016 ("the Acquisition"). The effective date of the Acquisition will be 1 May 2016.

Kairos has recently been awarded certain contracts for the supply of infant feed to combat malnutrition and will compliment the Company's strategy with regards the supply of essential staple foods.

The purchase consideration is payable via the issue of a maximum of 70 million NUT shares at an issue price of 2 cents per share ("Purchase Consideration"). The Purchase Consideration is to be settled in two equal tranches, the first being upon fulfilment of the suspensive conditions being fulfilled within 21 days of signature of the Acquisition agreement, and the second on attainment of the profit warranty stipulated in the Acquisition agreement.

Kairos will continue to be headed up by Mrs Michelle Bristow. Michelle holds a BSc.Dietetics (Hons) from Stellenbosch University. Michelle is a registered dietician and has worked for various pharmaceutical companies both in South Africa and the United Kingdom over the past 15 years. Her extensive knowledge will assist the Group in attaining it's desired goal of

becoming a primary provider of nutritional staple foods products throughout Southern Africa.

The Acquisition falls below the threshold of a category 2 transaction in terms of the Listings Requirements of the JSE Limited.

APPOINTMENT OF DIRECTOR

In compliance with section 3.59 of the Listings Requirements of the Johannesburg Stock Exchange ("JSE"), shareholders are further advised of the appointment of Mr Ian Murgatroyd as Commercial Director of NUT with effect from 25 April 2016.

Ian was previously a director of Kairos Nutrition and has over 12 years experience in both the pharmaceutical and FMCG markets having worked for various national pharmaceutical and FMCG food brand companies.

25 April 2016
Umhlanga

Designated Advisor: PSG Capital Proprietary Limited