

THIS MANDATORY OFFER CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The rules of interpretation and the definitions commencing on page 9 of this Mandatory Offer Circular, apply *mutatis mutandis* throughout this document including this cover page.

If you are a NUT Shareholder and are in any doubt as to what action you should take, you should consult your CSDP, Broker, banker, accountant, legal advisor or other appropriate professional advisor immediately.

ACTION REQUIRED:

NUT Shareholders are referred to page 4 of this Mandatory Offer Circular, which sets out the action required of them.

If you are a NUT Shareholder and have disposed of all of your NUT Shares, please forward this Mandatory Offer Circular, together with the form of acceptance, surrender and transfer (*blue*) to the purchaser to whom, or the CSDP or Broker or agent through whom, the disposal was affected.

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

Baphalane Ba Mantserre Investment Holdings Proprietary Limited
(Registration number 2013/068211/07)
("BMIH" or "Offeror")



JOINT MANDATORY OFFER CIRCULAR ISSUED TO NUT SHAREHOLDERS

Relating to a Mandatory Offer by BMIH to all NUT Shareholders to acquire all or any of their NUT Shares for the Offer Consideration of 0.1 (zero point one) cents for each NUT Share disposed of in terms of the Mandatory Offer and enclosing:

- a form of acceptance surrender and transfer (*blue*) (for use by NUT Shareholders who wish to accept the Mandatory Offer).

Offer opens at	09:00 on Wednesday, 24 October 2018
Offer closes at	12:00 on Friday, 7 December 2018

Date of issue: Tuesday, 23 October 2018

This Mandatory Offer Circular is only available in English and copies thereof may be obtained from NUT, the Transfer Secretaries and PSG Capital, whose addresses are set out in the “Corporate information” section of this Mandatory Offer Circular, from 09:00 on Tuesday, 23 October 2018 to 12:00 on Friday, 7 December 2018.

The Mandatory Offer is not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of the national securities exchange of, the United States, Australia, Canada or Japan and the Mandatory Offer cannot be accepted by any such use, means, instrumentality or facility or from the United States, Australia, Canada or Japan. Accordingly, neither copies of this Mandatory Offer Circular nor any related documentation are being or may be mailed or otherwise distributed or sent in or into or from the United States, Australia, Canada or Japan.

**Transaction advisor and Designated
Advisor to NUT**



Independent Expert to NUT



CORPORATE INFORMATION AND ADVISORS

Directors

TV Mokgatla * (Chairman)
RS Etchells (Financial Director)
AR Pinfold *# (Lead independent Director)
Dr PJ Mokgothu *#
Ms PM Chabeli *#

* non-executive
independent

Company Secretary and Registered Address

JA Etchells CA(SA)
Unit 20
The Boulevard Business Park
14 Belladonna Road
Cornubia
4319
(PO Box 5026, Frosterley Park, La Lucia Ridge
Office Estate, 4019)

Date and place of incorporation of NUT:

29 January 2004 – South Africa

Transfer Secretaries

4 Africa Exchange Registry Proprietary Limited
(Registration number 2007/033697/06)
1st Floor, Cedar Wood House
Ballywoods Office Park
33 Ballyclare Drive
Bryanston
2121
(Postnet Suite 532, Private Bag X51, Bryanston,
2021)
(PO Box 4844, Johannesburg, 2000)

Independent Expert to NUT

Mazars Corporate Finance (Pty) Ltd
Mazars House, 54 Glenhove Road
Melrose Estate
2196 Johannesburg
South Africa

Transaction Advisor and Designated Advisor to NUT

PSG Capital Proprietary Limited
(Registration number 2006/015817/07)
1st floor, Ou Kollege Building
35 Kerk Street, Stellenbosch, 7600
(PO Box 7403, Stellenbosch, 7599)

and

2nd Floor, Building 3
11 Alice Lane
Sandown
Sandton, 2196
(PO Box 650957, Benmore, 2010)

Offeror

Baphalane Ba Mantserre Investment
Holdings

Proprietary Limited
(Registration number 2013/068211/07),

Baphalane Ba Mantserre Administration
Mantserre Village
North West Province
North West
0370

Date and place of incorporation of Offeror

22 April 2013; South Africa

Company secretary to Offeror

ESHCOL Compliance (Pty) Ltd
210 Lowndes Gate
46 Fricker Road
Illovo
Johannesburg

The bankers to the Offeror

Standard Bank of South Africa

The authorized and issued share capital of the Offeror

Authorised: 1 000 shares
Issued: 100 shares

Auditor of Offeror
Motheo Audit Services Inc
9 Autumn Road
First Floor Devcon Place
Rivonia
Johannesburg 2191

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ACTION REQUIRED BY NUT SHAREHOLDERS

The definitions and interpretations commencing on page 9 of the Mandatory Offer Circular apply, *mutatis mutandis*, to this information on action required by NUT Shareholders.

If a NUT Shareholder is in any doubt as to what action you should take in regard to the Mandatory Offer, you should consult your CSDP, Broker, banker, accountant, legal adviser or other professional adviser immediately.

If you are a NUT Shareholder and have disposed of some or all of your NUT Shares, this Mandatory Offer Circular should be handed to the purchaser of such shares or the CSDP, Broker, banker or other agent through whom such disposal was affected.

1. ACTION REQUIRED BY CERTIFICATED SHAREHOLDERS OF NUT

- 1.1. Certificated Shareholders who wish to accept the Mandatory Offer must complete the form of acceptance, surrender and transfer (*blue*) attached to this Mandatory Offer Circular, in accordance with the instructions therein, and forward it, together with the relevant Documents of Title, by hand or by mail to the Transfer Secretaries:

By hand

By mail

4 Africa Exchange Registry Proprietary
Limited
(Registration number 2007/033697/06)
1st Floor, Cedar Wood House
Ballywoods Office Park
33 Ballyclare Drive
Bryanston
2121

c/o Africa Exchange Registry Proprietary
Limited
Postnet Suite 532
Private Bag X51
Bryanston
2021

so as to be received by not later than 12:00 on the Closing Date.

- 1.2. Acceptances of the Mandatory Offer and Documents of Title that are sent through the post are sent at the risk of the NUT Shareholder concerned. Accordingly, NUT Shareholders should make a note of the postal delivery times so as to ensure that acceptances of the Mandatory Offer are received timeously. It is therefore recommended that such acceptances be sent by registered mail or delivered by hand to the Transfer Secretaries.
- 1.3. The discharge of the Mandatory Offer Consideration will be made on the respective dates set forth in the "salient dates and times" section of this Mandatory Offer Circular.
- 1.4. If any person who is not a registered holder of NUT shares surrenders a Document of Title in respect of NUT Shares, together with a transfer form for the registration of such NUT Shares purporting to have been properly completed by the registered holder thereof, such first mentioned person shall be entitled to receive payment of the Mandatory Offer Consideration pursuant to acceptance of the Mandatory Offer, provided that:

- 1.4.1. such person proves to the satisfaction of BMIH and NUT that the relevant securities transfer tax payable has in fact been paid in respect of the proposed registration of transfer of such NUT Shares; and
- 1.4.2. the Mandatory Offer Consideration has not already been delivered or posted to the registered holder of such NUT Shares.

BMIH, NUT and the Transfer Secretaries may require, in their sole discretion, to be furnished by such person with an indemnity, in a form and on terms acceptable to them, against any loss or damage, payment or expense which they, or any of their duly authorised representatives, may suffer or incur by reason of or arising from the payment of the Mandatory Offer Consideration to such person.

- 1.5. If a form of acceptance, surrender and transfer (*blue*) is rejected due to non-compliance with the instructions contained therein, then the NUT Shareholder concerned will be deemed not to have accepted the Mandatory Offer. BMIH may nevertheless, in its sole discretion, condone the non-compliance by any NUT Shareholder of any of the terms and conditions of the Mandatory Offer.
- 1.6. NUT Shareholders who Dematerialise their NUT Shares through a CSDP or Broker on or prior to Monday, 3 December 2018 must furnish such CSDP or Broker with their written instructions in respect of the Mandatory Offer in terms of the Custody Agreement entered into between the NUT Shareholder and the appointed CSDP or Broker.

2. ACTION REQUIRED BY DEMATERIALISED SHAREHOLDERS OF NUT

- 2.1. Dematerialised Shareholders of NUT must NOT complete the form of acceptance, surrender and transfer.
- 2.2. Dematerialised Shareholders of NUT who wish to accept the Mandatory Offer, either in whole or in part, should instruct their duly appointed CSDP or Broker, in accordance with the Custody Agreement concluded with their CSDP or Broker.
- 2.3. The instruction to accept the Mandatory Offer must be provided to the CSDP or Broker of the NUT Dematerialised Shareholder by the cut-off time stipulated for such instruction in order for such CSDP or Broker to take the necessary action to accept the Mandatory Offer prior to the Closing Date. NUT Shareholders are accordingly advised to confirm with their CSDP or Broker as to what the cut-off time will be. This must be done in accordance with the Custody Agreement between the NUT Shareholder concerned and his CSDP or Broker.
- 2.4. Neither BMIH nor NUT nor any of their authorised agents will accept any responsibility nor be held liable for any acts or omissions on the part of any CSDP or Broker of a Dematerialised NUT Shareholder who fails to communicate any NUT Shareholder's acceptance of the Mandatory Offer timeously or at all, for whatsoever reason.
- 2.5. The discharge of the Mandatory Offer Consideration will be made on the respective dates set forth in the "salient dates and times" section of this Mandatory Offer Circular.

3. GENERAL

- 3.1. Mandatory Offer Participants should note that they may NOT trade any NUT Shares surrendered to BMIH in terms of the Mandatory Offer, from the date of acceptance thereof.
- 3.2. NUT Shares may not be Dematerialised or rematerialised by Mandatory Offer Participants between Wednesday, 5 December 2018 and Friday, 7 December 2018, both days inclusive.
- 3.3. NUT Shareholders who do not wish to accept the Mandatory Offer need not take any action.
- 3.4. NUT Shareholders who wish to accept the Mandatory Offer will be settled in cash after rounding the number of Mandatory Offer Shares surrendered to the nearest cent. Fractions of cents of 0.5 or greater will be rounded up and less than 0.5 will be rounded down to the nearest cent.
- 3.5. The Mandatory Offer does not constitute an offer to purchase or the solicitation of an offer to sell any NUT Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the laws of such jurisdiction.
- 3.6. Without limitation of the generality of the above, the Mandatory Offer is not being made, directly or indirectly, in or into or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States, Australia, Canada or Japan and the Mandatory Offer cannot be accepted by any such use, means, instrumentality or facility or from within the United States, Australia, Canada or Japan.
- 3.7. **If you are a non-resident Offeree and you are in doubt about your position, you should consult your professional adviser in the relevant jurisdiction.**

SALIENT DATES AND TIMES

The definitions and interpretations commencing on page 9 of the Mandatory Offer Circular apply to these salient dates and times.

Record date in order to be eligible to receive this Circular on	2018 Friday, 12 October
Circular posted to Nutritional Shareholders and announced on SENS on	Tuesday, 23 October
Mandatory Offer opens at 09:00 on	Wednesday, 24 October
Last day to trade in order to be eligible to participate in the Mandatory Offer on	Tuesday, 4 December
NUT Shares trade “ex” the right to participate in the Mandatory Offer	Wednesday, 5 December
Mandatory Offer closes at 12:00 on (Closing Date) on	Friday, 7 December
Mandatory Offer Record date, being the final date upon which NUT Shareholders must be recorded in the NUT Register in order to be eligible to participate in the Mandatory Offer, on	Friday, 7 December
Mandatory Offer Consideration credited to the Dematerialised Mandatory Offer Participant’s account at his CSDP or Broker (as the case may be) or bank accounts of Certificated Mandatory Offer Participants credited or Mandatory Offer Consideration posted by cheque to Certificated Mandatory Offer Participants at the Certificated Mandatory Offer Participant’s own risk	within six Business Days of valid acceptance of the Mandatory Offer with the last payment date being Monday, 10 December
Results of Mandatory Offer to be published on SENS on	Monday, 10 December

Notes:

1. All dates and times are subject to amendment by BMIH. Any such change will be announced on SENS.
2. Certificated NUT Shareholders who wish to participate in the Mandatory Offer are required to complete and return the form of acceptance, surrender and transfer (*blue*) in accordance with the instructions contained therein to be received by the Transfer Secretaries by not later than 12:00 on the Closing Date.

3. Dematerialised NUT Shareholders must notify their CSDP or Broker of their acceptance of the Mandatory Offer in the manner and time stipulated in the Custody Agreements governing the relationships between such Dematerialised NUT Shareholders and the CSDP or Broker.
4. All times indicated above are South African times.
5. The deemed effective date of disposal of NUT Shares by Mandatory Offer Participants will be the date that the Mandatory Offer Consideration is credited to the Mandatory Offer Participant's account or the date that the cheque in payment of the Mandatory Offer Consideration is posted to the Certificated Mandatory Offer Participants, as the case may be.
6. Even though the salient dates and times are subject to change, this should not be regarded as a consent or dispensation for any time periods which may be required in terms of the Companies Act Regulations, where applicable, and any such consents or dispensations must be specifically applied for, and granted by the TRP.
7. Share certificates may not be dematerialised or rematerialised between Wednesday, 5 December 2018 and Friday, 7 December 2018, both dates inclusive.

DEFINITIONS AND INTERPRETATIONS

In this Mandatory Offer Circular, unless the context indicates a contrary intention, the words in the first column have the meanings assigned to them in the second column, the singular includes the plural and *vice versa*, an expression which denotes one gender includes the other genders; a natural person includes a juristic person and *vice versa* and cognate expressions bear corresponding meanings.

“BMIH” or “the Offeror”	Baphalane Ba Mantserre Investment Holdings Proprietary Limited (Registration number 2013/068211/07), a private company duly incorporated in accordance with the laws of South Africa;
“Board” or “the NUT Board”	the board of Directors of NUT;
“Broker”	a “stockbroker” as defined in the Financial Markets Act, or its nominee;
“Business Day”	any day other than a Saturday, Sunday or official public holiday in South Africa;
“Cents”	South African cents in the official currency of South Africa;
“Certificated Mandatory Offer Participants”	Mandatory Offer Participants who hold their NUT Shares as Certificated Shares;
“Certificated Share”	a share that have not been Dematerialised in terms of Strate, title to which is represented by Documents of Title;
“Certificated Shareholder”	holders of Certificated Shares;
“Closing Date”	12:00 on Friday, 7 December 2018, being the Closing Date of the Mandatory Offer;
“Common Monetary Area”	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;
“Company” or “NUT”	Nutritional Holdings Limited (registration number 2004/002282/06), a public company incorporated in accordance with the laws of South Africa and listed on the Alternative exchange of the JSE;
“Companies Act” or “Act”	the Companies Act, No 71 of 2008, as amended, and any re-enactment thereof;
“CSDP”	a Central Securities Depository Participant, accepted as a participant in terms of the Financial Markets Act with which a Shareholder holds a Dematerialised share account;
“Custody Agreement”	the agreement which regulates the relationship between the CSDP or Broker and each beneficial holder of Dematerialised Shares;
“Dematerialised Offer Participants”	Mandatory Offer Participants who hold their NUT Shares as Dematerialised Shares;
“Dematerialise”	the process whereby Certificated Shares are converted into an electronic format as Dematerialised Shares, and recorded in the Company’s uncertificated securities register administered by a CSDP;

“Dematerialised Shares”	Shares which have been Dematerialised in terms of the requirements of Strate and the ownership of which is no longer evidenced by physical Documents of Title, but by electronic records;
“Dematerialised Shareholder”	a shareholder who holds Dematerialised Shares;
“Directors”	the current directors of NUT, as listed on page 15 of this Mandatory Offer Circular;
“Document of Title”	Share certificates, certified transfer deeds, balance receipts or any other physical documents of title pertaining to the Shares in question, acceptable to the Board;
“Emigrant”	any emigrant from the Common Monetary Area whose address is outside the Common Monetary Area;
“Exchange Control Regulations”	the Exchange Control Regulations, 1961, made in terms of section 9 of the South African Currency and Exchanges Act, No. 9 of 1933, as amended;
“Financial Markets Act”	the Financial Markets Act, No. 19 of 2012, as amended from time to time;
“Foreign Shareholder”	a NUT Shareholder who is non-resident of South Africa as contemplated in the Exchange Control Regulations;
“Group” or “the NUT Group”	the Company and its Subsidiaries;
“Independent Board”	NUT has constituted an independent board, comprising of Dr Pogiso Jan Mokgothu, Ms Petronella Mamokete Chabeli and Mr Anthony Richard Pinfold;
“Independent Expert”	Mazars Corporate Finance (Pty) Ltd, registration number 2003/029561/07, a private company duly registered and incorporated under the laws of South Africa;
“Joint Firm Intention Announcement”	the Joint Firm Intention Announced published on SENS on 12 September 2018, wherein NUT shareholders were advised of the firm intention of BMIH to make the Mandatory Offer to NUT Shareholders;
“JSE”	Johannesburg Stock Exchange being the exchange operated by the JSE Limited (Registration number 2005/022939/06), licensed as an exchange under the Financial Markets Act and a public company registered and incorporated in accordance the laws of South Africa;
“JSE Listings Requirements”	the Listings Requirements of the JSE, as amended from time to time by the JSE;
“Last Practicable Date”	the last practicable date prior to the finalisation of this Mandatory Offer Circular, being Friday, 12 October 2018;
“Mandatory Offer”	this Mandatory Offer in terms of section 123 of the Companies Act that BMIH is making to all the Shareholders of NUT;
“the Mandatory Offer Circular”	this joint Mandatory Offer Circular, setting out the details of the Mandatory Offer and providing the required disclosures in relation to the Mandatory Offer in terms of the Companies Act and the Companies Act Regulations;
“Mandatory Offer Consideration”	the cash Mandatory Offer Consideration of 0.1 (zero point one) cents per NUT Share payable by BMIH to NUT Shareholders who accept the Mandatory Offer, being a

“Mandatory Offer Participants”	maximum amount of R2,4 million; NUT Shareholders who lawfully and validly accept the Mandatory Offer by the Closing Date and who are thus entitled to receive the Mandatory Offer Consideration;
“Mandatory Offer Payment Date”	the date upon which the Mandatory Offer Consideration is credited to the CSDPs or Brokers of the Dematerialised Mandatory Offer Participants or credited to the banking accounts of Certificated Mandatory Offer Participants or posted to Certificated Mandatory Offer Participants who have not elected to receive their payment by electronic funds transfer;
“Mandatory Offer Period”	the period from the Opening Date to the Closing Date;
“Mandatory Offer Shares”	NUT Shares surrendered by Mandatory Offer Participants in terms of the Mandatory Offer;
“NUT Register”	the register of Certificated Shareholders maintained by the Transfer Secretaries and the sub-registers of Dematerialised Shareholders maintained by the relevant CSDPs;
“Opening Date”	09:00 on Wednesday, 24 October 2018, being the Opening Date of the Mandatory Offer;
“Own-Name Dematerialised Shares”	Dematerialised Shares held in a Shareholders’ own-name on the sub-register (the list of shareholders maintained by the CSDP and forming part of the register);
“Own-Name Dematerialised Shareholders”	Dematerialised Shareholders who hold Own-Name Shares;
“Philisani Proprietary Limited”	Philisani Proprietary Limited, registration number 2013/086134/07, a private company with limited liability duly incorporated under the laws of South Africa, a 7.3% shareholder in NUT;
“PSG Capital” or “Designated Advisor”	PSG Capital Proprietary Limited (Registration number 2006/015817/07), a private company duly registered and incorporated in accordance with the laws of South Africa and Designated Advisor to NUT, appointed pursuant to the JSE Listings Requirements;
“Rand” or “R”	South African Rand, being the official currency of South Africa;
“Record Date”	Friday, 7 December 2018, being the date on which NUT Shareholders must be recorded in the NUT Register to be eligible to participate in the Mandatory Offer;
“the Securities Services Act”	the South African Securities Services Act, No. 36 of 2004;
“SENS”	Securities Exchange News Service of the JSE;
“Shareholder” or “NUT Shareholder”	a holder of NUT Shares whose name is reflected on the NUT Register;
“Shares” or “NUT Shares”	ordinary shares having no par value in the issued share capital of NUT;
“South Africa”	the Republic of South Africa;

“Strate”

Strate Proprietary Limited (registration number 1998/022242/07), a private company duly incorporated in the Republic of South Africa, a central securities depository licensed in terms of the Financial Markets Act and responsible for the electronic clearing and settlement system provided to the JSE; and

“TRP”

the Takeover Regulation Panel, established in terms of section 196 of the Companies Act.

Any substantive provision, conferring rights or imposing obligations on any party and appearing in any of the definitions in this section, shall be given effect to as if it were a substantive provision in the body of this Mandatory Offer Circular.

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

**Baphalane Ba Mantserre Investment
Holdings Proprietary Limited**
(Registration number 2013/068211/07)
("BMIH" or "Offeror")



MANDATORY OFFER TO NUT SHAREHOLDERS

NUT Directors:

TV Mokgatla * (Chairman)
RS Etchells (Financial Director)
AR Pinfold *# (Lead Independent Director)
Dr PJ Mokgothu *#
Ms PM Chabeli *#

* non-executive
independent

BMIH Directors:

Mr TV Mokgatla
Mr DS Ramokoka

1. INTRODUCTION

- 1.1 NUT shareholders are referred to Joint Firm Intention Announcement whereby shareholders were advised that BMIH had concluded a transaction whereby BMIH subscribed to NUT Shares in the NUT rights offer thus increasing its shareholding to 66.91%, on 10 September 2018, and that therefore in terms of section 123 of the Companies Act, 2008, BMIH was required to make the Mandatory Offer to all NUT Shareholders. BMIH
- 1.2 As at the date of the Mandatory Offer Circular, BMIH holds 9 195 482 060 ordinary shares in NUT or 66.91% of the issued share capital of NUT.
- 1.3 The Mandatory Offer is an affected transaction as defined in section 117 of the Companies Act. Therefore, the Mandatory Offer is regulated by the Companies Act, the Companies Act Regulations, 2011 and the TRP.
- 1.4 The purpose of this Mandatory Offer Circular is to:

- 1.4.1 extend the Mandatory Offer to all NUT Shareholders;
- 1.4.2 provide NUT Shareholders with relevant information relating to the Mandatory Offer in order for NUT Shareholders to make an informed decision; and
- 1.4.3 record the terms of the Mandatory Offer in compliance with the Companies Act and the Companies Act Regulations.

2 RATIONALE FOR THE MANDATORY OFFER

- 2.1 The rationale for the Mandatory Offer is for BMIH to provide all NUT shareholders, who no longer wish to remain as shareholders in the Company, with an offer to acquire their NUT shares in order to take up a greater shareholding in NUT going forward.

3 TERMS OF THE MANDATORY OFFER

3.1 The Mandatory Offer

BMIH hereby offers to acquire, all or any of the NUT Shares held by NUT Shareholders, other than BMIH, in exchange for the Mandatory Offer Consideration. NUT Shareholders may elect to accept the Mandatory Offer in whole or in part.

3.2 The Mandatory Offer Consideration

- 3.2.1 The Mandatory Offer Consideration of 0.1 (zero point one) cents per share surrendered in terms of the Mandatory Offer shall be payable in cash.
- 3.2.2 NUT Shareholders who wish to accept the Mandatory Offer will be settled in cash after rounding the number of Mandatory Offer Shares surrendered to the nearest cent. Fractions of cents of 0.5 or greater will be rounded up and less than 0.5 will be rounded down to the nearest cent.
- 3.2.3 BMIH believes the Mandatory Offer Consideration to be fair to NUT shareholders as the Mandatory Offer consideration is the same consideration paid by BMIH when it acquired its interest in NUT.

3.3 The Mandatory Offer Period

The Mandatory Offer will be open for acceptance from 09:00 on Wednesday, 24 October 2018 and shall close at 12:00 on Friday, 7 December 2018. The Mandatory Offer will be open for acceptance by those NUT Shareholders that are recorded in the NUT Register as such at any time from the Opening Date up to and including the Closing Date.

3.4 Cash Confirmation

The TRP has been given appropriate written confirmations from Fasken attorneys, situated at Inanda Greens, 54 Wierda Road West, Sandton, 2196 as contemplated in Regulation 111(4) and S111(5) of the Companies Act Regulations, that BMIH has sufficient cash resources and/or facilities available to meet its cash commitments to NUT Shareholders in relation to the Mandatory Offer, after taking into consideration the irrevocable undertakings not to accept the Mandatory Offer detailed in paragraph 5.

3.5 Amendment or Variation of the Mandatory Offer

No amendment or variation of the Mandatory Offer shall be valid unless it is agreed to by BMIH in writing and approved by the TRP, provided that BMIH shall not agree to any amendment or variation that has the effect of reducing the Mandatory Offer Consideration.

3.6 No Set-Off of Mandatory Offer Consideration

Settlement of the Mandatory Offer Consideration pursuant to the Mandatory Offer will be implemented in full in accordance with the terms of the Mandatory Offer without regard to any lien, right of set-off, counterclaim, deduction, withholding or other analogous right to which the BMIH may otherwise be, or claim to be, entitled against any NUT Shareholder.

3.7 Governing Law

The Mandatory Offer will be governed by and construed in accordance with the laws of South Africa and shall be subject to the exclusive jurisdiction of the South African courts.

4 UNCONDITIONAL MANDATORY OFFER

The Mandatory Offer is not subject to any conditions precedent.

5 ARRANGEMENTS, AGREEMENTS AND UNDERTAKINGS

- 5.1 The major shareholders of NUT comprising of 2 135 089 588 Shares or 15.54% of the issued share capital of NUT have signed an irrevocable undertaking not to accept the Mandatory Offer:

Major Shareholder	Shares held	% Direct Shareholding
RS Etchells	61 000 000	0.45
Miss C Smit	125 784 415	0.92
Imuniti Holdings Employee Share Incentive Trust ⁴	90 000 000	0.66
Etchells Family Trust ⁵	47 428 088	0.35

JA Etchells	49 793 491	0.36
Pop-Up Trading 39 Pty Limited ²	111 845 015	0.82
AR Pinfold	339 238 579	2.48
Kenosi Holdings Pty Limited ³	310 000 000	2.27
Philisani Pty Limited ¹	1 000 000 000	7.32

Notes:

1. the shareholders being TV Mokgatla 51%, D van Rensburg 32% and Zustonelli Limited 17%;
2. controlled by AR Pinfold;
3. controlled by Dr Khotso Mokhele;
4. No shares issued;
5. controlled by RS Etchells;
6. None of the abovementioned NUT shareholders hold any shares in BMIH.
7. None of the above shareholders have traded in shares in NUT in the 6 month period preceding the Last Practicable Date.

5.2 Save for set out above there are no arrangements, agreements or undertakings between BMIH, NUT, any director of NUT, any person who was a director of NUT in the previous 12 months, any shareholder of NUT or any shareholder of NUT in the previous 12 months, that is material to the Mandatory Offer.

6 PROCEDURE FOR ACCEPTANCE OF THE MANDATORY OFFER

6.1 Dematerialised NUT Shareholders

6.1.1 Dematerialised NUT Shareholders must NOT complete the form of acceptance, surrender and transfer (*blue*).

6.1.2 Dematerialised NUT Shareholders who wish to accept the Mandatory Offer, either in whole or in part, should instruct their duly appointed CSDP or Broker, in accordance with the Custody Agreement concluded with their CSDP or Broker.

6.1.3 The instruction to accept the Mandatory Offer must be provided to the CSDP or Broker by the cut-off time stipulated for such instruction in order for the CSDP or Broker to take the necessary action to accept the Mandatory Offer prior to the Closing Date. NUT Shareholders are accordingly advised to confirm with their CSDP or Broker as to what the cut-off time will be. This must be done in accordance with the Custody Agreement between the NUT Shareholder concerned and the CSDP or Broker.

6.1.4 Neither NUT, BMIH nor PSG Capital nor any of their authorised agents will accept any responsibility nor be held liable for any acts or omissions on the part of any CSDP or Broker of a Dematerialised NUT Shareholder who fails to communicate any acceptance by a NUT Shareholder of the Mandatory Offer timeously or at all, for whatsoever reason.

6.2 **Certificated NUT Shareholders**

6.2.1 Certificated NUT Shareholders must complete the form of acceptance, surrender and transfer (*blue*).

6.2.2 Certificated NUT Shareholders who wish to accept the Mandatory Offer must complete the form of acceptance, surrender and transfer (*blue*) attached to the Mandatory Offer Circular of which this Mandatory Offer Circular forms part, in accordance with the instructions therein and forward it, together with the relevant Documents of Title, by hand or by post to the Transfer Secretaries:

By hand

4 Africa Exchange Registry Proprietary
Limited
(Registration number 2007/033697/06)
1st Floor, Cedar Wood House
Ballywoods Office Park
33 Ballyclare Drive
Bryanston
2121

By mail

c/o Africa Exchange Registry Proprietary
Limited
Postnet Suite 532
Private Bag X51
Bryanston
2021

so as to be received by the Transfer Secretaries by not later than 12:00 on the Closing Date.

6.2.3 Acceptances of the Mandatory Offer that are sent through the post are sent at the risk of the NUT Shareholder concerned. Accordingly, NUT Shareholders should take note of postal delivery times so as to ensure that acceptances of the Mandatory Offer are received timeously. It is therefore recommended that such acceptances be sent by registered mail or delivered by hand to the Transfer Secretaries.

6.2.4 If a form of acceptance, surrender and transfer (*blue*) is rejected due to non-compliance with the instructions contained therein, then the NUT Shareholder concerned will be deemed not to have accepted the Mandatory Offer. BMIH may nevertheless, in its sole discretion, condone the non-compliance by any NUT Shareholder of any of the terms and conditions of the Mandatory Offer.

6.2.5 NUT Shareholders who Dematerialise their NUT Shares through a CSDP or Broker prior to the Closing Date must furnish such CSDP or Broker with their written instructions in respect of the Mandatory Offer in terms of the Custody Agreement entered into between the NUT Shareholder and the appointed CSDP or Broker.

6.3 **General**

- 6.3.1 The Mandatory Offer may be accepted by the NUT Shareholders in respect of all or part of their NUT Shares. NUT Shareholders who do not wish to accept the Mandatory Offer need take no further action and will be deemed to have declined the Mandatory Offer.
- 6.3.2 BMIH reserves the right, in its discretion, to:
- 6.3.2.1 treat as invalid, forms of acceptance, surrender and transfer (*blue*) not completed correctly; and
- 6.3.2.2 require proof of the authority of the person signing the form of acceptance, surrender and transfer (*blue*) where such proof has not yet been lodged with or recorded by the Transfer Secretaries.
- 6.3.3 Unless otherwise permitted by law and in the sole discretion of BMIH, purported acceptances will not be considered valid if given from within any of the United States, Australia, Canada or Japan.

6.4 **Acceptances Irrevocable**

- 6.4.1 All valid acceptances of the Mandatory Offer received by the Transfer Secretaries or the relevant CSDP or Broker on or prior to Closing Date, shall be irrevocable.
- 6.4.2 Mandatory Offer Participants should note that they may not trade any NUT Shares surrendered to BMIH in terms of the Mandatory Offer, from the date of acceptance thereof.
- 6.4.3 For the sake of clarity, NUT Shares may not be dematerialised or rematerialised by Mandatory Offer Participants between Wednesday, 5 December 2018 and Friday, 7 December 2018, both days inclusive.

6.5 **Transaction Receipts**

No receipts will be issued by the Transfer Secretaries for forms of acceptance, surrender and transfer (*blue*) unless specifically requested to do so by the NUT Shareholder in question. Lodging agents who require special transaction receipts are requested to prepare such receipts and to submit them for stamping by the Transfer Secretaries together with the form of acceptance, surrender and transfer (*blue*).

6.6 **Acceptances of the Mandatory Offer by Nominee Companies and Representatives**

Acceptances of the Mandatory Offer by recognised nominee companies may be submitted in aggregate or in respect of each NUT Shareholder represented by such nominee companies. Any representative accepting the Mandatory Offer warrants that it is duly authorised to do so.

6.7 Offer Not Made Where Illegal

- 6.7.1 The legality of the Mandatory Offer to NUT Shareholders resident in jurisdictions outside of South Africa may be affected by laws of the relevant jurisdiction. Such NUT Shareholders should familiarise themselves with any applicable legal requirements, which they are obligated to observe. It is the responsibility of any such NUT Shareholders wishing to accept the Mandatory Offer to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith.
- 6.7.2 In particular, the Mandatory Offer is not being made, directly or indirectly, in or into any jurisdiction where it is illegal for the Mandatory Offer to be made or accepted ("**the Affected Jurisdictions**") or by the use of mail, or by means or instrumentality of interstate or foreign commerce of, or any facility of a national securities exchange of, any of the Affected Jurisdictions. In such circumstances, this Mandatory Offer Circular is sent for information only.
- 6.7.3 NUT Shareholders wishing to accept the Mandatory Offer should not use the post of any of the Affected Jurisdictions or any such means, instrumentality or facility for any purpose, directly or indirectly, relating to the Mandatory Offer. Envelopes containing forms of acceptance, surrender and transfer (*blue*) or other documents relating to the Mandatory Offer should not be post-marked in any of the Affected Jurisdictions or otherwise dispatched from any of the Affected Jurisdictions and all acceptors must provide addresses outside the Affected Jurisdictions for receipt of the Mandatory Offer Consideration to which they are entitled under the Mandatory Offer.
- 6.7.4 Without limitation to the generality of the above, the Mandatory Offer is not being made, directly or indirectly, in or into or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national securities exchange of, the United States, Australia, Canada or Japan and the Mandatory Offer cannot be accepted by any such use, means, instrumentality or facility or from within the United States, Australia, Canada or Japan.

6.8 Representation and Warranty of Overseas NUT Shareholders

NUT Shareholders who complete the form of acceptance, surrender and transfer (*blue*) are deemed to represent and warrant to BMIH that they have not received or sent copies or originals of this document, the form of acceptance, surrender and transfer (*blue*) or any related documents in, into or from the Affected Jurisdictions and have not otherwise utilised in connection with the Mandatory Offer, the mails, or any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or of any facility of a national securities exchange of, the Affected Jurisdictions, and that the form of acceptance, surrender and transfer (*blue*) has not been mailed or otherwise sent in, into or from the Affected Jurisdictions and such shareholder is accepting the Mandatory Offer from outside the Affected Jurisdictions.

7 SETTLEMENT OF THE MANDATORY OFFER CONSIDERATION

- 7.1 Settlement of the Mandatory Offer Consideration to Certificated Mandatory Offer Participants who have furnished a duly signed form of acceptance, surrender and transfer (*blue*) and the relevant Documents of Title in accordance with the instructions contained therein will, subject to paragraph 7.2, 7.3 and 7.4, take place within six Business Days of valid acceptance of the Mandatory Offer in accordance with its terms. The Mandatory Offer Consideration will be posted by ordinary mail to the Certificated Mandatory Offer Participants at the addresses recorded in the NUT Register by the Transfer Secretaries or credited to the bank account of such Offer Participants, details whereof have been furnished in the attached form of acceptance, surrender and transfer (*blue*), at the risk of such Offer Participants.
- 7.2 Settlement of the Mandatory Offer Consideration to Dematerialised Mandatory Offer Participants will, subject to paragraph 7.3 take place in accordance with the Custody Agreement concluded between such Dematerialised Mandatory Offer Participants and their CSDPs or Brokers. The Mandatory Offer Consideration will be paid within six Business Days of valid acceptance of the Mandatory Offer in accordance with its terms. Payment will be by way of appropriate entries being made in the sub-register of NUT administered or maintained by CSDPs or Brokers such that the NUT Shares will be debited from the accounts of the Dematerialised Offer Participants, and the Mandatory Offer Consideration will be credited to such accounts in terms of the Custody Agreement that exists between such Dematerialised Mandatory Offer Participants and their CSDPs or Brokers.
- 7.3 Any acceptances of the Mandatory Offer received by the Transfer Secretaries after 12:00 on any Friday during the Mandatory Offer Period, other than Friday, 7 December 2018 (being the Closing Date) will, for the purposes of calculating the six Business Day period referred to in paragraphs 7.1 and 7.2 above, be deemed to have been received on the Monday following such Friday.
- 7.4 Payment by BMIH to Mandatory Offer Participants of the Mandatory Offer Consideration shall be the sole and exclusive manner of discharge by BMIH of its obligations in terms of the Mandatory Offer.
- 7.5 The rights of Mandatory Offer Participants to receive the Mandatory Offer Consideration will be rights enforceable by the Mandatory Offer Participants against BMIH.
- 7.6 NUT Shareholders who wish to accept the Mandatory Offer will be settled in cash after rounding the number of Mandatory Offer Shares surrendered to the nearest cent. Fractions of cents of 0.5 or greater will be rounded up and less than 0.5 will be rounded down to the nearest cent.
- 7.7 Acceptance of the Mandatory Offer may have an effect on an individual Offer Participant's tax position. The nature of the tax implications, whether related to income tax or capital gains tax, will vary from one Mandatory Offer Participant to another. The jurisdiction in which the Mandatory Offer Participant resides may also have a bearing on the tax implications. NUT Shareholders are advised to consult their professional advisers about their personal tax positions.

8 EXCHANGE CONTROL REGULATIONS

8.1 The settlement of the Mandatory Offer Consideration will be affected in accordance with the Exchange Control Regulations. Discharge of the Mandatory Offer Consideration will be made within the time period set forth in the “salient dates and times” section of this Mandatory Offer Circular, subject to the Exchange Control Regulations. The following is a summary of the Exchange Control Regulations which apply to Mandatory Offer Participants. If in doubt, Mandatory Offer Participants should consult their professional advisors without delay.

8.2 Residents of the Common Monetary Area

8.2.1 The Mandatory Offer Consideration due to Mandatory Offer Participants who are residents of the Common Monetary Area will be dealt with as follows:

8.2.1.1 in the case of Certificated Mandatory Offer Participants whose registered addresses in the NUT Register are within the Common Monetary Area and whose Documents of Title are not restrictively endorsed in terms of the Exchange Control Regulations, the Mandatory Offer Consideration will be posted to such Offer Participants, in accordance with paragraph 7.1 above; or

8.2.1.2 in the case of Dematerialised Mandatory Offer Participants whose registered addresses in the NUT Register are within the Common Monetary Area and have not been restrictively designated in terms of the Exchange Control Regulations, the Mandatory Offer Consideration will be credited directly to the accounts nominated for the relevant Offer Participant by their duly appointed CSDP or Broker in terms of the provisions of the Custody Agreement with their CSDP or Broker, in accordance with paragraph 7.2 above.

8.3 Emigrants from the Common Monetary Area

8.3.1 The Mandatory Offer Consideration due to Mandatory Offer Participants who are Emigrants from the Common Monetary Area will be dealt with as follows:

8.3.1.1 in the case of Certificated Mandatory Offer Participants, whose Documents of Title have been restrictively endorsed under the Exchange Control Regulations, the Mandatory Offer Consideration will be forwarded to the authorised dealer(s) in foreign exchange in South Africa controlling such Mandatory Offer Participants blocked assets in terms of the Exchange Control Regulations. The attached form of acceptance surrender and transfer (*blue*) makes provision for details of the authorised dealer(s) concerned to be given; or

8.3.1.2 in the case of Dematerialised Offer Participants, the Mandatory Offer Consideration will be credited to the account of the Mandatory Offer Participants' CSDPs or Brokers which shall arrange for same to be credited directly to the Mandatory Offer Participants' blocked asset accounts held by the Mandatory Offer Participants' authorised dealers and held to the order of the Mandatory Offer Participants' dealers in foreign exchange in South Africa.

8.4 **All other non-residents of the Common Monetary Area**

8.4.1 The Mandatory Offer Consideration due to Mandatory Offer Participants who are non-resident Mandatory Offer Participants of the Common Monetary Area, who have never resided in South Africa and whose registered addresses are outside the Common Monetary Area will be dealt with as follows:

8.4.1.1 in the case of Certificated Mandatory Offer Participants, the Mandatory Offer Consideration will be forwarded to the authorised dealer(s) in foreign exchange in South Africa controlling such Mandatory Offer Participants blocked assets in terms of the Exchange Control Regulations. The attached form of acceptance surrender and transfer (*blue*) makes provision for details of the authorised dealer(s) concerned to be given; or

8.4.1.2 in the case of Dematerialised Mandatory Offer Participants, the Mandatory Offer Consideration will be credited to the accounts of the Mandatory Offer Participants' CSDPs or Brokers which shall arrange for same to be credited directly to the Mandatory Offer Participants' blocked Rand account held by the Mandatory Offer Participants' authorised dealers and held to the order of the Mandatory Offer Participants' dealers in foreign exchange in South Africa.

8.5 **Information not provided**

If the information regarding authorised dealers or registered addresses is not provided in terms of paragraph 8.2 and 8.3 above, the Mandatory Offer Consideration will be held in trust by the Transfer Secretaries for the Mandatory Offer Participant concerned, pending receipt of the necessary information or instructions. The form of acceptance surrender and transfer (*blue*) makes provision for the Mandatory Offer Participant concerned to furnish written instructions as to how the Mandatory Offer Consideration should be dealt with. It will then be incumbent on such Mandatory Offer Participant to instruct the Transfer Secretaries as to how such Mandatory Offer Consideration is to be dealt with. No interest will accrue or be paid to any Mandatory Offer Participant in respect of any Mandatory Offer Consideration so held in trust.

9 **INFORMATION RELATING TO NUT**

9.1 **Description of the NUT business**

NUT is a JSE listed manufacturer and distributor of a large range of fortified dry food products and catering ingredients for the industrial catering market which includes schools, hospitals, prisons and the mining sector.

9.2 **Share trading history**

The share trading history of NUT on the JSE up to the Last Practicable Date is set out in Annexure III of this Circular.

9.3 Major Shareholders

Insofar as is known to NUT, no Shareholder, other than as set out below, held, directly or indirectly, an interest of 5% or more of the Shares in issue on the Last Practicable

Shareholder	Direct holding	Indirect holding	Percentage of Shares ¹ %
Philisani (Pty) Ltd	-	1 000 000 000	7.32%
BMIH	-	9 195 482 060	66.91%

Note:

1. Based on 13 743 368 179 Shares in issue as at the Last Practicable Date.

10 INTENTIONS REGARDING THE CONTINUATION OF THE BUSINESS AND THE NUT BOARD

- 10.1 BMIH has no immediate intention to change the composition of the NUT Board. The remuneration of the NUT Board will not be affected by the Mandatory Offer.
- 10.2 Standard service contracts have been concluded with the executive directors of NUT and there are no material particulars of an abnormal nature in respect of NUT Directors' service contracts which require specific disclosure.
- 10.3 Nothing contained in this Mandatory Offer Circular shall preclude the NUT Board and/or the NUT Shareholders from removing any NUT Director in accordance with the memorandum of incorporation of NUT and the provisions of the Companies Act after the implementation of the Mandatory Offer.

11 INTEREST AND DEALINGS IN SHARES

11.1 BMIH's Interest and Dealings in NUT Shares

- 11.1.1 BMIH acquired 9 195 482 060 NUT Shares or 66.91% of the issued share capital of NUT, at a purchase price of R0.001 per NUT Share, on 10 September 2018.
- 11.1.2 Other than the foregoing, there have been no dealings by BMIH in NUT Shares in the 6-month period prior to the Last Practicable Date.

11.2 BMIH Directors' Interest and Dealings in NUT Shares

- 11.2.1 Thabo Mokgatla holds an indirect interest in NUT through Philisani Proprietary Limited of 7.32% and 1 000 000 000 of shares
- 11.2.2 No director of BMIH had any dealings in NUT Shares during the six-month period commencing prior to the Opening Date and ending on the Last Practicable Date.

11.3 BMIH Directors' Interest and Dealings in BMIH Shares

- 11.3.1 As at the Last Practicable Date, no directors of BMIH held any beneficial interest in the issued share capital of BMIH.

11.3.2 None of the directors of BMIH had any dealings in BMIH shares during the period beginning six months prior to the Opening Date and ending on the Last Practicable Date.

11.4 NUT Interest and Dealings in BMIH Shares

Neither NUT nor any other company in the Group hold any of the issued shares of BMIH nor has NUT nor any other company in the Group dealt in the shares of BMIH in the 6 month period prior to the Last Practicable Date.

11.5 NUT Directors Interest and Dealings in BMIH Shares

11.5.1 As at the last Practicable Date, none of the NUT Directors held any beneficial interest in BMIH shares,

11.5.2 None of the NUT Directors had any dealings in BMIH shares during the period beginning six months prior to the Opening Date and ending on the Last Practicable Date.

11.6 NUT Directors Interest and Dealings in NUT Shares

11.6.1 The NUT Directors have the following direct and indirect interests in the issued share capital of NUT.

	Direct	Indirect	Total	% Shareholding
RS Etchells	61 000 000	97 221 579	158 221 579	1.16
TV Mokgathla	-	510 000 000	510 000 000	3.74
AR Pinfold	111 845 015	341 238 579	453 083 594	3.32

11.6.2 No NUT Director had any dealings in NUT Shares during the six-month period commencing prior to the Opening Date and ending on the Last Practicable Date.

12 MATERIAL CHANGES

There have been no material changes in the financial or trading position of NUT in the six month period prior to the Last Practicable Date.

13 MATERIAL AGREEMENTS

13.1 No agreements which can be considered to be material to a decision by NUT Shareholders regarding the Mandatory Offer were entered into between NUT and BMIH, or between NUT and any of the directors of BMIH, or any persons who were directors of BMIH in the 12 months preceding the Mandatory Offer or between NUT and any other NUT Shareholder or holders of any beneficial interests in NUT, or any persons who were NUT Shareholders or beneficially interested in NUT Shares in the 12 months preceding the Mandatory Offer.

14 HISTORICAL FINANCIAL INFORMATION

- 14.1 The abridged audited historical financial information of NUT for the financial years ended 28 February 2016, 2017 and 2018 are presented in Annexure I of the Mandatory Offer Circular.
- 14.2 The full annual reports for the aforementioned financial periods are available on NUT's website at www.nholdings.co.za.

15 OPINIONS AND RECOMMENDATIONS

- 15.1 In accordance with the Companies Act and the Companies Act Regulations, the Independent Board has appointed the Independent Expert to provide the Independent Board with its opinion as to whether the terms of the Mandatory Offer are fair/unfair and unreasonable/reasonable to NUT minority shareholders.
- 15.2 Taking into consideration the terms and conditions of the Mandatory Offer, the Independent Expert is of the opinion that such terms and conditions are unfair yet reasonable to NUT minority shareholders. The Independent Expert's opinion is attached to this Mandatory Offer Circular and has not been withdrawn prior to the publication hereof.
- 15.3 The Independent Board has reviewed the opinion received from the Independent Expert and is unanimously in agreement with the views and opinions expressed therein. In particular, the Independent Board has considered the fair value range determined by the Independent Expert and is in agreement with the fair value range determined and has placed reliance on the valuation performed by the Independent Expert. The Independent Board has considered the qualitative factors considered by the Independent Expert and is also in agreement with same and has placed reliance on same. The Mandatory Offer Consideration is under the fair value range of the NUT Shares of between 0.187 cents and 0.206 cents, as determined by the Independent Expert, and, accordingly, the Independent Board is of the opinion that the Mandatory Offer Consideration is unfair.
- 15.4 The Independent Board, taking into account the above considerations, are unanimously of the opinion that the terms and conditions of the Mandatory Offer are unfair but reasonable to NUT Shareholders. In forming its opinion on the Mandatory Offer as set out above, the Independent Board did not take into account any considerations, including any factors that may be difficult to quantify or which are unquantifiable, other than those stated herein.
- 15.5 The Independent Board confirms that no other offers were received by NUT in the period of 6 months prior to the Mandatory Offer Period.

16 DIRECTORS RESPONSIBILITY STATEMENT

- 16.1 The directors of the BMIH whose names appear on page 15 of this Mandatory Offer Circular, insofar as the contents of this Mandatory Offer Circular relate to BMIH, and the Independent Board of NUT, insofar as the contents of this Mandatory Offer Circular relate to NUT, respectively:

- 16.1.1 collectively and individually accept full responsibility for the accuracy of the information given in this Mandatory Offer Circular;
- 16.1.2 certify that, to the best of their knowledge and belief, the information contained in the Mandatory Offer Circular is true and does not contain any false or misleading statements; and
- 16.1.3 certify that, the Mandatory Offer Circular does not omit anything likely to affect the importance of the information.

17 INDEPENDENT BOARD'S RESPONSIBILITY STATEMENT

- 17.1 The Independent Board, the members whose names appear on page 15 of this Mandatory Offer Circular, insofar as the contents of this Mandatory Offer Circular relate to NUT, insofar as the contents of this Mandatory Offer Circular relate to NUT, respectively:
 - 17.1.1 collectively and individually accept full responsibility for the accuracy of the information given in this Mandatory Offer Circular;
 - 17.1.2 certify that, to the best of their knowledge and belief, the information contained in the Mandatory Offer Circular is true; and
 - 17.1.3 certify that, the Mandatory Offer Circular does not omit anything likely to affect the importance of the information.

18 CONSENTS

- 18.1 Each of the legal advisor, Designated Advisors and Independent Experts have consented in writing to act in the capacity stated and to their names being stated in this Mandatory Offer Circular and have not withdrawn their consent prior to the issue of this Mandatory Offer Circular.
- 18.2 The Independent Expert has consented in writing to the inclusion of its report in the Mandatory Offer Circular in the form and context in which it appears and has not withdrawn such consent prior to the issue of this Mandatory Offer Circular.

19 DOCUMENTS AVAILABLE FOR INSPECTION

- 19.1 Copies of the following documents will be available for inspection at the registered offices of BMIH and NUT and at the offices of PSG Capital in Stellenbosch and Johannesburg, during normal business hours (excluding Saturdays, Sundays and public holidays) from the date of issue of the Mandatory Offer Circular, up to and including Friday, 7 December 2018:
 - 19.1.1 a signed copy of this Mandatory Offer Circular;
 - 19.1.2 report of the Independent Expert;
 - 19.1.3 signed consent letters of the advisors to BMIH and NUT;

- 19.1.4 the audited financial statements of NUT for the years ended 28 February 2016, 2017 and 2018;
- 19.1.5 the Company's MOI;
- 19.1.6 the TRP letter of approval; and
- 19.1.7 Signed Irrevocable letters.

By order of the board of BMIH

23 October 2018
JOHANNESBURG

By order of the Independent Board of NUT

Chairperson of the Independent Board

23 October 2018
DURBAN

HISTORICAL FINANCIAL INFORMATION OF NUT

The financial information presented in this Annexure have been extracted and compiled from the consolidated annual financial statements of NUT. The extraction of the aforementioned annual financial statements and interim financial results is the responsibility of the directors of NUT.

PART A: ABRIDGED HISTORICAL FINANCIAL INFORMATION OF NUT FOR THE FINANCIAL YEARS ENDED 28 FEBRUARY 2016, 2017 AND 2018

The abridged consolidated statements of financial position, statements of comprehensive income, statements of changes in equity, cash flow statements and notes of NUT for the financial years ended 28 February 2016, 2017 and 2018, have been extracted, , and compiled from the audited consolidated annual financial statements of NUT. The preparation of this **Annexure I (Part A)** is the responsibility of the directors of NUT.

The historical financial information of NUT was audited by Grant Thornton Incorporated and was reported on without qualification for all of the aforementioned financial periods.

CONDENSED GROUP STATEMENT OF COMPREHENSIVE INCOME	Year ended 28 February 2018 Audited	Year ended 28 February 2017 Audited	Year ended 28 February 2016 Audited
R'000			
Revenue	42 496	43 215	38 269
Cost of sales	(30 462)	(26 826)	(25 779)
Gross profit	12 034	16 389	12 490
Operating expenses excluding impairments	(19 297)	(23 665)	(17 252)
Other income	51	39	69
Loss on disposal of intangible assets	-	(7 633)	-
Loss on disposal subsidiary	(2 484)		
Operating Loss for the year	(9 696)	(14 870)	(4 693)
Net interest expense	(1 535)	(1 336)	(710)
Loss before taxation for the year	(11 231)	(16 206)	(5 403)
Taxation	(2 551)	(825)	(12)
Loss for the year	(13 782)	(17 031)	(5 415)
Other comprehensive income for the year:			
Gains on property valuation			
Taxation			(59)
Total comprehensive income (loss)	(13 782)	(17 031)	(5 474)
(Loss) per share (basic) (cents)	(0,38)	(0,49)	(0,16)
(Loss) per share (diluted)(cents)	(0,38)	(0,48)	(0,16)

CONDENSED STATEMENT OF FINANCIAL POSITION

R'000	Year ended 28 February 2018 Audited	Year ended 28 February 2017 Audited	Year ended 28 February 2016 Audited
ASSETS			
Non-current assets			
Property, plant and equipment	23 730	24 730	24 764
Intangible assets	1 581	1 762	13 834
Deferred tax	5 424	9 629	10 310
Current assets			
Inventories	3 828	6 375	4 819
Trade and receivables	4 390	7 569	4 758
Cash and cash equivalents	21	91	67
Non-current Assets held for sale	-	-	20
Total assets	38 974	50 156	58 572
EQUITY			
Stated capital	150 086	150 086	145 750
Revaluation reserve	10 521	10 521	10 521
Share based payment reserve	418	397	297
Accumulated loss	(147 171)	(133 389)	(116 358)
LIABILITIES			
Non-current liabilities			
Instalment sale creditors	-	-	20
Related party loans	8 910	7 813	7 374
Secure loans	-	2 192	-
Deferred tax	5 424	5 366	5 222
Current liabilities			
Instalment sale creditors	-	20	77
Related party loans	2 551	190	250
Secure loans	2 432	-	-
Trade and other payables	3 968	5 442	4 499
Bank overdraft	1 835	1 518	920
Total liabilities	25 120	22 541	18 362
Total equity and liabilities	38 974	50 156	58 572
Net asset value per share (cents)	0.4	0.8	1.2

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Year ended 28 February 2018	Year ended 28 February 2017	Year ended 29 February 2016
R'000			
Cash used in operations	(4 370)	(9 130)	(2 146)
Net interest expenses	(1 535)	(1 336)	(710)
Cash flows from operating activities	(5 905)	(10 466)	(2 856)
Cash flows from investing activities			
- Purchase of property, plant and equipment	(608)	(1 396)	(5 761)
- Purchase of intangible assets	(323)	(242)	(1 043)
- Proceeds on sale of intangible assets	-	4700	-
- Disposal of subsidiary	2 771	-	-
- Proceeds on sale of property, plant and equipment	-	-	78
- Repayment in loans receivable	-	-	59
Cash flows from financing activities			
- Proceeds on share issues	-	4 336	-
- Advances on related party loans	3 458	379	7 624
- Advances on secured loan	240	2 192	-
- Repayment of instalment sale creditors	(20)	(77)	(70)
Net decrease in cash equivalent	(387)	(574)	(1 969)
Cash and cash equivalents at beginning of year	(1 427)	(853)	(1 116)
Cash and cash equivalents at end of year	(1 814)	(1 427)	(853)

CONDENSED GROUP STATEMENT OF CHANGES IN EQUITY

2018 audited

R'000	Stated capital	Treasury shares	Revaluation reserve	Share base payment reserve	Accumulated loss	Total equity
Balance at 1 March 2017	156 827	(6 741)	10 521	397	(133 389)	27 615
Share based payment reserve				21		21
Total comprehensive loss for the year					(13 782)	(13 782)
Total changes				21	(13 782)	(13 761)
Balance at 28 February 2018	158 827	(6 741)	10 521	418	(147 171)	13 854

2017 audited

R'000	Stated capital	Treasury shares	Revaluation reserve	Share base payment reserve	Accumulated loss	Total equity

Balance at 01 March 2016	152 491	(6 741)	10 521	297	(116 358)	40 210
Issue of shares	4 336					4 336
Shared based payment reserve				100		100
Total comprehensive loss for the year					(17 031)	(17 031)
Total change	4 336			100	(17 031)	(12 595)
Balance at 28 February 2017	156 827	(6 741)	10 521	397	(133 389)	27 615

2016 audited	Stated capital	Treasury shares	Revaluation reserve	Share base payment reserve	Accumulated loss	Total equity
R'000						
Balance at 01 March 2015	152 491	(6 741)	10 580	149	(110 943)	45 536
Issue of shares						
Shared based payment reserve				148		148
Total comprehensive loss for the year			(59)		(5 415)	(5 474)
Total change			(59)	148	(5 415)	(5 326)
Balance at 28 February 2016	152 491	(6 741)	10 521	297	(116 358)	40 210

	Audited Group	Audited Group	Audited Group
	2018	2017	2016
	R'000	R'000	R'000
(Loss)/profit for the year	(13 782)	(17 031)	(5 415)
Loss on disposal of intangible assets	-	7 633	-
Loss on disposal of business	2 484	-	-
Loss/(profit) from disposal of property, plant and equipment	-	-	(19)
Total tax effects of adjustments	-	-	908
Headline (loss)/earnings attributable to shareholders	(11 298)	(8 490)	(5 434)

4. Net asset value per share

Number of shares in issue ('000)	3 653 368	3 653 368	3 407 368
Net asset value per share (cents)	0,4	0,8	1,2
Net tangible asset value per share (cents)	0.3	0.7	0.8

5. Earnings per share

Weighted average shares in issue net of treasury shares ('000)	3 653 368	3 505 231	3 407 368
Headline (loss)/earnings per share (cents)	(0.31)	(0.24)	(0.16)
Diluted headline (loss)/earnings per share (cents)	(0.31)	(0.24)	(0.16)

Notes and directors` comments

For management purposes the Company was organised into three major operating divisions, namely Foods, Healthcare solutions and Services. These divisions are the basis on which the Company reports its primary segment information. Impilo Health Solutions Pty Ltd that made up the Healthcare segment was sold on 23 February 2018. Going forward the Company will only have two segments namely Foods and Services.

The Foods division involves the manufacture of staple dry foods for the lower LSM and mass feeding markets. The Healthcare Solutions division involved the supply of a range of chlorine free water purification products. The Services division involves the providing of administration and management services.

These operating segments are monitored by the Company's Board and strategic decisions are made on the basis of adjusted segment operating results.

BASIS OF PRESENTATION

The financial results have been prepared in accordance with International Financial Reporting Standards ("IFRS"), the presentation and disclosure requirements of IAS 34: Interim Financial Reporting, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, the Listing Requirements of the JSE Limited and the requirements of the Companies Act, No 71 of 2008. The results have been prepared in terms of IFRS on the historical cost basis, except for the measurement of land and buildings and certain financial instruments which are measured at fair value and are consistent, in all material respects, with the accounting policies and methods applied in the previous corresponding period. The provisional reviewed financial results have been prepared under the supervision of RS Etchells, in his capacity as Chief Financial Officer.

NATURE OF BUSINESS

The Company's primary business focus during the year was to manufacture and market staple dry food products to the lower LSM market sector as well as mass feeding schemes. The water purification business was sold in February 2018.

OVERVIEW

During the course of the year ended 28 February 2018 under review, the Board of Directors resolved to cement its position as a bulk manufacturer of staple dry foods supplying the lower LSM and mass feeding sectors. To this end the Directors elected to dispose of the Health Solutions division to raise working capital for the Company. The proposed acquisition of Velani Strategic Solutions ("VSS") was cancelled during the year under review as it became apparent that the profit warranty issued by VSS would not be attained.

Nutritional Foods continues to underperform due to lower volumes through the factory as well as pressure on gross margins. Increasing the tonnage put through the factory remained a major challenge during the year under review. Management are acutely aware of this issue and are constantly looking for potential off-take contracts. It should be noted that in December 2017 management successfully negotiated a 3-year manufacturing contract with a supplier to the

National Department of Health for the supply of a fortified porridge. This should result in a significant increase in throughput.

The Board has been in discussions with a potential new investor who will be able to secure off-take agreements for the factory as well as inject the necessary working capital to be able to fund such increased tonnage through the Klerksdorp factory. These discussions have been finalized, more details of which are set out below.

FINANCIAL PERFORMANCE FOR THE YEAR ENDED 28 FEBRUARY 2018

Company Turnover of R 42,496 million, 1.7% down on the R 43,215 million of the previous corresponding period. The headline loss increased by 28%, largely as a result of the reversal of the deferred tax asset raised in previous years on the tax loss for Functional Nutraceuticals Pty Ltd amounting to R2.795 million.

GOING CONCERN AT 30 MAY 2018

The Company incurred an operating loss for the year of R7.263 million (2017 R7.276 million) The Company's total assets exceed its total liabilities by R13.854 million (2017 R27.615) despite having an accumulated loss of R147.171 million (2017 R133.389 million).

The Company continued to incur losses as a result of the current depressed market conditions within the lower LSM market segment. This fact coupled with the lack of adequate cash resources continues to hamper the Company's turnaround plan.

REVIEW CONCLUSION

Grant Thornton Durban has audited the annual financial statements for the year ended 28 February 2018 and their unmodified report is available for inspection at the Company's registered office.

ANNEXURE II

REPORT OF THE INDEPENDENT EXPERT



CORPORATE FINANCE (PTY) LTD

23 October 2018

The Directors

Nutritional Holdings Limited
Unit 20 Boulevard Business Park
15 Belladonna Road
Cornubia
Kwa-Zulu Natal
South Africa

1. Dear Sirs,

INDEPENDENT FAIR AND REASONABLE OPINION TO THE BOARD OF DIRECTORS OF NUTRITIONAL HOLDINGS LIMITED (“NUT”) IN TERMS OF SECTION 117 OF THE COMPANIES ACT 71 OF 2008 (THE “COMPANIES ACT”), REGULATION 90(6) OF THE REGULATIONS TO THE COMPANIES ACT (“TAKEOVER REGULATIONS”) IN RESPECT OF THE MANDATORY OFFER BY BAPHALANE BA MANTSERRE INVESTMENT HOLDINGS PROPRIETARY LIMITED (“BMIH”) TO ALL REMAINING NUT SHAREHOLDERS FOR A CASH CONSIDERATION OF 0.1 CENTS PER NUT SHARE, (REFERRED TO AS “THE PROPOSED TRANSACTION”).

INTRODUCTION

NUT shareholders were advised on the 10 September 2018 about the results of the rights offer that resulted in BMIH subscribing for 9,195,482,060 ordinary shares of NUT, representing 66.91% of issued share capital. As a result, BMIH is required, in terms of section 123 of the Companies Act, to make a mandatory offer to acquire all of the NUT shares that it does not own.

The Offer is an affected transaction as defined in section 123 of the Act, and is subject to the provisions of the Takeover Regulations as set out in Chapter 5 of the Companies Regulations, 2011 (“the Regulations”). The Offer results from an effective change in control of NUT and hence its independent board (as defined in the Regulations) is required, in terms of the Regulations, to obtain appropriate external advice on the Offer in the form of a fair and reasonable opinion from an independent expert. This includes approval by the Takeover Regulations Panel (“TRP”), by way of the issuance of the requisite compliance certificate by the TRP.

Under the terms of the Offer, NUT shareholders have been offered a cash consideration of 0.1 cents for every one NUT ordinary share held.

The Board of Directors of NUT (“Board”) has appointed Mazars Corporate Finance (Pty) Ltd (“Mazars Corporate Finance”) as the independent expert in accordance with section 117(c)(i) and Section 123 of the Companies Act, to advise the shareholders of NUT whether, in our opinion, the Offer described below is fair to the shareholders of NUT.

EXPLANATION OF THE TERM “FAIR” AND “REASONABLE”

The term “fairness” is defined in Schedule 5 of the JSE Listings Requirements as being primarily based on quantitative issues. Therefore, the consideration payable to NUT shareholders would be considered fair if the consideration received by NUT shareholders is equal or greater than the value of the ordinary shares given up.

The assessment of reasonableness is based on qualitative considerations. Therefore, when all the circumstances surrounding the transaction are taken into account, it may be reasonable for the shareholders to proceed with the transaction, even though the transaction may not be fair on a quantitative basis.

SOURCES OF INFORMATION

In the course of our analysis, we relied upon financial and other information obtained from NUT's management and from various public, financial and industry sources. Our conclusion is dependent on such information being accurate in all material respects. For the purpose of compiling this report and the opinion contained herein, we have considered all information relevant to the securities affected by the Offer.

The principal sources of information used in formulating our opinion regarding the acquisition of the Offer Shares are as follows:

- Information and assumptions made available by the management of NUT;
- Audited annual financial statements of NUT for the period ended 29 February 2016, 28 February 2017 and 28 February 2018;
- Presentations prepared by management;
- Management accounts of NUT for the 5 months ended 31 July 2018; and
- The terms and conditions of the Proposed Transaction (as detailed in the Circular to be issued on or about 24 October 2018).

Where practical, we have corroborated the reasonability of the information provided to us for the purpose of our opinion, including publicly available information, whether in writing or obtained in discussions with management and the Board.

LIMITING CONDITIONS AND RELATED PARTY RELATIONSHIPS

We have relied upon the accuracy of information provided to us or otherwise reviewed by us, for the purposes of this opinion, whether in writing or obtained through discussion with the management of NUT. We express no opinion on this information.

There were no limiting conditions, or any restrictions of scope imposed by either BMIH or NUT whilst this opinion was being prepared.

Our opinion is based on current economic, regulatory, market as well as other conditions. Subsequent developments may affect this opinion, which we are under no obligation to update, review or re-affirm.

This opinion is provided to the Board solely to assist the Board in forming and expressing an opinion for the benefit of the shareholders of NUT in connection with and for the purposes of their consideration in respect of the Offer.

There is no relationship between Mazars Corporate Finance and any other parties involved in this transaction. Mazars Corporate Finance has no shares in BMIH or NUT or any other party involved in the share exchange. Mazars Corporate Finance's fee in respect of this opinion is **R120,000** excluding VAT and is not payable in NUT nor BMIH shares and is not contingent or related to the outcome of the Proposed Transaction.

Each shareholder's individual decision may be influenced by such shareholder's particular circumstances and accordingly each shareholder should consult an independent advisor if in any doubt as to the merits or otherwise of the Proposed Transaction.

Our procedures and enquiries did not constitute an audit in terms of International Standards on Auditing. Accordingly, we cannot express any opinion on the financial data or other information used in arriving at our opinion.

PROCEDURES

In order to assess the fairness of the terms and conditions relating to the Offer, we have performed, amongst others, the following procedures:

- Reviewed the audited annual financial statements of NUT for the year ended 29 February 2016, 28 February 2017 and 28 February 2018;
- Reviewed the unaudited management accounts of NUT for the 5 months ended 31 July 2018;
- Considered information made available by and from discussions held with the management of NUT;
- Reviewed general economic, market and related conditions in which NUT operates in;
- Considered the rationale for the Proposed Transaction;
- Reviewed the methodologies available for performing valuations of businesses operating in this industry;
- Performed an indicative valuation of NUT; and
- Conducted appropriate sensitivity analyses given a reasonable range of key assumptions on the valuations below.

In arriving at our opinion, we have considered, in addition to the procedures performed above, the following key qualitative considerations in assessing the reasonableness of the Proposed Transaction:

- Considered the rationale for the Proposed Transaction, from the perspective of NUT;
- Considered the prospects of NUT and whether the Proposed Transaction will be beneficial to both NUT and its shareholders;
- The financial position of NUT; and
- The general state of the economy and the impact this will have on current and future industry and company specific performance.

VALUATION

We have performed a valuation of NUT to determine whether the acquisition of the Offer Shares represents fair value to the NUT shareholders. We confirm that we have performed a valuation of NUT utilising the Discounted Cash Flow (“DCF”) methodology as the primary basis. The net asset value (“NAV”) method was utilised to benchmark the DCF valuation.

The valuation was performed taking cognisance of NUT’s current and planned operations as well as other market factors affecting these operations. Using the value derived from the above valuation, a comparison was made between purchase consideration and the fair value of NUT.

Key value drivers to the DCF valuation method are as follows:

Internal:

- Revenue growth rates;
- Profit margins to be achieved through the forecast period;
- The discount rates applicable to NUT;
- Forecast working capital assumptions;
- Forecast free cash flows; and
- Forecast capital expenditure requirements.

External:

- Stability of the economy and other macroeconomic factors. This included an analysis of publically available information in respect of macroeconomic outlook; and
- Sensitivity analyses on the long term inflation rate assumed and assessed the impact thereof on the valuation.

The following analyses were performed on the key value drivers:

- An analysis and review of the forecast revenue growth rates. This included sensitivity analyses performed on the forecast revenue and assessed the impact thereof on the valuation; and
- An analysis and review of the forecast profit margins. This included a sensitivity analysis performed on the forecast EBITDA margins and assessed the impact thereof on the valuation.

The indicative fair value of NUT's ordinary shares ranges between 0.187 Cents and 0.206 Cents with a core fair value of 0.196 Cents. The Offer consideration of 0.10 Cents per share is lower than the fair value of NUT's ordinary shares. The Offer is further at a 10% discount to the NAV. Thus the Proposed Transaction is considered unfair to the shareholders of NUT.

REASONABILITY

NUT shares are tightly held and thinly traded compared to similar listed entities, reducing their liquidity. The Offer is reasonable in that it provides liquidity to all NUT shareholders, albeit at a discount to the recent historical VWAP.

OPINION

Our opinion is based upon the market, regulatory and trading conditions as they currently exist and can only be evaluated at the date of the share exchange. It should be understood that subsequent developments may affect our opinion, which we are under no obligation to update, revise or re-affirm.

We have considered the terms and conditions of the Proposed Transaction, and based upon and subject to the foregoing, we are of the opinion that the Proposed Transaction is unfair but reasonable.

CONSENT

We hereby consent to the inclusion of this opinion and references hereto, in the form and context in which it appears in any required regulatory announcement or document.

Yours faithfully



Anoop Ninan
Director
Mazars Corporate Finance (Pty) Ltd
54 Glenhove Road
Melrose Estate, 2196

23 October 2018

SHARE TRADING HISTORY OF NUT

Set out in the table below are the aggregate volumes and values and the highest and lowest prices traded in NUT's Shares in respect of:

- each day over the 30 trading days preceding the Last Practicable Date; and
- each month over the twelve months prior to the date of issue of this circular.

Daily	Close (cents)	High (cents)	Low (cents)	Open (cents)	Value (Rand)	Volume
12-10-18	1	1	1	1	4831	483199
11-10-18	1	1	1	1	5240	524000
10-10-18	1	1	1	1	1307	130746
09-10-18	1	0	0	0	0	0
08-10-18	1	1	1	1	2609	260997
05-10-18	1	0	0	0	0	0
04-10-18	1	0	0	0	0	0
03-10-18	1	1	1	1	26	2600
02-10-18	1	0	0	0	0	0
01-10-18	1	0	0	0	0	0
28-09-18	1	0	0	0	0	0
27-09-18	1	1	1	1	600	60000
26-09-18	1	0	0	0	0	0
25-09-18	1	0	0	0	0	0
21-09-18	1	0	0	0	0	0
20-09-18	1	1	1	1	980	98000
19-09-18	1	0	0	0	0	0
18-09-18	1	1	1	1	1633	163328
17-09-18	1	1	1	1	274749	27474990
14-09-18	1	0	0	0	273749	27374990
13-09-18	1	1	1	1	2715	271511
12-09-18	1	0	0	0	0	0
11-09-18	1	1	1	1	11314	1131400
10-09-18	1	0	0	0	0	0
07-09-18	1	1	1	1	500	50000
06-09-18	1	1	1	1	50	5000
05-09-18	1	1	1	1	3951	395118
04-09-18	1	1	1	1	25	2500
03-09-18	1	0	0	0	0	0
31-08-18	1	0	0	0	0	0

Date	Close (cents)	High (cents)	Low (cents)	Open (cents)	Value (Rand)	Volume
31-10-18	1	1	0	0	14013	1401542
30-09-18	1	1	0	0	570266	57026837
31-08-18	1	1	0	0	43190	4319354
31-07-18	1	1	0	1	203824	20382627
30-06-18	1	1	0	1	34669	3467054
31-05-18	1	1	0	1	14925	1492788
30-04-18	1	1	0	1	33132	3313398
31-03-18	1	1	0	0	1462	146423
28-02-18	1	1	0	1	5978	597930
31-01-18	1	1	0	1	67266	6726873
31-12-17	1	1	0	1	12172	1217223
30-11-17	1	1	0	1	29775	2977744
31-10-17	1	1	0	0	4915	491620

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

**Baphalane Ba Mantserre Investment
Holdings Proprietary Limited**
(Registration number 2013/068211/07)
("BMIH" or "Offeror")



**FORM OF ACCEPTANCE, SURRENDER AND TRANSFER FOR CERTIFICATED NUT
SHAREHOLDERS ONLY**

For use by **CERTIFICATED MANDATORY OFFER PARTICIPANTS** only in terms of the
Mandatory Offer.

The definitions and interpretations commencing on page 9 of the Mandatory Offer Circular of which this form of acceptance, surrender and transfer forms part, apply to this form of acceptance, surrender and transfer, unless the context clearly indicates otherwise.

This form of acceptance, surrender and transfer is applicable to Certificated Mandatory Offer Participants who wish to accept the Mandatory Offer from BMIH, to acquire all or part of their NUT Shares, as set out in the Mandatory Offer Circular issued by BMIH to NUT Shareholders, to which this form is attached.

NUT Shareholders who surrender their Documents of Title will not be able to trade their NUT Shares after such surrender.

Notes and instructions:

1. All acceptances of the Mandatory Offer received by the Transfer Secretaries on or prior to Closing Date, shall be irrevocable.
2. A separate form is required for each NUT Shareholder. Persons who have acquired NUT Shares after the date of posting of the Mandatory Offer Circular setting out the Mandatory Offer, can obtain copies of the Mandatory Offer Circular and this form from the Transfer Secretaries.

3. PART A:

This must be completed by all Certificated Mandatory Offer Participants who wish to accept the Mandatory Offer.

4. PART B:

- 4.1 Section 1 must be completed by all Certificated Mandatory Offer Participants who are Emigrants of the Common Monetary Area.
- 4.2 Section 2 must be completed by all other Certificated Mandatory Offer Participants who are non-residents of the Common Monetary Area (and who are not required to complete Section 1).
5. No receipts will be issued for forms of acceptance, surrender and transfer forms lodged unless specifically requested. In compliance with the JSE Listings Requirements, lodging agents are requested to prepare special transaction receipts, if required.
6. If you are in any doubt as to how to complete this form, please consult your banker, Broker, legal adviser, accountant or other professional adviser immediately.
7. This form, together with the share certificates or other Documents of Title, must be returned to the Transfer Secretaries, so as to be received prior to 12:00 on the Closing Date of the Mandatory Offer. If your Documents of Title have been lost or destroyed, you should nevertheless return this form, together with a duly executed indemnity provided by the Transfer Secretaries. BMIH, NUT and the Transfer Secretaries may, in their sole discretion, dispense with the surrender of such Documents of Title upon production of satisfactory evidence that the Documents of Title have been lost or destroyed and upon provision of a suitable indemnity. Unless otherwise agreed, only indemnity forms obtained from the Transfer Secretaries (available on request) will be regarded as suitable. Signatories may be called upon for evidence of their authority or capacity to sign this form.
8. Any alteration to this form of acceptance, surrender and transfer must be signed in full and not initialled. Any such alteration may not be accepted by BMIH, NUT or the Transfer Secretaries.
9. If this form is signed under a power of attorney, then such power of attorney or a notarially certified copy thereof must be sent with this form for noting, unless it has already been noted by the Transfer Secretaries.
10. When the NUT Shareholder is a company or a close corporation or other juristic person, a certified copy of the directors' or members' or other resolution authorising the signing of this form must be submitted together with this form, unless it has already been registered with the Transfer Secretaries or this form bears the JSE broker's stamp.
11. Where NUT Shares are jointly held, this form of acceptance, surrender and transfer must be signed by all joint holders, however, BMIH, NUT and the Transfer Secretaries shall be entitled to, in their absolute discretion, accept signature only of that holder whose name stands first in the register in respect of such NUT Shares.

12. The Mandatory Offer Consideration will be paid to Mandatory Offer Participants within six Business Days of valid acceptance of the Mandatory Offer in accordance with its terms. NUT Shareholders are reminded that any acceptances of the Mandatory Offer received by the Transfer Secretaries after 12:00 on any Friday during the Mandatory Offer Period, other than Friday, 7 December 2018 (being the Closing Date) will, for the purposes of calculating the aforementioned six Business Day period, be deemed to have been received on the Monday following such Friday.
13. The Mandatory Offer Consideration due to a non-resident NUT Shareholder will be sent to the authorised dealer in foreign exchange controlling such non-resident NUT Shareholder's blocked assets in terms of the Exchange Control Regulations and you are referred to paragraphs 8.2 and 8.3 of the Mandatory Offer Circular in this regard.
14. NUT Shareholders are advised to consult their professional advisers about their personal tax positions regarding the receipt of the Mandatory Offer Consideration.
15. NUT Shareholders are referred to the Mandatory Offer Circular for the further terms applicable to the Mandatory Offer and its acceptance, which Mandatory Offer Circular should be read in its entirety for full appreciation thereof.
16. In the event of any conflict between this form and the Mandatory Offer Circular setting out the terms of the Mandatory Offer, the Mandatory Offer Circular shall prevail.

The Mandatory Offer Consideration will not be discharged to Mandatory Offer Participants unless and until this form of acceptance, surrender and transfer together with the Documents of Title, have been surrendered to the Transfer Secretaries by hand or by mail:

By hand

4 Africa Exchange Registry Proprietary Limited
 (Registration number 2007/033697/06)
 1st Floor, Cedar Wood House
 Ballywoods Office Park
 33 Ballyclare Drive
 Bryanston
 2121

By mail

c/o Africa Exchange Registry
 Proprietary Limited
 Postnet Suite 532
 Private Bag X51
 Bryanston
 2021

so as to be received by the Transfer Secretaries by not later than 12:00 on the Closing Date.

PART A – CERTIFICATED MANDATORY OFFER PARTICIPANTS ACCEPTING THE MANDATORY OFFER MUST PLEASE COMPLETE THIS SECTION (IN BLOCK CAPITALS). EACH NUT SHAREHOLDER MUST COMPLETE A SEPARATE FORM

To: Baphalane Ba Mantserre Investment Holdings Proprietary Limited
c/o 4 Africa Exchange Registry Proprietary Limited

Dear Sirs,

I/We hereby irrevocably accept the Mandatory Offer on the terms and conditions set out in the Mandatory Offer Circular dated Tuesday, 23 October 2018 to which this form is attached and enclose the undermentioned Documents of Title and authorise the Transfer Secretaries of NUT to register transfer of the below mentioned NUT Shares to BMIH and/or their duly authorised nominees. I/We do hereby appoint each of the directors of BMIH and the Transfer Secretaries acting on his/her/its own behalf as my attorney and agent with full power and authority to act on my behalf (*in rem suam*), sign all documents and do all such acts as may be necessary or desirable for the purpose of transferring such NUT Shares to BMIH or their nominees, pursuant to and on the basis set out in the Mandatory Offer.

Name of registered holder (separate form for each holder)	Share Certificate Number	Total number of NUT Shares held	Number of NUT Shares in respect of which the Mandatory Offer is accepted	Number of NUT shares in respect of which the Mandatory Offer is not accepted
		Total		

Surname or name of corporate body						
First name/s (in full, in block letters)						
Title (Mr, Mrs, Miss, Ms, etc.)						
Telephone number:		(H)		(W)		(Cell)

METHOD OF PAYMENT FOR CERTIFICATED MANDATORY OFFER PARTICIPANTS

I/We hereby request that the Mandatory Offer consideration due to me/us, be paid by:

Cheque

OR

Electronic funds transfer

(Please tick appropriate box)

Address to which the Mandatory Offer Consideration should be sent if Mandatory Offer Participant has elected to be paid by cheque (if different from registered address)*

	Postal code

* NUT Shareholders whose registered address has changed must ensure that they notify the Transfer Secretaries of such change in address.

Bank Account details into which Mandatory Offer Consideration must be paid if the Mandatory Offer Participant has elected payment of the Mandatory Offer Consideration by way of electronic funds transfer:

Please note that payments can only be made into a bank account which is in the name of the Mandatory Offer Participant i.e. no third-party payments are permitted

Full name of account holder: (no third-party accounts)	
Name of Bank where account is held:	
Account Number:	
Branch Name:	
Branch Code:	

Note: In terms of the Financial Intelligence Centre Act, 2001, the Transfer Secretaries will only be able to record the bank account details if an original certified copy of the relevant identity document of the bank account holders (or authorised signatory) and an original certified copy of the relevant bank statement or an original cancelled cheque are surrendered.

PART B - ADDITIONAL INFORMATION REQUIRED FROM EMIGRANTS FROM THE COMMON MONETARY AREA AND ALL OTHER NON-RESIDENTS OF THE COMMON MONETARY AREA

1. To be completed only by NUT Shareholders who are Emigrants from the Common Monetary Area (see paragraph 8 of the Mandatory Offer Circular).

Name and address of authorised dealer in South Africa

Blocked Rand account number

2. To be completed by all NUT Shareholders who are non-residents of the Common Monetary Area, other than those required to complete 1 above (see paragraph 8 of the Mandatory Offer Circular).

The Mandatory Offer Consideration will be paid to the nominated authorised dealer in South Africa, and it will be incumbent on the NUT Shareholders concerned to instruct the nominated authorised dealer(s) as to the disposal of the amount concerned

Name and address of authorised dealer in South Africa

If no nomination is made in terms of 1 and 2 above, the Mandatory Offer Consideration will be held in trust in accordance with paragraph 8 of the Mandatory Offer Circular.

Signature of or on behalf of NUT Shareholder:	Stamp and address of agent lodging this form (if any)
Name: _____ (Who warrants that he/she is duly authorised)	
Capacity: _____	
Assisted by me (if applicable): _____	
(State full name and capacity of assistance)	
Date: _____	

