

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

**RESULTS OF ANNUAL GENERAL MEETING ("AGM")  
 DEALINGS IN SECURITIES BY DIRECTORS AND AN ASSOCIATE OF A DIRECTOR**

RESULTS OF ANNUAL GENERAL MEETING

In terms of paragraph 3.91 of the JSE Listings Requirements, the board of directors ("**Board**") advise that all the resolutions, including the special resolutions, as set out in the notice of the AGM, were passed by a comprehensive majority of shareholder votes at the AGM held today at the registered offices of the Company.

Altogether 62.77% of voteable shares, being 3 497 368 179 shares, were represented at the AGM.

The detailed results of the voting are as follows:

<b>Resolution</b>	<b>Number of shares voted</b>	<b>% voted of issued shares</b>	<b>% ABSTAINED of issued shares</b>	<b>% AGAINST of shares voted</b>	<b>% FOR of shares voted</b>
Ordinary No. 1: Endorsement of annual financial statements	2 194 595 816	62.75	0.03	-	100
Ordinary No. 2: Re-appointment of auditors	2 194 595 816	62.75	0.03	-	100
Ordinary No. 3: Auditors, remuneration	2 194 595 816	62.75	0.03	-	100
Ordinary No. 4: Re-appointment Mr AR Pinfold as a non-executive director	2 194 595 816	62.75	0.03	-	100
Ordinary No. 5: Confirmation of appointment of Dr C Kapnias as a member of the Audit and Risk Committee	2 194 595 816	62.75	0.03	-	100
Ordinary No. 6: Re-appointment of Mr GR Wambach as a member of the Audit and Risk Committee	2 194 595 816	62.75	0.03	-	100
Ordinary No. 7: Placing unissued ordinary shares for purpose of share option scheme under the control of the directors	2 194 595 816	62.75	0.03	-	100
Ordinary No. 8: Placing of the authorised but unissued ordinary share capital under the control of the directors	2 194 595 816	62.75	0.03	-	100

Ordinary No. 9: General authority to issue shares for cash	2 194 079 149	62.74	0.03	0.02	99.98
Ordinary No. 10: Authorisation to sign any documents	2 194 079 149	62.74	0.03	0.02	99.98
Ordinary No. 11: Approval of Kenosi Loan	1 884 079 149	53.87	0.03	14.15	99.97
Ordinary No. 12: Approval of Pop-up Loan and Pinfold Loan	1 743 512 222	49.85	20.58	-	100
Ordinary No. 13: Approval of the issuance of the Salary Shares	1 027 328 004	29.37	53.18	0.05	99.95
Special No. 1: Remuneration of non-executive directors	2 194 079 149	62.74	0.03	0.02	99.98
Special No. 2: Acquisition of Company's own shares	2 194 079 149	62.74	0.03	0.02	99.98
Special No. 3: Amendment to memorandum of incorporation	2 194 079 149	62.74	0.03	0.02	99.98

#### DEALINGS IN SECURITIES BY DIRECTORS AND AN ASSOCIATE OF A DIRECTOR

In compliance with paragraphs 3.63 to 3.74 of the Listings Requirements of the JSE Limited, the following information is disclosed as a consequence of the passing of ordinary resolutions 12 and 13:

DIRECTOR: AR Pinfold

COMPANY: Nutritional Holdings Limited

STATUS: Non-executive director

ASSOCIATE: Pop-up Trading (PTY) Limited

RELATIONSHIP WITH DIRECTOR: Director of the associate

TYPE OF SECURITIES: Shares

CLASS OF SECURITIES: Ordinary

DATE OF RECEIPT OF OPTION: 30 September 2016

NUMBER OF SECURITIES: 400 000 000

CENTS PER SHARE: 1 cent

TOTAL RAND VALUE OF SECURITIES: R4 000 000

NATURE OF TRANSACTION: Granting of an option to convert a loan (off-market transaction)

STRIKE DATE OF CONVERSION: 30 September 2016

PERIOD OF EXERCISE: No later than 31 December 2016

NATURE AND EXTENT OF INTEREST IN THE TRANSACTION: Indirect, beneficial  
 CLEARANCE OBTAINED: Yes  
  
 DIRECTOR: AR Pinfold  
 COMPANY: Nutritional Holdings Limited  
 STATUS: Non-executive director  
 TYPE OF SECURITIES: Shares  
 CLASS OF SECURITIES: Ordinary  
 DATE OF RECEIPT OF OPTION: 30 September 2016  
 NUMBER OF SECURITIES: 260 000 000  
 CENTS PER SHARE: 1 cent  
 TOTAL RAND VALUE OF SECURITIES: R2 600 000  
 NATURE OF TRANSACTION: Granting of an option to convert a loan (off-market transaction)  
 STRIKE DATE OF CONVERSION: 30 September 2016  
 PERIOD OF EXERCISE: No later than 31 December 2016  
  
 NATURE AND EXTENT OF INTEREST IN THE TRANSACTION: Direct, beneficial  
 CLEARANCE OBTAINED: Yes  
  
 DIRECTOR: R Etchells  
 COMPANY: Nutritional Holdings Limited  
 STATUS: Executive director  
 TYPE OF SECURITIES: Shares  
 CLASS OF SECURITIES: Ordinary  
 DATE TRANSACTION: 26 May 2016  
 NUMBER OF SECURITIES: 23 000 000  
 CENTS PER SHARE: 1 cent  
 TOTAL RAND VALUE OF SECURITIES: R230 000  
 NATURE OF TRANSACTION: Receipt of shares in lieu of unpaid salary  
  
 NATURE AND EXTENT OF INTEREST IN THE TRANSACTION: Direct, beneficial  
 CLEARANCE OBTAINED: Yes  
  
 DIRECTOR: T Mokgatlha  
 COMPANY: Nutritional Holdings Limited  
 STATUS: Executive director

TYPE OF SECURITIES:	Shares
CLASS OF SECURITIES:	Ordinary
DATE TRANSACTION:	26 May 2016
NUMBER OF SECURITIES:	23 000 000
CENTS PER SHARE:	1 cent
TOTAL RAND VALUE OF SECURITIES:	R230 000
NATURE OF TRANSACTION:	Receipt of shares in lieu of unpaid salary
NATURE AND EXTENT OF INTEREST IN THE TRANSACTION:	Direct, beneficial
CLEARANCE OBTAINED:	Yes

Umhlanga

30 September 2016

Designated adviser: PSG Capital Proprietary Limited