

Completion of Sprout Organic Acquisition and CEO Appointment

Highlights

- **NGS has completed the acquisition of 100% of Sprout Organic Pty Ltd**, following shareholder approval at the Annual General Meeting held on 10 August 2026.
- **Mr Selasi Berdie**, founder of Sprout, has been appointed Chief Executive Officer and Executive Director.
- **Mr Joel Dening**, a CPA and former Global Commercial Director of BSc (Body Science), has been appointed Chief Operating Officer.
- Mr Manik Pujara has transitioned from Executive Director and Interim Chief Executive Officer to Non-Executive Director.
- The consideration shares and other securities approved by shareholders have been issued. 331,770,756 consideration shares are subject to voluntary escrow for 12 months.
- An investor presentation accompanies this announcement.

Completion

Nutritional Growth Solutions Ltd (ASX: NGS) (**NGS** or the **Company**) is pleased to announce that it has completed the acquisition of 100% of the issued capital of Sprout Organic Pty Ltd (**Sprout**), including its wholly owned subsidiary Better Brands 3PL Pty Ltd, through the Company's wholly owned subsidiary Better Brands Global Pty Ltd (**Completion**). Shareholders approved the acquisition and all related resolutions at the Company's Annual General Meeting held on 10 August 2026 (**AGM**).

In connection with Completion, the Company has issued 401,228,887 consideration shares to Sprout shareholders at a deemed issue price of A\$0.02 per share, 45,771,114 shares on the conversion of founder loans, 13,888,889 shares on the conversion of Sprout convertible notes covered under the shareholder approval at the AGM. A second tranche of \$249,000 in Sprout convertible notes, which was not covered by the annual general meeting approval, plus the interest owing on the total amount of Convertible notes to completion, are being converted and paid in fully paid ordinary shares at \$0.018 per share, resulting in the issue of an additional 15,839,238 shares to be issued under the Company's available 15% placement capacity under ASX Listing Rule 7.1. Following the allotments, the Company will have 964,041,335 fully paid ordinary shares on issue. The associated disclosures for these securities are being lodged today.

Voluntary escrow

Each of Sprout's five major shareholders has agreed to voluntary escrow of 90% of the consideration shares issued to it. In total, 331,770,756 consideration shares are subject to voluntary escrow for 12 months from the date of issue, until 30 September 2027. The remaining 69,458,131 consideration shares are not subject to escrow.

Board and management changes

Mr Selasi Berdie has been appointed Chief Executive Officer and Executive Director of NGS, effective from completion. Mr Berdie founded Sprout, which launched Australia's first certified organic, plant-based infant formula in 2021, and will lead the combined group. The material terms of his employment are summarised below.

Mr Joel Denning has been appointed Chief Operating Officer of the combined group. Mr Denning is a CPA who spent 14 years at BSc (Body Science), the Gold Coast sports nutrition brand, rising from Commercial Manager to Global Commercial Director. He led BSc's commercial strategy and international sales and helped grow its distribution across grocery, pharmacy and online channels, including Chemist Warehouse, Coles and Woolworths, the same channels Sprout sells through. He was previously a senior partner in a business services firm specialising in structuring, tax and compliance, and holds a Bachelor of Accounting and Human Resource Management from Griffith University.

Mr Manik Pujara, who served as Executive Director and Interim Chief Executive Officer through the transaction, has become a Non-Executive Director.

Mr Guy Khavia has resigned as a Non-Executive Director, effective 30 September 2026. The Board thanks Mr Khavia for his contribution to the Company.

Mr Ben Chester, whose appointment as Group Chief Operating Officer was foreshadowed in the Company's announcement of 25 May 2026, has resigned and will not be joining the combined group.

The Board now comprises Mr Andrew Grover (Non-Executive Chairman), Mr Manik Pujara (Non-Executive Director) and Mr Selasi Berdie (Chief Executive Officer and Executive Director).

Key terms of Mr Berdie's employment

- **Employer and role:** employed by Better Brands Global Pty Ltd, a wholly owned subsidiary of NGS, as Chief Executive Officer of the Company and the Group, and appointed an Executive Director of NGS.
- **Commencement and term:** from completion of the acquisition, with no fixed term.
- **Fixed remuneration:** base salary of A\$200,000 per annum plus statutory superannuation.
- **Performance rights:** 60,000,000 performance rights at a notional issue price of A\$0.02 (an aggregate notional value of A\$1.2 million), in six equal tranches, subject to shareholder approval under Listing Rule 10.14 and to continued employment. The tranches vest on share price and financial performance milestones measured between 30 June 2027 and 31 December 2028. Full terms will be set out in the notice of meeting seeking shareholder approval.
- **Termination:** either party may terminate on three months' written notice. If the Company terminates on notice other than for cause, Mr Berdie is entitled to a severance payment of six months' base salary, subject to shareholder approval to the extent required by the Corporations Act and the Listing Rules. The Company may terminate without notice for serious misconduct.
- **Restraint:** a post-employment restraint of up to six months.

Comments

Chief Executive Officer and Executive Director, Mr Selasi Berdie, said: “Completion brings together complementary products, channels and capabilities across infant, toddler and children’s nutrition. I am pleased to be leading the business through its next phase, with Joel alongside me, and look forward to working with the Board and team to integrate the businesses and pursue the growth ahead of us.”

Non-Executive Chairman, Mr Andrew Grover, said: “I thank shareholders for their support of the transaction. The acquisition of Sprout meaningfully broadens NGS’s product portfolio and market opportunity, and I am delighted to welcome Selasi and Joel to their new roles.”

ENDS

This announcement was authorised for release by the Board of Nutritional Growth Solutions Ltd.

For further information, please contact:

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About Nutritional Growth Solutions

Nutritional Growth Solutions Ltd (ASX: NGS) is a children’s nutrition group with two brands. Sprout Organic makes the world’s first certified organic, 100% plant-based infant formula made to the FSANZ standard, together with toddler, kids and snack ranges sold through more than 1,000 retail stores in Australia and in export markets. Healthy Heights is a clinically studied growth nutrition range for children aged three and over. The group also operates Better Brands 3PL, a third-party logistics business.

ngsolutions.co | sproutorganic.com.au | healthyheights.com

Forward-Looking Statements

Certain statements in this announcement may constitute forward-looking statements or statements about future matters that are based upon information known and assumptions made as of the date of this announcement. Forward looking statements can generally be identified by the use of forward looking words such as, “expect”, “anticipate”, “likely”, “intend”, “should”, “could”, “may”, “predict”, “plan”, “propose”, “will”, “believe”, “forecast”, “estimate”, “target” and other similar expressions within the meaning of securities laws of applicable jurisdictions. Indications of, and guidance or outlook on, future earnings, financial position, or performance are also forward-looking statements. These statements are subject to internal and external risks and uncertainties that may have a material effect on future business. Actual results may differ materially from any future results or performance expressed, predicted or implied by the statements contained in this announcement. As such, undue reliance should not be placed on any forward-looking statement. Past performance is not necessarily a guide to future performance. Nothing contained in this announcement nor any information made available to you is, or shall be relied upon as, a promise, representation, warranty or guarantee, whether as to the past, present or future.