

News Release

8th September 2014

Veritas confirms purchase of Nosh Food Market

Following the announcement on 28th August 2014 that Veritas Investments Limited (“Veritas”) had entered into a conditional agreement to purchase the Nosh Food Market business and assets (“Nosh”) from Nosh Management Limited as a going concern, Veritas is pleased to confirm that all conditions, including Nosh shareholder approval, have been met to Veritas’ satisfaction and the deal has completed.

All Nosh staff have been offered ongoing employment by Veritas as part of the transaction.

For Veritas this is the third acquisition in 16 months after acquiring the Mad Butcher franchisor business in May 2013 and a 50% holding in Kiwi Pacific Foods in December 2013. Veritas announced last week that it had met profit forecasts and declared increased dividends.

The Veritas Board are aware that confidential details of the purchase have been discussed in share trading forums. To clarify the purchase details, the Nosh business has been acquired for \$1.77m, approx. \$1.0m below net tangible assets. \$0.5m of the purchase price payable has been retained for 90 days, and is subject to various warranties and completion balance sheet verification. Veritas has agreed to meet all of Nosh’s trade creditors. However, contrary to commentary, Veritas is not assuming any Nosh bank or debenture debt.

The acquisition and expected working capital requirements has been funded by a facility of up to \$5.0 million with ANZ Bank.

Veritas Chairman Mark Darrow says “We are delighted to have Nosh under the Veritas umbrella and excited about the huge potential of the business. The search for an Executive to run Nosh is already underway. In the interim our Mad Butcher CEO Michael Morton will be hands-on in the Nosh business and will handle the transition period and important first steps of improving the business model to give Nosh renewed energy.”

Veritas Director and Mad Butcher CEO Michael Morton adds, “The response and support we have had from staff, suppliers and business partners has been amazing. We appreciate there is a lot of work ahead to reinvigorate the business, but I am very confident we can achieve this relatively quickly. We are already working on a number of changes and innovations that will ensure that Nosh will have the best stores in the growing food market sector.”

About Veritas Investments Limited

Veritas is an NZX-listed investment company focusing in the Food and Beverage sector. The shell company was formed in December 2011 and made its first acquisition of the Mad Butcher franchisor business in May 2013 through a reverse acquisition transaction. A further investment was made in

December 2013 for 50% of Kiwi Pacific Foods Limited. The most recent addition on 8th September 2014 is the high-profile Nosh Food Market business. Veritas continues to look for additional acquisitions in the food, beverage and franchise sectors.

About Nosh

Nosh Food Market is a market-style concept in food shopping bringing together the authenticity and expertise of butchery, bakery, delicatessen, the greengrocer and more under one roof. Nosh focuses on quality fresh food and produce at affordable market prices appealing to modern household shoppers. It employs qualified, food-loving people who enhance the Nosh shopping experience. Nosh enjoys an exclusive distribution arrangement with leading UK grocer Waitrose which provides access to a wide range of exciting international food products including exclusive lines from chefs such as Heston Blumenthal and Delia Smith. Current Nosh stores are located in Glen Innes, Greenlane, Mt Eden, Ponsonby, Constellation Drive, Matakana and Mt Maunganui.

For further comment, please contact:

Mark Darrow
Chairman, Veritas Investments
+64 21 88 88 58

Michael Morton
Chief Executive, Mad Butcher
Director, Veritas Investments
+64 21 725 458