

GRINDROD LIMITED
PROVISIONAL REVIEWED RESULTS AND DIVIDEND ANNOUNCEMENT

for the year ended 31 December 2022



Grindrod Limited

Provisional reviewed results and dividend announcement for the year ended 31 December 2022

OPERATIONAL HIGHLIGHTS

<p>LTIFR</p> <p>^ 0.3</p> <p>against target of 0.5 (2021: 0.4)</p> <hr/>	<p>Port volumes up</p> <p>^ 29%</p> <p>to a record 9.8 million tonnes (2021: 7.6 million tonnes)</p> <hr/>	<p>Terminal volumes up</p> <p>^ 23%</p> <p>to a record 16.0 million tonnes (2021: 13.0 million tonnes)</p> <hr/>
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FINANCIAL HIGHLIGHTS

<p>Revenue from core operations at *</p> <p>^ R7.4 billion</p> <p>(2021: R4.7 billion), up 58% on the prior year **</p> <hr/>	<p>EBITDA from core operations of *</p> <p>^ R2.2 billion</p> <p>(2021: R1.6 billion), up 32% on the prior year **</p> <hr/>	<p>Headline earnings from core operations *</p> <p>^ 37%</p> <p>to R1 056.9 million (2021: R772.2 million) **</p> <hr/>
<p>Cash generated from operations of</p> <p>^ R1.7 billion</p> <p>(2021: R1.0 billion), up 62% on the prior year</p> <hr/>	<p>Proceeds received</p> <p>R1.6 billion</p> <p>on the disposal of Grindrod Bank</p> <hr/>	<p>Total ordinary dividends</p> <p>^ 95.3 cents</p> <p>(2021: 20.1 cents)</p> <hr/>

* Excludes Grindrod Bank and is inclusive of joint ventures.

** Prior year figures have been re-presented to exclude Grindrod Bank due to the segment being treated as a discontinued operation.

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BUSINESS REVIEW

Grindrod delivered good results in its core business for the year ended 31 December 2022. Volume growth due to strong mining minerals markets and strategic focus on customer solutions drove this performance in both the Port and Terminals, and Logistics business segments.

Port and Terminals

Record volumes of 9.8 million tonnes were handled by the port of Maputo in 2022, up 29% against the prior year. This growth reflects the efficient usage of the rehabilitated berths, commissioned in May 2022, and the implementation of 24-hour operations at the Lebombo / Ressano Garcia border in April 2022. In addition, the port benefitted from automated solutions implemented during the year.

Grindrod's drybulk terminals handled a record 16.0 million tonnes compared to the 13.0 million tonnes in the prior year, a growth of 23%.

The Matola drybulk terminal handled 8.1 million tonnes, a resilient performance despite the loss of 20 vessel loading days due to the berth infrastructure incident in April 2022 as well the train collision in November 2022 impacting the flow of cargo into the facility. The Maputo terminal grew its export volumes to 3.2 million tonnes, a five-fold increase for the year. Results were further improved by profit participation on 0.5 million tonnes of coal cargo handled, driven by strong customer demand.

Logistics

Coastal shipping and container depot businesses recovered exceptionally well following the devastating floods in KwaZulu-Natal. Earnings growth of 134% was underpinned by strong container handling performance and higher shipping rates on the subleasing of the chartered vessels, capitalising on favourable market conditions. Earnings include losses of R76.6 million related to flood damage. Insurance proceeds (pre-tax) of R146.9 million were recorded.

The northern Mozambique graphite operations delivered solid results for the period and delivered an alternative breakbulk solution out of the port of Pemba, handling 61 853 tonnes for the year. The Group also commenced its East Africa crude oil pipeline logistics solution for a key customer in the region.

The locomotive deployment and refurbishment programme is progressing well and whilst the business has experienced some success in short-term deployment, management continues to seek opportunities for long-term deployment.

The clearing and forwarding business delivered solid results for the year, supported by favourable freight rates.

Bank

Grindrod successfully concluded the sale of Grindrod Bank to African Bank on 01 November 2022 for gross proceeds of R1.6 billion resulting in a post-tax loss on disposal of R291.7 million. This was in line with the continued execution of the non-core exit strategy. A special dividend distribution of 55.9 cents per share was made to the shareholders on 19 December 2022 from these proceeds. The balance of the proceeds has been allocated to the Matola upgrade and the manganese logistics solution projects.



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Grindrod Bank reported earnings of R142.2 million, for the ten months period prior to disposal, and transaction costs of R25.6 million. In view of the disposal, the Bank segment has been classified as a discontinued operation in terms of IFRS 5: Non-Current Assets Held for Sale and Discontinued Operations, resulting in the prior year being re-presented.

Group and other

The Group segment results include R40.3 million (2021: R0.5 million) relating to obligations under the share price linked long-term incentive scheme due to the share price increase. Current year results also include an impairment of R222.5 million on the loan previously advanced to set up the Richards Bay black empowerment structure.

Cashflow

The Group generated positive cash from operations of R1 687.7 million (2021: R1 039.3 million), up 62% on the prior period.

Non-core operations

Private equity portfolio

The private equity investment portfolio has a carrying value of R319.2 million, with one significant asset remaining. Results include net fair value losses on the portfolio of R131.8 million.

KwaZulu-Natal north coast property loans

Results include impairment and fair value losses of R204.0 million relating to the KwaZulu-Natal north coast property loans, mainly due to the increase in interest rates which impacted the discount rates applied in the fair value model. The carrying value of the loans at year end amounted to R1.1 billion.

Marine Fuels

Marine Fuels earnings were up 119% from the prior period due to the strong oil market.

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CONDENSED CONSOLIDATED INCOME STATEMENT

for the year ended 31 December 2022

	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 * R'000
Continuing operations		
Revenue	5 883 735	3 417 350
Trading profit before expected credit losses, depreciation and amortisation **	1 372 265	890 906
Expected credit losses ***	(267 114)	30 550
Depreciation and amortisation	(486 338)	(475 177)
Profit before interest, taxation and non-trading items	618 813	446 279
Non-trading items	61 002	(401 156)
Interest income	141 487	99 933
Interest expense	(218 024)	(235 085)
Profit / (loss) before share of joint venture and associate companies' profit	603 278	(90 029)
Share of joint venture companies' profit after taxation	543 041	287 719
Share of associate companies' profit after taxation	31 563	19 169
Profit before taxation	1 177 882	216 859
Taxation	(347 864)	(82 134)
Profit for the year from continuing operations	830 018	134 725
Discontinued operations		
(Loss) / profit after taxation from discontinued operations	(175 153)	116 428
Profit for the year	654 865	251 153
Attributable to:		
Owners of the parent	601 081	175 578
From continuing operations	776 234	61 259
From discontinued operations	(175 153)	114 319
Preference shareholders	56 396	45 780
Non-controlling interests	(2 612)	29 795
From continuing operations	(2 612)	27 686
From discontinued operations	-	2 109
	654 865	251 153
Basic earnings / (loss) per share: (cents)		
From continuing operations	116.4	9.1
From discontinued operations	(26.3)	17.1
Total	90.1	26.2
Diluted earnings / (loss) per share (cents)		
From continuing operations	116.3	9.1
From discontinued operations	(26.3)	17.1
Total	90.0	26.2

* Re-presented for the impact of IFRS 5: Non-Current Assets Held for Sale and Discontinued Operations. Refer to basis of preparation.

** Current period trading profit includes R311.4 million net fair value losses (2021: R42.2 million) relating to the private equity and property portfolio. In addition, prior period included fair value gains of R238.2 million on Grindrod Shipping shares.

*** Current period includes impairments of R24.5 million (2021: R86.8 million impairment reversals) relating to the private equity and property portfolio. Current period results also include an impairment of R222.5 million on the loan previously advanced to set up the Richards Bay black empowerment structure.

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HEADLINE EARNINGS RECONCILIATION

for the year ended 31 December 2022

	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 * R'000
Reconciliation of headline earnings		
Profit / (loss) attributable to ordinary shareholders	601 081	175 578
From continuing operations	776 234	61 259
From discontinued operations	(175 153)	114 319
Adjusted for:	258 633	442 788
Continuing operations:		
(Reversal of impairment) / Impairment of intangibles, property, terminals, machinery, vehicles and equipment	(15 225)	57 730
Loss on re-measurement to fair value less costs to sell	-	240 066
Loss on scrapping of intangibles, property, terminals, machinery, vehicles and equipment due to KZN floods	45 211	-
Impairment of intangibles, property, terminals, machinery, vehicles and equipment due to KZN floods	5 349	-
Insurance compensation on property, terminals, machinery, vehicles and equipment impaired and scrapped due to KZN floods	(54 115)	-
Impairment of goodwill **	-	24 840
Net (profit) / loss on disposal of investments	(7 376)	136 114
Net profit on disposal of plant, terminals, machinery, vehicles and equipment	(43 120)	(289)
Gain on bargain purchase	-	(6 769)
Foreign currency translation reserve release	-	(50 536)
Total taxation effects of adjustments	31 814	(6 728)
Joint ventures and associates:		
Net profit on disposal of intangibles, property, terminals, machinery, vehicles and equipment	(54)	(58)
Impairment of intangibles, property, terminals, machinery, vehicles and equipment	4 512	48 440
Discontinued operations:		
Loss on disposal of investments	265 616	-
Net profit on disposal of plant, terminals, machinery, vehicles and equipment	(99)	(22)
Total taxation effects of adjustments	26 120	-
Headline earnings	859 714	618 366
Continuing operations	743 230	504 069
Discontinued operations	116 484	114 297

* Re-presented for the impact of IFRS 5: Non-Current Assets Held for Sale and Discontinued Operations. Refer to basis of preparation.

** Goodwill was impaired to recoverable amount of the cash generating unit which was assessed using value in use principles.

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		Reviewed 31 December 2022	Reviewed 31 December 2021 *
Ordinary share performance			
Number of shares in issue less treasury shares	(000s)	667 296	666 528
Weighted average number of shares (basic)	(000s)	666 860	670 933
Diluted weighted average number of shares	(000s)	667 656	670 933
Basic headline earnings per share:			
	(cents)		
From continuing operations		111.5	75.1
From discontinued operations		17.4	17.1
Total		128.9	92.2
Diluted headline earnings per share:			
	(cents)		
From continuing operations		111.4	75.1
From discontinued operations		17.4	17.1
Total		128.8	92.2
Ordinary dividends			
Dividends per share - interim	(cents)	17.2	-
Dividends per share - final	(cents)	22.2	20.1
Dividend cover (headline)	(times)	3.3	4.6
Dividends per share - special	(cents)	55.9	-

* Re-presented for the impact of IFRS 5: Non-Current Assets Held for Sale and Discontinued Operations. Refer to basis of preparation.

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CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

for the year ended 31 December 2022

	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 R'000
Profit for the year	654 865	251 153
Other comprehensive income / (loss):		
Items that may be reclassified subsequently to profit or loss		
Exchange differences on translating foreign operations	266 083	377 761
Items that will not be subsequently reclassified to profit or loss		
Actuarial (losses) / gains	(1 382)	6 831
Fair value gain arising on financial instruments *	403	3 001
Total comprehensive income for the year	919 969	638 746
Total comprehensive income attributable to:		
Owners of the parent	922 551	607 227
Non-controlling interests	(2 582)	31 519
	919 969	638 746

* Net of taxation.

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CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

for the year ended 31 December 2022

	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 R'000
Property, terminals, machinery, vehicles, equipment	1 681 084	1 738 159
Right of use assets	636 853	1 054 609
Goodwill and intangible assets	356 678	507 793
Investments in joint ventures	3 440 943	3 058 527
Investments in associates	187 590	145 941
Investment property	113 252	86 168
Other investments	567 770	1 097 668
Deferred taxation	124 722	186 978
Finance lease receivables	111 023	-
Long-term negotiable securities	-	312 958
Loans and advances	1 072 958	7 029 849
Long-term receivable	204 950	202 099
Total non-current assets	8 497 823	15 420 749
Liquid assets and short-term negotiable securities	-	3 623 026
Current portion of loans and advances	-	2 507 462
Current portion of long-term receivable	-	43 115
Inventories	38 827	66 639
Trade and other receivables	1 670 186	1 347 191
Current portion of finance lease receivables	22 338	-
Taxation	20 005	20 696
Bank balances and cash	2 605 514	2 057 642
Total current assets	4 356 870	9 665 771
Non-current assets held for sale	974 805	65 000
Total assets	13 829 498	25 151 520

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CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
(CONTINUED)

for the year ended 31 December 2022

	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 R'000
Share capital and premium	3 934 557	3 928 711
Non-distributable reserves	2 163 645	1 885 547
Accumulated profit	2 785 174	2 808 394
Equity attributable to owners of the Company	8 883 376	8 622 652
Non-controlling interests	(61 914)	(44 704)
Total equity	8 821 462	8 577 948
Long-term borrowings	1 087 767	610 853
Lease liabilities	446 344	797 026
Long-term Bank and private equity funding	108 924	543 361
Derivative financial liabilities	-	24 277
Deferred taxation	14 132	57 450
Provision for post-retirement medical aid	20 202	21 816
Deposits from Bank customers	-	239 720
Provisions and other liabilities	140 325	11 670
Total non-current liabilities	1 817 694	2 306 173
Trade and other payables	1 662 610	1 310 696
Current portion of long-term borrowings	235 820	146 366
Current portion of lease liabilities	161 829	249 284
Current portion of provisions and other liabilities	40 350	-
Current portion of Bank and private equity funding	63 444	908 778
Current portion of deposits from Bank customers	-	10 981 413
Short-term borrowings and bank overdraft	410 967	603 491
Taxation payable	251 518	67 371
Total current liabilities	2 826 538	14 267 399
Non-current liabilities associated with assets held for sale	363 804	-
Total equity and liabilities	13 829 498	25 151 520

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CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2022

	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 R'000
Profit before interest, taxation and non-trading items	724 762	573 609
From continuing operations	618 813	446 279
From discontinuing operations	105 949	127 330
Non-cash adjustments	1 228 044	498 998
Cash generated from operations before working capital changes	1 952 806	1 072 607
Working capital changes	(265 058)	(33 328)
Cash generated from operations	1 687 748	1 039 279
Net interest paid	(122 887)	(171 766)
Net dividends (paid) / received	(300 222)	197 782
Taxation paid	(253 610)	(175 915)
	1 011 029	889 380
Other operating cash flows from Bank		
Net (advances to) / deposits from customers and other short-term negotiable securities	(487 236)	106 686
Net cash flows from operating activities	523 793	996 066
Net movement on acquisition / disposal of property, terminals, machinery, vehicles and equipment	(454 245)	(392 998)
Net movement on disposal / acquisition of investments, subsidiaries, and businesses	450 055	594 852
Net movement on disposal of non-current assets held for sale	65 000	44 034
Funds received from joint ventures and associate companies	21 607	16 150
Net cash flows from investing activities	82 417	262 038
Acquisition of treasury shares	(715)	(29 922)
Acquisition of non-controlling interest	-	(25 224)
Borrowings raised	1 365 852	821 330
Borrowings repaid	(1 329 199)	(1 468 554)
Net cash flows from financing activities	35 938	(702 370)
Net increase in cash and cash equivalents	642 148	555 734
Cash and cash equivalents at the beginning of the year	1 518 020	943 955
Difference arising on translation	34 385	18 331
Cash and cash equivalents at the end of the year *	2 194 553	1 518 020

* Cash and cash equivalents is net of the Bank balances and cash balance of R2.6 billion (2021: R2.1 billion) and the Overdraft balance of R411.0 million (Dec 2021: R539.6 million).

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CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2022

	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 R'000
Ordinary and preference share capital and share premium	3 934 557	3 928 711
Balance at the beginning of the year	3 928 711	3 950 427
Share options vested	6 561	8 206
Treasury shares acquired	(715)	(29 922)
Equity compensation reserve	39 075	43 597
Balance at beginning of the year	43 597	47 857
Share-based payments	2 039	3 946
Share options vested	(6 561)	(8 206)
Foreign currency translation reserve	2 196 770	1 927 156
Balance at the beginning of the year	1 927 156	1 598 738
Foreign currency translation realised	-	(50 536)
Foreign currency translation adjustments	269 614	378 954
Other non-distributable statutory reserves	(72 200)	(85 206)
Balance at the beginning of the year	(85 206)	(110 863)
Foreign currency translation adjustments	(3 561)	(2 917)
Net business combination acquisition	(27 140)	28 574
Disposal of business	43 707	-
Accumulated profit	2 785 174	2 808 394
Balance at the beginning of the year	2 808 394	2 622 984
Other comprehensive income from financial instruments	403	3 001
Actuarial (losses) / gains recognised	(1 382)	6 831
Profit for the year	657 477	221 358
Ordinary dividends paid	(623 322)	-
Preference dividends paid	(56 396)	(45 780)
Total interest of shareholders of the Company	8 883 376	8 622 652
Equity attributable to non-controlling interests of the Company	(61 914)	(44 704)
Balance at the beginning of the year	(44 704)	(150 134)
Foreign currency translation adjustments	30	1 724
Non-controlling interest acquired	27 140	(53 801)
Non-controlling interest disposed	(40 844)	128 636
(Loss) / profit for the year	(2 612)	29 795
Ordinary dividends paid	(924)	(924)
Total equity attributable to all shareholders of the Company	8 821 462	8 577 948

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SEGMENTAL INFORMATION

for the year ended 31 December 2022

	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 ** R'000
Revenue		
Port and Terminals	3 712 833	1 413 393
Logistics	3 635 366	3 242 393
Group	56 621	26 872
Total core operations	7 404 820	4 682 658
Marine Fuels	16 954 683	12 814 442
Private equity and property	399	52 223
Total continuing operations	24 359 902	17 549 323
Segmental adjustments *	(18 476 167)	(14 131 973)
	5 883 735	3 417 350
Trading profit / (loss) before depreciation and amortisation		
Port and Terminals	1 150 905	580 499
Logistics	1 314 745	894 893
Group	(291 881)	170 354
Total core operations	2 173 769	1 645 746
Marine Fuels	102 148	43 095
Private equity and property	(359 232)	(164 759)
Total continuing operations	1 916 685	1 524 082
Segmental adjustments *	(811 534)	(602 626)
	1 105 151	921 456
Profit / (loss) before interest and taxation		
Port and Terminals	981 172	452 342
Logistics	883 743	408 427
Group	(335 118)	135 362
Total core operations	1 529 797	996 131
Marine Fuels	101 272	39 474
Private equity and property	(359 232)	(166 043)
Total continuing operations	1 271 837	869 562
Segmental adjustments *	(653 024)	(423 283)
	618 813	446 279

* For segment reporting, investments in joint ventures are accounted for using proportionate consolidation whereby the effective share of the Group's ownership is applied to each line item above. In the consolidated annual financial statements (IFRS presentation), investments in joint ventures are equity accounted. Segmental adjustments relate to effects of proportionate consolidation to reconcile to IFRS presentation.

** Re-presented for the impact of IFRS 5: Non-Current Assets Held for Sale and Discontinued Operations. Refer to basis of preparation.

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SEGMENTAL INFORMATION (CONTINUED)

for the year ended 31 December 2022

	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 ** R'000
Share of associate companies' profit after taxation		
Port and Terminals	161 510	115 140
Logistics	1 017	285
Total core operations	162 527	115 425
Segmental adjustments *	(130 964)	(96 256)
	31 563	19 169
Profit / (loss) attributable to ordinary shareholders		
Port and Terminals	818 811	383 606
Logistics	640 581	(81 508)
Group	(369 480)	124 043
Total core operations	1 089 912	426 141
Marine Fuels	87 421	39 960
Private equity and property	(401 099)	(404 842)
	776 234	61 259
Geographical revenue		
North America	137 094	83 558
South America	-	4 134
Middle East	7 711 245	4 475 248
United Kingdom / Europe / Isle of Man	-	237 521
Singapore / Asia / Far East	9 121 379	8 048 886
Australia ^	48 130	39 957
South Africa	3 178 287	2 881 628
Rest of Africa	4 163 767	1 778 391
	24 359 902	17 549 323

* For segment reporting, investments in joint ventures are accounted for using proportionate consolidation whereby the effective share of the Group's ownership is applied to each line item above. In the consolidated annual financial statements (IFRS presentation), investments in joint ventures are equity accounted. Segmental adjustments relate to effects of proportionate consolidation to reconcile to IFRS presentation.

** Re-presented for the impact of IFRS 5: Non-Current Assets Held for Sale and Discontinued Operations. Refer to basis of preparation.

^ Revenue from Australia was previously aggregated with Singapore / Asia / Far East but has been separately disclosed due to the different economic factors that influence this jurisdiction.

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**CONDENSED CONSOLIDATED INCOME STATEMENT FOR
DISCONTINUED OPERATIONS**

for the year ended 31 December 2022

	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 R'000
Revenue *	448 329	487 634
Trading profit before expected credit losses, depreciation and amortisation	142 527	182 872
Expected credit losses	(23 316)	(42 610)
Depreciation and amortisation	(13 262)	(12 932)
Profit before interest, taxation and non-trading items	105 949	127 330
Non-trading items	(265 517)	22
Interest income	7 949	8 653
(Loss) / profit before taxation	(151 619)	136 005
Taxation	(23 534)	(19 577)
(Loss) / profit for the year	(175 153)	116 428
Attributable to:		
Owners of the parent	(175 153)	114 319
Non-controlling interest	-	2 109
	(175 153)	116 428
Cash flows from discontinued operations		
Net cash (outflows) / inflows from operating activities	(411 430)	34 781
Net cash inflows / (outflows) from investing activities	8 597	(4 179)
Net cash inflows from financing activities	692 022	163 379
Net cash inflows	289 189	193 981

* Revenue includes interest earned on loans and advances using effective interest rates.

The Grindrod Bank disposal was effective on 01 November 2022 and consequently, Bank has been presented as discontinued operations in terms of IFRS 5: Non-Current Assets Held for Sale and Discontinued Operations as it constitutes a major line of business.

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NOTES TO THE FINANCIAL STATEMENTS

1. FOREIGN CURRENCY DENOMINATED ITEMS

for the year ended 31 December 2022

The statement of financial position is translated at the closing rate of exchange indicated below and the income statement is translated at the average rate of exchange.

Exchange rates (ZAR / US\$)

	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 R'000
Opening exchange rate	15.93	14.62
Closing exchange rate	16.98	15.93
Average exchange rate	16.40	14.90

2. REVENUE

for the year ended 31 December 2022

Revenue category	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 * R'000
Bulk terminals **	2 859 996	469 460
- Handling	1 373 106	469 460
- Mineral export sales	1 486 890	-
Container handling ^	1 820 936	1 433 330
- Recognised at a point in time	1 275 029	999 795
- Recognised over time	545 907	433 535
Logistics ^	443 327	776 132
Ships agency income ^	462 518	447 341
Other services ^^	296 958	291 087
	5 883 735	3 417 350

* Re-presented for the impact of IFRS 5: Non-Current Assets Held for Sale and Discontinued Operations. Refer to basis of preparation.

** Reflected in Port and Terminals segment except for handling revenue of R365.4 million (2021: Rnil million) relating to the Logistics segment.

^ Reflected in Logistics segment.

^^ Reflected in Port and Terminals, Logistics and Group segments.

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3. TRADING PROFIT BEFORE EXPECTED CREDIT LOSSES, DEPRECIATION AND AMORTISATION

for the year ended 31 December 2022

	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 * R'000
Revenue	5 883 735	3 417 350
Less: Operating expenses	(4 718 838)	(2 626 961)
- Staff costs	(1 143 577)	(1 010 935)
- Subcontractor handling, plant hire, transport and other related costs	(1 010 771)	(707 029)
- Cost of mineral for export sales	(803 835)	-
- Agent commission on mineral export sales	(377 858)	-
- Bunker costs	(110 046)	(95 002)
- Other container and bulk handling expenses	(282 258)	(246 176)
- Property and infrastructure related costs	(414 879)	(230 007)
- Audit fees	(27 130)	(28 698)
- Other operating expenses	(217 976)	(285 031)
- Net foreign exchange (loss) / gain	(19 151)	18 126
- Net loss on financial instruments	(311 357)	(42 209)
Add: Other income	207 368	100 517
- Insurance income	150 983	4 243
- Other income	56 385	96 274
	1 372 265	890 906

* Re-presented for the impact of IFRS 5: Non-Current Assets Held for Sale and Discontinued Operations. Refer to basis of preparation.

4. LONG-TERM RECEIVABLE

for the year ended 31 December 2022

The long-term receivable comprises the deferred interest-bearing proceeds from the disposal of the investment in Select Industrial Real Estate UK Fund Limited ("SIRE").

On 04 November 2021, Group disposed of its entire shareholding in SIRE for a cash consideration of £17.4 million to Gripon Limited, the other shareholder in the underlying structure, payable as follows:

- £4.5 million (R90.8 million) was received in 2021 on fulfilment of the condition's precedent;
- £2.0 million was received on 04 November 2022;
- £5.2 million is to be received on 04 May 2024; and
- £5.7 million is to be received on 04 November 2024.

Following the disposal, the remaining proceeds of £10.9 million were discounted at a rate of 5.4%. The discount rate was determined based on a market related borrowing rate in the United Kingdom, for borrowing with a similar collateral profile, factoring in the credit risk of the buyer. In addition, interest at 1.5% on the outstanding proceeds will commence 13 months from the date of disposal.

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	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 R'000
Carrying value of the receivable at year end converted at a closing exchange rate of R20.47 / £ (2021 December: R21.53 / £) *	^ 204 950	^ 245 214
Split as follows:		
Non-current	204 950	202 099
Current	-	43 115

^ The impact of a R1 change in the exchange rate would result in a change in the receivable carrying value of R10.0 million (2021: R11.4 million).

* The impact of a 1% change in the discount rate at inception would have resulted in a change in the receivable carrying value of R5.8 million.

Expected credit losses of R1.6 million (2021: R0.4 million) have been raised relating to the abovementioned receivable.

5. FINANCIAL INSTRUMENTS DISCLOSURE

for the year ended 31 December 2022

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable or based on observable inputs:

Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Levels 2 and 3 fair values were determined by applying either a combination of, or one of the following, valuation techniques:

- Projected unit method; and / or
 - Independently observable market prices; and / or
 - The net asset value of the underlying investments; and / or
 - A price earnings multiple or a discounted projected income / present value approach; and / or
 - Market-related interest rate yield curves to discount expected future cash flows; and / or
 - Any additional revenue arrangements valued per the specified arrangement based on the specified underlying asset.
- The specified underlying assets include property and unlisted investments supported by management valuation.

The fair value measurement based on the income approach uses key inputs that are not observable in the market. Key inputs used in the valuation include discount rates and future profit assumptions based on historical performance but adjusted for expected growth. Management reassesses the earnings or yield multiples at least annually based on its assessment of the macroeconomic and microeconomic environments.

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R'000	Carrying value	2022 Fair value instruments			Amortised cost *	Other non-financial instruments
		Level 1	Level 2	Level 3		
Financial instruments						
Bank balances and cash **	2 605 520	-	-	-	2 605 520	-
Other investments **	574 200	58 554	92 982	299 641	123 023	-
Finance lease receivables	133 361	-	-	-	133 361	-
Loans and advances	1 072 958	-	-	935 500	137 458	-
Long-term receivable	204 950	-	-	-	204 950	-
Trade and other receivables **	1 891 624	-	-	-	1 593 265	298 359
Borrowings **	(2 787 202)	-	-	-	(2 787 202)	-
Trade and other payables **	(1 754 307)	-	-	-	(1 262 621)	(491 686)
Provisions and other liabilities	(180 675)	-	-	-	(85 000)	(95 675)
Non-financial instruments						
Investment property	113 252	-	-	113 252	-	-
Total		58 554	92 982	1 348 393	662 754	(289 002)

* Carrying value approximates fair value.

** Includes balances disclosed in held for sale. Refer to note 7.

R'000	Carrying value	2021 Fair value instruments			Amortised cost ^	Other non-financial instruments
		Level 1	Level 2	Level 3		
Financial instruments						
Bank balances and cash	2 057 642	-	-	-	2 057 642	-
Other investments	1 097 668	93 707	87 911	590 621	325 429	-
Loans and advances	9 537 311	-	638 174	2 629 678	6 269 459	-
Liquid assets and negotiable securities	3 935 984	-	-	-	3 935 984	-
Long-term receivable	245 214	-	-	-	245 214	-
Trade and other receivables	1 347 191	-	-	-	1 211 106	136 085
Borrowings	(3 859 159)	-	-	-	(3 859 159)	-
Derivative financial liabilities	(24 277)	-	(24 277)	-	-	-
Trade and other payables	(1 310 696)	-	-	-	(1 055 710)	(254 986)
Deposits from Bank customers	(11 221 133)	-	-	-	(11 221 133)	-
Non-financial instruments						
Investment property	86 168	-	-	86 168	-	-
Total		93 707	701 808	3 306 467	(2 091 168)	(118 901)

* The Level 1 and Level 3 fair values have been represented to include the MTN Zakhele Futhi shares in the Lonwiz RF (Pty) Ltd subsidiary as Level 1 whereas previously this was disclosed in Level 3.

** The amortised cost Level 3 fair value amounts have been represented to reflect more appropriate disclosure.

^ Carrying value approximates fair value.

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Reconciliation of Level 3 fair value measurement of financial instruments

	Reviewed 31 December 2022 R'000	Reviewed 31 December 2021 R'000
Opening balance	3 306 467	4 114 635
Purchases	341 334	458 101
Settlements	(371 461)	(1 088 645)
Disposal of subsidiary	(1 699 208)	-
Total gains / (losses) recognised in:		
- Condensed consolidated statement of other comprehensive income	(1 504)	13 579
- Condensed consolidated income statement	(312 235)	(191 203)
Closing balance	1 263 393	3 306 467

Fair value losses recognised in the condensed consolidated statement of other comprehensive income for Level 3 financial instruments were R313.7 million (2021: fair value losses of R177.6 million).

Valuation inputs and relationships to fair value

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements for material investments:

Material investment	Fair value at 31 December 2022 R'000	Fair value at 31 December 2021 R'000	Valuation method	Unobservable inputs	Range of inputs	Relationship of unobservable inputs to fair value
Medical	-	175 977	This investment was disposed in the current year			
Asset financing	241 000	301 700	Price multiple approach	PE multiple	6.81x	Increased PE multiple to 7.81x would increase FV to R276 658 000 Decreased PE multiple to 5.81x would decrease FV to R205 825 000
North coast property loans	* 935 500	* 1 456 749	Monte Carlo simulation	Combined property valuation determining rate per hectare, discount rate and time to maturity	Rate per hectare determined per expert valuation (commercial / residential)	The value of the two combined properties held as security for the loans ranges from R2.6 billion to R3.0 billion based on independent valuations These valuations together with the Group's mortgage bonds were inputs into a Monte Carlo simulation to determine an independent valuation range

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Material investment	Fair value at 31 December 2022 R'000	Fair value at 31 December 2021 R'000	Valuation method	Unobservable inputs	Range of inputs	Relationship of unobservable inputs to fair value
						between R0.6 billion and R1.2 billion on the loans
						Increase of rate per hectare by 10% would increase FV by R163.7 million
						Decrease of rate per hectare by 10% would decrease FV by R174.1 million
				Discount rate	9.25% - 15.25%	Decrease of the discount rate by 2% would increase the FV by R82.7 million
						Increase of the discount rate by 2% would decrease the FV by R98.0 million
				Time to Maturity	2.0 - 3.0 years	Decrease of 6 months would increase the FV by R104.0 million
						Increase of 6 months would decrease the FV by R92.6 million

* The two combined properties are held as security for the fair value loan of R935.5 million (2021: R1.5 billion) per the table above, as well as amortised cost loans of R137.5 million (2021: R353.6 million).

Valuation process

The Group's finance and corporate finance teams perform valuations on certain assets for financial reporting purposes.

The valuation input, assumptions, methodology and outputs are then challenged and debated with the Group Financial Director (FD) prior to approval. Teams present their valuations for significant investments to the FD who interrogates the methodology used and the assumptions applied in the valuations. Discussions of valuation processes and results are held between the FD and the respective teams at least once every six months, in line with the Group's half-yearly reporting periods. Any resulting adjustments to the carrying value will follow the internal approval process.

North coast properties, being security on the lending, are assessed by an independent valuation professional and the option pricing model for the assessment of fair value is performed by an independent expert.

The main four inputs used by the Group in measuring the fair value of financial instruments are:

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- Discount rates: these are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset;
- Risk adjustments: these are specific to the counterparties (including assumptions about credit default rates) and are derived from the market assumptions on the operational environment and other factors affecting the investment;
- Earnings growth factor for unlisted investments: these are estimated based on market information for similar types of companies or historical growth patterns; and
- Independent expert valuations: valuations were conducted by registered independent experts using both the market approach and investment method.

6. DISPOSAL OF SUBSIDIARIES AND BUSINESSES

for the year ended 31 December 2022

During the year, the Group disposed of the following:

Company	Nature of business	Nature of disposal	Interest disposed	Date disposed	Disposal consideration R'000
Grindrod Financial Holdings Limited	Banking services	Sale of ordinary shares – disposal of subsidiary	100%	01 November 2022	1 264 195
Grindrod Bank Limited	Banking services	Sale of preference shares – disposal of subsidiary	100%	01 November 2022	292 699
Total disposal consideration					1 556 894

Reason for current year disposal

The disposal is in line with Grindrod's strategic intent to separate its Freight Services and Banking services businesses.

Net assets disposed in the current year

The net assets disposed is as follows:

	Total disposal R'000
Property, terminals, machinery, vehicles and equipment	5 326
Right of use assets	3 830
Other investments	5 727
Financial assets	5 808
Loans and advances	7 992 789
Deferred taxation	65 106
Trade and other receivables	78 282
Taxation	16 219
Liquid assets and short-term negotiables	5 249 782
Bank balances and cash	1 395 554
Business combination reserve	(28 574)
Long term borrowings	(1 141 641)
Lease liabilities	(6 771)

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	Total disposal R'000
Financial liabilities	(504)
Current liabilities	(96 098)
Deposits from Bank Customers	(11 807 325)
Total	1 737 510
Loss on disposal	(265 616)
Less: financial guarantees raised on disposal	
Advances warranty provision *	70 000
Other warranty provision **	15 000
Proceeds on disposal	1 556 894
Less: Cash disposed	(1 395 554)
Net cash inflow on disposal of subsidiaries	161 340

* The Group provided warranties for a maximum of R300 million on specific loans and advances relating to KZN North Coast properties. This was fair valued at disposal date and a provision of R70.0 million was raised.

** The Group provided other warranties for a maximum of R100 million. Exposure was assessed to be R15.0 million and a provision was raised.

During the prior year, the Group disposed of the following:

Company	Nature of business	Nature of disposal	Interest disposed	Date disposed	Disposal consideration R'000
Innovative Strategic Investments 1 Proprietary Limited ("ISI")	Corporate branding and signage	Sale of shares – disposal of subsidiary	49%	30 June 2021	-
Fuelogic Namibia Proprietary Limited ("Fuelogic Namibia")	Fuel carriers	Sale of shares – disposal of subsidiary	100%	31 August 2021	19 848
Fuelogic, a division of Grindrod (South Africa) Proprietary Limited ("Fuel SA")	Fuel carriers	Sale of assets and liabilities – disposal of business	n/a	31 August 2021	107 187
Grindrod Automotive, a division of Grindrod (South Africa) Proprietary Limited ("Automotive")	Car carriers	Sale of assets and liabilities – disposal of business	n/a	31 August 2021	95 000
Total disposal consideration					222 035

The details of the SIRE disposal have been disclosed in note 4.

Reason for prior year disposals

In 2019, following an assessment of control over the entity, in terms of IFRS 10: Consolidated Financial Statements, the Group consolidated Innovative Strategic Investments 1 Proprietary Limited. In 2021, the Group disposed of its shareholding in the entity in line with the exit strategy of the private equity portfolio.

In addition, in line with the strategy to exit poor performing businesses, the Group disposed of its South African and Namibian fuel carrier businesses.

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Net assets disposed in the prior year

The net assets disposed is as follows:

	Disposal of subsidiaries - ISI and Fuelogic Namibia R'000	Disposal of businesses - Fuel SA and Automotive R'000	Total disposal R'000
Property, terminals, machinery, vehicles and equipment	46 600	303 929	350 529
Right of use assets	972	27 387	28 359
Goodwill	-	133 814	133 814
Deferred taxation	178	-	178
Inventory	15 967	-	15 967
Trade and other receivables	5 178	1 930	7 108
Non-controlling interests	128 636	-	128 636
Cash and bank	10 136	-	10 136
Long-term debt	(26 457)	(24 807)	(51 264)
Current liabilities	(25 730)	-	(25 730)
Total	155 480	442 253	597 733
Loss on disposal	(135 632)	-	(135 632)
Loss on re-measurement to fair value less costs to sell	-	(240 066)	(240 066)
Proceeds on disposal	19 848	202 187	222 035
Less: Settled directly with financial institutions	-	(30 000)	(30 000)
Less: Proceeds receivable	(19 848)	(172 187)	(192 035)
Less: Cash disposed	(10 136)	-	(10 136)
Net cash outflow on disposal of subsidiaries	(10 136)	-	(10 136)

**7. NON-CURRENT ASSETS HELD FOR SALE AND NON-CURRENT LIABILITIES
ASSOCIATED WITH ASSETS AS HELD FOR SALE**

for the year ended 31 December 2022

The joint venture transaction between Maersk logistics and services operations with certain of the Group's container depots and its coastal shipping business was completed with all conditions precedent fulfilled on 01 January 2023. Consequently, the assets and liabilities, subject to disposal, are classified as held for sale.

The disposal is not a discontinued operation as it does not constitute a separate major line of business to the Group, therefore earnings have been presented in continuing operations.

	Total disposal R'000
Property, terminals, machinery, vehicles and equipment	326 034
Right of use assets	231 968
Goodwill and intangible assets	147 327
Other investments	6 430
Inventory	41 602
Bank balances and cash	6
Trade and other receivables	221 438

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	Total disposal R'000
Total non-current assets held for sale	974 805
Lease liabilities	(272 107)
Trade and other payables	(91 697)
Non-current liabilities associated with assets held for sale	(363 804)

8. RELATED PARTY TRANSACTIONS

for the year ended 31 December 2022

During each year, the Group, in the ordinary course of business, enters into various transactions with related parties. Parties are related if one party has the ability to control or exercise significant influence over the other party in making financial and operating decisions. These transactions are entered into under terms that are no more or less favourable than those entered into with external third parties.

Below is a list of significant related party transactions and balances for each year:

	Nature of relationship	Reviewed 31 December 2022 R'000	Audited 31 December 2021 R'000
Goods and services sold to:			
Portus Indico	Joint venture	134 693	79 492
Terminal De Carvão da Matola Limitada	Joint venture	283 933	140 982
Grindrod Rail Consultancy Services Proprietary Limited	Joint venture	47 208	30 062
Röhlig-Grindrod Proprietary Limited	Joint venture	40 642	33 657
France Rail Industry South Africa Proprietary Limited	Other related party *	751	664
Interest earned on loans to associates	Associates	77 269	101 031
WJ Grindrod and C Grindrod	Other related party ^	32 736	-
Goods and services purchased from:			
Cockett Marine Oil Private Limited	Joint venture	52 234	84 561
Amounts due from related party:			
Maputo Intermodal Container Depot, S. A	Joint venture	86 494	61 014
Railco Africa Limited	Joint venture	74 644	97 141
RBT Grindrod Terminals Proprietary Limited	Joint venture	185 901	153 940
RBT Resources Proprietary Limited	Other related party	-	204 222
GPR Leasing Africa Proprietary Limited	Joint venture	97 817	-
Loans to associates	Associates	-	1 057 660
Property-owning entities		-	828 527
Private equity portfolio		-	229 133
Beneficial direct interests held by directors:	Equity investment in:	% held	% held
Various directors	Grindrod Limited ordinary and preference shares	0.26	0.25

* ZP Zatu-Moloi, a non-executive director of Grindrod Limited, is a shareholder and director of this entity.

^ WJ Grindrod, a non-executive director of Grindrod, and C Grindrod, purchased a UK residential property from the Group. The purchase price agreed was within the range of two valuations performed by independent valuers. The transaction was reviewed by the Group's lead independent non-executive director. The Company is currently finalising the regulatory requirements of this transaction.

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9. CONTINGENT LIABILITIES

for the year ended 31 December 2022

The Company guaranteed loans and facilities of subsidiaries and joint ventures amounting to R3 626.0 million (December 2021: R4 213.1 million) of which R1 589.2 million (December 2021: R1 779.9 million) had been utilised at year end.

Management is currently in an appeal process with the South African Revenue Service around customs VAT on a leased vessel linked to its flagging. Supported by legal opinion, the directors are of the view that the probability of a material liability arising is low.

Despite settlement in December 2020 of an investigation by Brazilian authorities into Cockett Group, the Cockett Group is still under investigation by two other authorities. The settlement is still subject to review by the Brazilian Federal General Controlling Office and it is not possible to estimate when this will happen, but no changes are expected. External legal counsel has been engaged to assist the Cockett Group in responding to such investigations in an open and transparent way and are proactively co-operating with the authorities concerned. One investigation has been dormant for more than three years and the other only affects a small subsidiary of the Cockett Group.

Due to the abovementioned circumstances, any potential exposures (such as fines, penalties or legal costs) are not possible to determine and estimate at this stage. Cockett is a 50% joint venture to the Group.

10. CAPITAL EXPENDITURE AND COMMITMENTS

for the year ended 31 December 2022

Rmillion	Capital expenditure		Split as follows	
	2022	2023	Approved not contracted	Approved and contracted
Core operations	767	556	353	203
Port and Terminals	266	338	301	37
Logistics	486	218	52	166
Bank	2	-	-	-
Group	13	-	-	-
Split as follows:				
Subsidiaries	669	222	53	169
Joint ventures	98	334	300	34

Total capital expenditure was R767.4 million (2021: R568.4 million), of which 64% (2021:65%) was expansionary and the balance maintenance or replacement capital expenditure.

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11. CASH FLOW AND BORROWINGS

The financial position reflects net debt of R181.7 million (December 2021: net cash of R450.6 million). The Group generated cash before working capital changes of R1 952.8 million (December 2021: R1 072.6 million) during the year. Working capital contributed to a net outflow of R265.1 million (December 2021: R33.3 million).

12. STATEMENT OF FINANCIAL POSITION

With total assets of R13 829.5 million (December 2021: R25 151.5 million) and low gearing, the Group's financial position remains solid. Book net asset value per share is 1 211 cents (December 2021: 1 176 cents).

Shareholders' equity increased to R8 821.5 million (December 2021: R8 577.9 million) mainly due to profits in the current year and gains in the foreign currency translation reserve. The increase of R269.6 million in the foreign currency translation reserve was due to the weaker Rand against the US dollar from R15.93 / US\$ in December 2021 to R16.98 / US\$ in December 2022.

In addition, share buy backs of R0.7 million (December 2021: R29.9 million) were completed. Ordinary shares in issue remain unchanged from the prior year at 698 031 586.

13. BASIS OF PREPARATION

The reviewed condensed consolidated annual financial statements have been prepared in accordance with the Framework concepts, recognition and measurement criteria of IFRS and the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, and as a minimum, contain the information required by IAS 34 Interim Financial Reporting, and comply with the Listings Requirements of the JSE Limited applicable to provisional reports and the Companies Act No. 71 of 2008 of South Africa requirements applicable to condensed financial statements.

The Grindrod Bank disposal was effective on 01 November 2022 and the Bank segment has been presented as discontinued operations in terms of IFRS 5: Non-Current Assets Held for Sale and Discontinued Operations as it constitutes a major line of business. Accordingly, the financial results in the income statement for 2021 have been re-presented.

These condensed consolidated financial statements have been prepared under the supervision of Fathima Ally, CA(SA) and were approved by the Board of directors on 01 March 2023, on recommendation by the audit committee.

Accounting policies

The accounting policies adopted, and methods of computation used in the preparation of the reviewed provisional consolidated financial statements are in terms of IFRS and are consistent with those of the annual financial statements for the year ended 31 December 2021.

Trading profit is generated by the Group's operating activities and comprises revenue net of directly attributable costs and fair value gains and losses on financial instruments. Trading profit does not include finance related income and expenses. Trading profit is disclosed before expected credit losses, depreciation and amortisation, non-trading items and joint venture

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and associate equity accounted earnings.

Non-trading items are a non-IFRS measure and consist of items that are usually capital in nature or not of an operational nature. Non-trading items are those items excluded from headline earnings in accordance with the South African Institute of Chartered Accountants (SAICA) Circular 1 / 2021.

14. POST BALANCE SHEET EVENTS

The joint venture transaction between Maersk Logistics and Services operations was concluded with all conditions precedent fulfilled on 01 January 2023.

In January 2023, the Group acquired the remaining shareholding in its joint venture RBT Grindrod Terminal Proprietary Limited.

There are no other material post balance sheet events to report.

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Independent auditor’s review report on condensed consolidated financial statements to the shareholders of Grindrod Limited

We have reviewed the condensed consolidated financial statements of Grindrod Limited, contained in the accompanying provisional report, which comprise the condensed consolidated statement of financial position as at 31 December 2022, the condensed consolidated income statement, statement of other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and selected explanatory notes.

Directors’ responsibility for the condensed consolidated financial statements

The directors are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with the requirements of the JSE Limited Listings Requirements for provisional reports, as set out in the basis of preparation in Note 13, and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The Listings Requirements require condensed consolidated financial statements contained in a provisional report to be prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by Financial Reporting Standards Council and to also, as a minimum, contain the information required by International Accounting Standard (IAS) 34, Interim Financial Reporting.

Auditor’s responsibility

Our responsibility is to express a conclusion on these financial statements. We conducted our review in accordance with International Standard on Review Engagements (ISRE) 2410, which applies to a review of historical information performed by the independent auditor of the entity. ISRE 2410 requires us to conclude whether anything has come to our attention that causes us to believe that the financial statements are not prepared in all material respects in accordance with the applicable financial reporting framework. This standard also requires us to comply with relevant ethical requirements.

A review of financial statements in accordance with ISRE 2410 is a limited assurance engagement. We perform procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluate the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing. Accordingly, we do not express an audit opinion on these financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements of Grindrod Limited for the year ended 31 December 2022 are not prepared, in all material respects, in accordance with the requirements of the JSE Limited Listings Requirements for provisional reports, as set out in Note 13 to the condensed consolidated financial statements, and the requirements of the Companies Act of South Africa.

Grindrod Limited

Provisional reviewed results and dividend announcement for the year ended 31 December 2022

Deloitte & Touche

Registered Auditor

Per: MH Holme CA(SA), RA

Partner

01 March 2023

The Skye, 2 Vuna Close,

Umhlanga Ridge,

4319

Grindrod Limited

Provisional reviewed results and dividend announcement for the year ended 31 December 2022

CHANGE IN DIRECTORATE

Andrew Waller retired as CEO and executive director with effect from 31 December 2022. Grindrod wishes Andrew well in his retirement. Xolani Mbambo was appointed as CEO with effect from 01 January 2023.

David Polkinghorne resigned from the Grindrod board of directors with effect from 1 November 2022, following the disposal of Grindrod Bank. Grindrod thanks David for his contribution over the years.

Following Remgro's unbundling of its Grindrod interest to its shareholders, Pieter Uys, a non-executive director, and Willem van Wyk, alternate non-executive director, resigned from the Board of Directors of Grindrod with effect from 17 October 2022. Grindrod thanks Pieter and Willem for their support over the years.

PROSPECTS

Grindrod is relentless in its customer solutions focused strategy to deliver efficient and cost-effective logistics solutions.

XF Mbambo
Chief Executive Officer
01 March 2023

CA Carolus
Chairperson
01 March 2023

DECLARATION OF FINAL DIVIDEND

Ordinary dividend

Notice is hereby given that a final gross ordinary dividend of 22.20 cents per share has been declared out of income reserves for the year ended 31 December 2022 (2021: 20.10 cents). The final net dividend is 17.76 cents (2021: 16.08 cents) per share for ordinary shareholders who are not exempt from dividends tax. As at the date of this announcement, there were 698 031 586 ordinary shares in issue.

Preference dividend

Notice is hereby given that a final gross preference dividend of 421.0 cents (2021: 313.0 cents) per cumulative, non-redeemable, non-participating and non-convertible preference share ("preference share") has been declared out of income reserves for the year ended 31 December 2022. The final net preference dividend is 336.8 cents (2021: 250.4 cents) per share for preference shareholders who are not exempt from dividends tax. As at the date of this announcement, there were 7 400 000 preference shares in issue.

Salient dates

The salient dates for the ordinary dividend and preference dividend ("dividends") are as follows:

Dividends' declaration date	Thursday, 02 March 2023
Last date to trade cum-dividend	Monday, 20 March 2023
Ordinary shares and preference shares start trading ex-dividend	Wednesday, 22 March 2023



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Record date Friday, 24 March 2023
Payment date Monday, 27 March 2023

No dematerialisation or rematerialisation of ordinary shares and preference shares will be allowed for the period Wednesday, 22 March 2023 to Friday, 24 March 2023, both days inclusive.

The local dividend tax rate is 20% and Grindrod's tax reference number is 9435/490/71/0. Both the ordinary dividend and preference dividend are declared in the currency of the Republic of South Africa.

By order of the Board

VB Commaile
Group Company Secretary
01 March 2023

CORPORATE INFORMATION

Directors

CA Carolus (Chair *), NL Sowazi * (Lead independent non-executive director), FB Ally (Group financial director), GG Gelink *, WJ Grindrod *, B Magara *, D Malik *, XF Mbambo (Group chief executive officer) and ZP Zatu Moloi *.

* Non-executive

Registered office

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South Africa

Transfer secretaries

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2019

Grindrod Limited

Provisional reviewed results and dividend announcement for the year ended 31 December 2022

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Share code: GND and GNDP ISIN: ZAE000072328 and ZAE000071106

("Grindrod" or "the Company" or "the Group")

Statements contained in this announcement regarding the prospects of the Group, have not been reviewed nor audited by the Group's external auditors.

For more information and additional analyst information, please refer to www.grindrod.com.