PORT
TERMINALS
LOGISTICS

GRINDROD LIMITED

REVIEWED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AND CASH DIVIDEND DECLARATION

for the year ended 31 December 2023

www.grindrod.com

GRINDROD

HIGHLIGHTS

SHERQ

Fatality
1
versus target of nil
(2022: nil)

LTI
20
versus target of nil
(2022: 16)

LTIFR
0.48
versus 0.5 target
(2022: 0.43 *)

Financial

EBITDA from core operations **
^ 16%
R2.5 billion
(2022: R2.2 billion ^)

Capital expenditure **
^ 44%
R1.1 billion
(2022: R0.8 billion)

Operational

Record port volumes
^ 28%
12.6 million tonnes
(2022: 9.8 million tonnes)

Record Mozambique terminal volumes
^ 14%
12.9 million tonnes
(2022: 11.3 million tonnes)

Maputo port concession extension to 2058

Navitrade conveyor belt in Richards Bay restored

Shareholder

Headline earnings from core operations **
^ 29%
R1.4 billion
(2022: R1.1 billion ^)

Interim and final ordinary dividend
^ 84%
72.4 cents per share
(2022: 39.4 cents per share)

Net asset value per share
^ 13%
1 368 cents per share
(2022: 1 211 cents per share)

* Restated to exclude the disposal of the container depot business in the prior year.

** Core operations includes Port and Terminals, Logistics and Group and is inclusive of joint ventures.

^ Prior year figures exclude discontinued operations.

All percentages reflected above are based on unrounded amounts.

BUSINESS OVERVIEW

Core operations

Grindrod achieved headline earnings growth of 29% in its core operations compared to the full year ended 31 December 2022 ("the prior year").

Port and Terminals

Port and Terminals headline earnings grew 35% on the prior year due to strong volume performance.

The port of Maputo achieved record volumes of 12.6 million tonnes, up 28% from the prior year. Volume growth was underpinned by continued strong demand for chrome and ferrochrome volume exports and an eight percent increase in rail volumes transported. The port successfully concluded its concession extension by a further 25 years to 2058 with the Conceding Authority.

Grindrod's drybulk terminals in Mozambique handled record 12.9 million tonnes, up 14% on the prior year. The first phase of the Matola drybulk export terminal upgrade is progressing well. The conveyor belt linking Grindrod's Navitrade drybulk facility in Richards Bay is now commissioned.

Logistics

Grindrod's logistics segment delivered strong results despite subdued charter market rates in the seafreight business. Excluding the impact of this, and the sale of 51% of the container depot business, this segment grew its headline earnings by 12% on the prior year. Headline earnings from ships agency and clearing and forwarding businesses grew 49% on the prior year. Grindrod's locomotive deployment rate closed strong at 70%. eSwatini multimodal corridor solution, in collaboration with eSwatini Rail, CFM and Grindrod, continued to perform well; volume grew 40% on this route.

Group

The Group segment results benefited from the interest earned on the proceeds from the disposal of Grindrod Bank in 2022. Current year results include R45.3 million (2022: R167.1 million) from Grindrod's value added services initiatives.

Non-core operations

The results include full impairment of the asset financing investment of R241 million, fair value losses to the other private equity investment portfolio of R14.7 million, and provisions and fair value losses of R77.9 million relating to the KwaZulu-Natal North Coast property loans. Marine Fuels achieved positive headline earnings albeit down 39% from the prior year due to the softer oil prices.

CONDENSED CONSOLIDATED INCOME STATEMENT

for the year ended 31 December 2023

		Reviewed 31 December 2023 R'000	Audited 31 December 2022 R'000
Continuing operations			
Revenue *		**4 845 572**	5 883 735
Trading profit ** ^		**1 015 055**	1 372 265
Expected credit losses ^ #		**(92 030)**	(267 114)
Depreciation and amortisation		**(391 631)**	(486 338)
Profit before interest and non-trading items		**531 394**	618 813
Non-trading items		**(15 175)**	61 002
Interest income		**240 642**	141 487
Interest expense		**(219 967)**	(218 024)
Profit before share of joint venture and associate companies' profit		**536 894**	603 278
Share of joint venture companies' profit after taxation		**805 237**	543 041
Share of associate companies' profit after taxation		**19 228**	31 563
Profit before taxation		**1 361 359**	1 177 882
Taxation		**(301 606)**	(347 864)
Profit for the year from continuing operations		**1 059 753**	830 018
Discontinued operations			
Profit after taxation from discontinued operations		**-**	(175 153)
Profit for the year		**1 059 753**	654 865
Attributable to:			
Owners of the parent		**987 776**	601 081
From continuing operations		**987 776**	776 234
From discontinued operations		**-**	(175 153)
Preference shareholders		**74 378**	56 396
Non-controlling interests		**(2 401)**	(2 612)
		1 059 753	654 865
Basic earnings / (loss) per share	(cents)		
From continuing operations		**148.0**	116.4
From discontinued operations		**-**	(26.3)
Total		**148.0**	90.1
Diluted earnings / (loss) per share	(cents)		
From continuing operations		**147.9**	116.3
From discontinued operations		**-**	(26.3)
Total		**147.9**	90.0

* Revenue was impacted by reduced value added service mineral export sales, charters and the disposal of Grindrod Logistics in the current year. Revenue includes R999.4 million (2022: R3 024.5 million) relating to the above-mentioned revenue streams.
** Current year trading profit includes R348.7 million net fair value losses (2022: R311.4 million) relating to the private equity and property segment.
^ These items combined constitute earnings before interest, taxation, depreciation and amortisation (EBITDA).
\# Prior year includes impairments of R24.5 million relating to the private equity and property portfolio and an impairment of R222.5 million on the loan previously advanced to set up the Richards Bay black empowerment structure.

HEADLINE EARNINGS RECONCILIATION

for the year ended 31 December 2023

	Reviewed 31 December 2023 R'000	Audited 31 December 2022 R'000
Reconciliation of headline earnings		
Profit / (loss) attributable to ordinary shareholders	**987 776**	601 081
From continuing operations	**987 776**	776 234
From discontinued operations	**-**	(175 153)
Adjusted for:	**24 649**	258 633
Impairment of goodwill *	**137 330**	-
Net profit on disposal of investments	**(34 226)**	(7 376)
Loss on disposal of business	**257**	-
Foreign currency translation reserve release	**6 549**	-
Profit on disposal of non-current assets held for sale and liabilities associated with assets held for sale	**(92 758)**	-
Impairment / (reversal of impairment) of intangibles, property, terminals, machinery, ship, vehicles and equipment	**27 608**	(15 225)
Net profit on disposal of plant, terminals, machinery, ship, vehicles and equipment	**(7 965)**	(43 120)
Loss on scrapping of intangibles, property, terminals, machinery, ship, vehicles and equipment due to KZN floods	**-**	45 211
Impairment of intangibles, property, terminals, machinery, ship, vehicles and equipment due to KZN floods	**-**	5 349
Insurance compensation on property, terminals, machinery, ship, vehicles and equipment impaired and scrapped due to KZN floods	**(21 620)**	(54 115)
Total taxation effects of adjustments	**7 783**	31 814
Joint ventures and associates:		
Net profit on disposal of intangibles, property, terminals, machinery, ship, vehicles and equipment	**(3 829)**	(54)
Impairment of intangibles, property, terminals, machinery, ship, vehicles and equipment	**5 520**	4 512
Discontinued operations:		
Loss on disposal of investments	**-**	265 616
Net profit on disposal of plant, terminals, machinery, ship, vehicles and equipment	**-**	(99)
Total taxation effects of adjustments	**-**	26 120
Headline earnings	**1 012 425**	859 714
Continuing operations	**1 012 425**	743 230
Discontinued operations	**-**	116 484

* On 30 June 2023 the goodwill applicable to the Richards Bay Terminals cash generating unit was impaired down to its recoverable amount of Rnil which was assessed based on value-in-use.

		Reviewed 31 December 2023	Audited 31 December 2022
Number of shares in issue less treasury shares	(000s)	**667 760**	667 296
Weighted average number of shares (basic)	(000s)	**667 223**	666 860
Diluted weighted average number of shares	(000s)	**667 750**	667 656
Basic headline earnings per share:	(cents)		
From continuing operations		**151.7**	111.5
From discontinued operations		**-**	17.4
Total		**151.7**	128.9
Diluted headline earnings per share	(cents)		
From continuing operations		**151.6**	111.4
From discontinued operations		**-**	17.4
Total		**151.6**	128.8
Ordinary dividends			
Dividends per share - interim	(cents)	**34.4**	17.2
Dividends per share - final	(cents)	**38.0**	22.2
Dividend cover (headline)	(times)	**2.1**	3.3
Dividends per share - special	(cents)	**-**	55.9
Preference dividends			
Dividends per share - interim	(cents)	**483.0**	337.0
Dividends per share - final	(cents)	**521.0**	421.0

CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

for the year ended 31 December 2023

	Reviewed 31 December 2023 R'000	Audited 31 December 2022 R'000
Profit for the year	**1 059 753**	654 865
Other comprehensive income / (loss):		
Items that may be reclassified subsequently to profit or loss		
Exchange differences on translation of foreign operations	**436 655**	266 083
Items that will not be subsequently reclassified to profit or loss		
Actuarial losses *	**(5 229)**	(1 382)
Fair value (loss) / gain arising on financial instruments *	**(1 234)**	403
Total comprehensive income for the year	**1 489 945**	919 969
Total comprehensive income / (loss) attributable to:		
Owners of the parent	**1 417 267**	866 155
Preference shareholders	**74 378**	56 396
Non-controlling interests	**(1 700)**	(2 582)
	1 489 945	919 969

* Net of taxation.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2023

	Reviewed 31 December 2023 R'000	Audited 31 December 2022 R'000
Property, terminals, machinery, ship, vehicles and equipment	**1 773 131**	1 681 084
Right-of-use assets	**481 727**	636 853
Investment property	**668 051**	113 252
Goodwill and intangible assets	**350 437**	356 678
Investments in joint ventures	**4 695 899**	3 440 943
Investments in associates	**221 385**	187 590
Other investments	**203 620**	567 770
Deferred taxation assets	**121 824**	124 722
Finance lease receivables	**429 477**	111 023
Loans and advances	**1 014 288**	1 072 958
Long-term receivable	**-**	204 950
Total non-current assets	**9 959 839**	8 497 823
Inventories	**54 442**	38 827
Trade and other receivables	**1 660 150**	1 670 186
Current portion of finance lease receivables	**82 959**	22 338
Current portion of long-term receivable	**253 589**	-
Taxation receivable	**38 848**	20 005
Money market funds	**416 336**	-
Cash and cash equivalents	**2 105 909**	2 605 514
Total current assets	**4 612 233**	4 356 870
Non-current assets classified as held for sale	**-**	974 805
Total assets	**14 572 072**	13 829 498

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

as at 31 December 2023

	Reviewed 31 December 2023 R'000	Audited 31 December 2022 R'000
Capital and reserves		
Share capital and premium	**3 936 323**	3 934 557
Non-distributable reserves	**2 607 411**	2 163 645
Accumulated profit	**3 387 863**	2 785 174
Equity attributable to owners of the Company	**9 931 597**	8 883 376
Non-controlling interests	**(53 500)**	(61 914)
Total equity	**9 878 097**	8 821 462
Long-term borrowings	**1 443 595**	1 087 767
Lease liabilities	**523 368**	446 344
Long-term private equity funding	**120 653**	108 924
Deferred taxation liabilities	**55 309**	14 132
Provision for post-retirement medical aid	**19 891**	20 202
Provisions and other liabilities	**185 077**	140 325
Total non-current liabilities	**2 347 893**	1 817 694
Current portion of long-term borrowings	**154 518**	235 820
Current portion of lease liabilities	**114 450**	161 829
Current portion of private equity funding	**-**	63 444
Trade and other payables	**1 677 816**	1 662 610
Taxation payable	**92 893**	251 518
Current portion of provisions and other liabilities	**40 126**	40 350
Short-term borrowings and bank overdraft	**266 279**	410 967
Total current liabilities	**2 346 082**	2 826 538
Non-current liabilities associated with non-current assets held for sale	**-**	363 804
Total equity and liabilities	**14 572 072**	13 829 498

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2023

	Reviewed 31 December 2023 R'000	Audited 31 December 2022 R'000
Profit before interest and non-trading items	**531 394**	724 762
From continuing operations	**531 394**	618 813
From discontinued operations	**-**	105 949
Non-cash adjustments	**923 899**	1 228 044
Operating profit before working capital changes	**1 455 293**	1 952 806
Working capital changes	**(305 048)**	(265 058)
Cash generated from operations	**1 150 245**	1 687 748
Net interest paid	**(18 945)**	(122 887)
Net dividends paid	**(230 406)**	(300 222)
Taxation paid	**(468 017)**	(253 610)
	432 877	1 011 029
Other operating cash flows from Private Equity and Bank		
Net advances and other liquid assets and negotiable securities	**(2 388)**	(487 236)
Net cash flows from operating activities	**430 489**	523 793
Net movement in acquisition of property, terminals, machinery, ship, vehicles and equipment	**(616 669)**	(454 245)
Net movement on disposal of investments, subsidiaries, and businesses	**(23 570)**	450 055
Net proceeds on disposal of non-current assets held for sale	**272 413**	65 000
Acquisition of money market funds	**(405 617)**	-
Funds received from joint ventures and associate companies	**-**	21 607
Net cash flows from investing activities	**(773 443)**	82 417
Acquisition of treasury shares	**-**	(715)
Borrowings raised	**1 204 062**	1 365 852
Borrowings repaid	**(1 288 442)**	(1 329 199)
Net cash flows from financing activities	**(84 380)**	35 938
Net (decrease) / increase in cash and cash equivalents	**(427 334)**	642 148
Cash and cash equivalents at the beginning of the year	**2 194 553**	1 518 020
Difference arising on translation	**72 411**	34 385
Cash and cash equivalents at the end of the year * ^	**1 839 630**	2 194 553

* Cash and cash equivalents comprise the net of bank and cash balances of R2.1 billion (Dec 2022: R2.6 billion) and the overdraft balance of R266.3 million (Dec 2022: R411.0 million).

^ The year end cash and cash equivalents and Money Market funds of R2.5 billion (Dec 2022: R2.6 billion) are the total funds available to the Group.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2023

	Reviewed 31 December 2023 R'000	Audited 31 December 2022 R'000
Ordinary and preference share capital and share premium	**3 936 323**	3 934 557
Balance at the beginning of the year	**3 934 557**	3 928 711
Share options vested	**1 766**	6 561
Treasury shares acquired	**-**	(715)
Equity compensation reserve	**40 338**	39 075
Balance at the beginning of the year	**39 075**	43 597
Share-based payments	**3 029**	2 039
Share options vested	**(1 766)**	(6 561)
Foreign currency translation reserve	**2 644 622**	2 196 770
Balance at the beginning of the year	**2 196 770**	1 927 156
Foreign currency translation realised	**6 549**	-
Foreign currency translation adjustments	**441 303**	269 614
Other non-distributable reserves	**(77 549)**	(72 200)
Balance at the beginning of the year	**(72 200)**	(85 206)
Foreign currency translation adjustments	**(5 349)**	(3 561)
Net business combination acquisition	**-**	(27 140)
Disposal of business	**-**	43 707
Accumulated profit	**3 387 863**	2 785 174
Balance at the beginning of the year	**2 785 174**	2 808 394
Other comprehensive (loss) / income from financial instruments	**(1 234)**	403
Actuarial losses recognised	**(5 229)**	(1 382)
Profit for the year	**1 062 154**	657 477
Ordinary dividends declared	**(378 624)**	(623 322)
Preference dividends declared	**(74 378)**	(56 396)
Total interest of shareholders of the Company	**9 931 597**	8 883 376
Equity attributable to non-controlling interests of the Company	**(53 500)**	(61 914)
Balance at the beginning of the year	**(61 914)**	(44 704)
Foreign currency translation adjustments	**701**	30
Non-controlling interest acquired	**4 547**	27 140
Non-controlling interest disposed	**6 408**	(40 844)
Loss for the year	**(2 401)**	(2 612)
Ordinary dividends declared	**(841)**	(924)
Total equity attributable to all shareholders of the Company	**9 878 097**	8 821 462

SEGMENTAL INFORMATION

for the year ended 31 December 2023

Following onboarding of the new Grindrod Terminals CEO and implementation of the Grindrod / Maersk transaction during the year, the composition of the segments was revised in line with areas of responsibility. Grindrod's value added services business, which is Grindrod's profit participation initiative, now forms part of the Group segment (it was previously part of the Port and Terminals segment). In addition, Grindrod's Multi-Purpose Terminal ("GMPT") is a bulk, break-bulk and container operation which now forms part of the Port and Terminals segment (previously the Logistics segment). GMPT did not form part of the transaction between Grindrod and Maersk. Accordingly, the prior year has been re-presented.

	Reviewed 31 December 2023 R'000	Re-presented 31 December 2022 * R'000
Revenue		
Port and Terminals	**3 070 277**	2 589 669
Logistics	**3 727 595**	3 271 633
Group	**692 604**	1 543 518
Total core operations	**7 490 476**	7 404 820
Marine Fuels	**16 042 942**	16 954 683
Private equity and property	**372**	399
Total continuing operations	**23 533 790**	24 359 902
Segmental adjustments **	**(18 688 218)**	(18 476 167)
	4 845 572	5 883 735
Trading profit / (loss) net of expected credit losses / EBITDA		
Port and Terminals	**1 335 904**	1 037 903
Logistics	**1 173 608**	1 245 372
Group	**3 395**	(109 506)
Total core operations	**2 512 907**	2 173 769
Marine Fuels	**47 621**	102 148
Private equity and property	**(364 529)**	(359 232)
Total continuing operations	**2 195 999**	1 916 685
Segmental adjustments **	**(1 272 974)**	(811 534)
	923 025	1 105 151
Profit / (loss) before interest and non-trading items		
Port and Terminals	**1 041 579**	849 738
Logistics	**743 214**	832 813
Group	**(36 027)**	(152 754)
Total core operations	**1 748 766**	1 529 797
Marine Fuels	**46 941**	101 272
Private equity and property	**(364 529)**	(359 232)
Total continuing operations	**1 431 178**	1 271 837
Segmental adjustments **	**(899 784)**	(653 024)
	531 394	618 813

* December 2022 figures have been re-presented for changes in the composition of the segments to align the segmental disclosure with the revised internal reporting lines as indicated above.

** 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 unaudited condensed consolidated financial statements, investments in joint ventures are equity accounted. Segmental adjustments relate to the effects of reversing proportionate consolidation to reconcile to the unaudited condensed consolidated financial statements.

SEGMENTAL INFORMATION (CONTINUED)

for the year ended 31 December 2023

	Reviewed 31 December 2023 R'000	Re-presented 31 December 2022 * R'000
Share of associate companies' profit after taxation		
Port and Terminals	**252 560**	161 510
Logistics	**2 824**	1 017
Total core operations	**255 384**	162 527
Segmental adjustments **	**(236 156)**	(130 964)
	19 228	31 563
Profit / (loss) attributable to ordinary shareholders		
Port and Terminals	**785 149**	691 670
Logistics	**615 296**	600 636
Group	**(66 074)**	(202 394)
Total core operations	**1 334 371**	1 089 912
Marine Fuels	**53 473**	87 421
Private equity and property	**(400 068)**	(401 099)
	987 776	776 234
Geographical revenue		
North America	**89 220**	137 094
Middle East	**7 360 250**	7 711 245
Singapore / Asia / Far East	**8 702 531**	9 121 379
Australia	**56 556**	48 130
South Africa	**3 211 457**	3 178 287
Rest of Africa	**4 113 776**	4 163 767
	23 533 790	24 359 902

* December 2022 figures have been re-presented for changes in the composition of the segments to align the segmental disclosure with the revised internal reporting lines as indicated above.

** 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 unaudited condensed consolidated financial statements, investments in joint ventures are equity accounted. Segmental adjustments relate to the effects of reversing proportionate consolidation to reconcile to the unaudited condensed consolidated financial statements.

CONDENSED CONSOLIDATED INCOME STATEMENT FOR DISCONTINUED OPERATIONS

for the year ended 31 December 2023

The Grindrod Bank disposal was effective on 01 November 2022 and consequently the Bank segment was presented as a discontinued operation in terms of IFRS 5: Non-Current Assets Held for Sale and Discontinued Operations in the prior year, as it constituted a separate major line of business.

	Reviewed 31 December 2023 R'000	Audited 31 December 2022 R'000
Revenue *	**-**	448 329
Trading profit	**-**	142 527
Expected credit losses	**-**	(23 316)
Depreciation and amortisation	**-**	(13 262)
Profit before interest and non-trading items	**-**	105 949
Non-trading items	**-**	(265 517)
Interest income	**-**	7 949
Loss before taxation	**-**	(151 619)
Taxation	**-**	(23 534)
Loss for the year	**-**	(175 153)
Attributable to:		
Owners of the parent	**-**	(175 153)

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

Cash flows from discontinued operations		
Net cash outflows from operating activities	**-**	(411 430)
Net cash inflows from investing activities	**-**	8 597
Net cash inflows from financing activities	**-**	692 022
Net cash inflows	**-**	289 189

NOTES TO FINANCIAL STATEMENTS

1. FOREIGN CURRENCY DENOMINATED ITEMS

for the year ended 31 December 2023

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

Exchange rates (ZAR / US$)

	Reviewed 31 December 2023 R	Audited 31 December 2022 R
Opening exchange rate	**16.98**	15.93
Closing exchange rate	**18.56**	16.98
Average exchange rate	**18.44**	16.40

2. REVENUE

for the year ended 31 December 2023

	Segment	**Reviewed 31 December 2023 R'000**	Re-presented 31 December 2022 R'000
Revenue category			
Bulk terminals recognised at a point in time		**2 250 014**	2 859 996
Handling	Port and Terminals	**1 566 010**	1 373 106
Value added services - commodity export sales	Group	**684 004**	1 486 890
Container handling		**711 224**	* 1 882 480
Recognised at a point in time	Logistics	**555 204**	* 1 336 573
Recognised over time	Logistics	**156 020**	545 907
Logistics recognised at a point in time	Logistics	**760 241**	443 327
Sale of project cargo handling equipment recognised at a point in time	Logistics	**114 398**	-
Ships agency income recognised at a point in time	Logistics	**593 241**	* 400 974
Stevedoring recognised at a point in time	Port and Terminals	**110 668**	** 110 066
Rental income recognised over time	Port and Terminals, Logistics and Group	**129 382**	v 45 147
Interest income recognised over time	Logistics	**27 808**	-
Other services ^	Port and Terminals, Logistics and Group	**148 596**	141 745
		4 845 572	5 883 735

* In December 2022 container handling revenue of R61.5 million was incorrectly disclosed in ships agency income. This has now been corrected.
** Revenue earned from stevedoring services which was previously included in other services has now been disaggregated and reported separately.
v Rental income earned which was previously included in other services has now been disaggregated and reported separately.
^ Other services include revenue earned from various ancillary services including but not limited to management fee income and training. The performance obligation is the provision of the relevant service and is satisfied at a point in time and over time.

3. RECONCILIATION OF REVENUE TO TRADING PROFIT

for the year ended 31 December 2023

	Reviewed 31 December 2023 R'000	Audited 31 December 2022 R'000
Revenue	**4 845 572**	5 883 735
Less: Expenses	**(3 893 019)**	(4 718 838)
Staff costs	**(925 860)**	(1 143 577)
Subcontractor handling, plant hire, transport and other related costs	**(1 108 181)**	(1 010 771)
Value added services - cost of commodities for export sales	**(386 730)**	(803 835)
Agent commission on commodity export sales	**(52 844)**	(377 858)
Bunker costs	**(75)**	(110 046)
Other container and bulk handling expenses	**(242 544)**	(282 258)
Cost of project cargo handling equipment sold	**(109 451)**	-
Property and infrastructure related costs	**(472 655)**	(414 879)
Audit fees	**(29 181)**	(27 130)
Other operating expenses *	**(235 692)**	(217 976)
Net foreign exchange gain / (loss)	**28 028**	(19 151)
Net loss on financial instruments	**(357 834)**	(311 357)
Add: Other income	**62 502**	207 368
Insurance income	**9 243**	150 983
Other income	**53 259**	56 385
Trading profit	**1 015 055**	1 372 265

* Other operating expenses comprises mainly of motor vehicle expenses, communication expenses, computer expenses, professional fees and administrative expenses.

4. LONG-TERM RECEIVABLE

for the year ended 31 December 2023

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

On 04 November 2021, the 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. £6.5 million (R131.5 million) has been received to date with the below tranches still to be received as follows:

- £5.2 million is to be received on 04 May 2024; and
- £5.7 million is to be received on 04 November 2024.

Since inception, the outstanding proceeds were discounted at a rate of 5.4% 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 commenced 13 months from the date of disposal.

	Reviewed 31 December 2023 R'000	Audited 31 December 2022 R'000
Carrying value of the receivable is converted at a closing exchange rate of R23.64 / £ (December 2022: R20.47 / £) *	**253 589**	204 950
Split as follows:		
Non-current ^	**-**	204 950
Current ^	**253 589**	-

* The impact of a R1 change in the exchange rate would result in a change in the receivable carrying value of R10.7 million (Dec 2022: R10.0 million). In addition, 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.

^ On 01 July 2023, a long-term debt funding arrangement was restructured to facilitate a repayment, reducing the quantum of the loan as well as to revise the underlying securities provided to the funder. This long-term receivable now forms part of the revised security under the new arrangement.

Expected credit losses of R1.6 million (December 2022: R1.6 million) have been raised relating to the abovementioned receivable.

5. FINANCIAL INSTRUMENTS DISCLOSURE

for the year ended 31 December 2023

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 macro and microeconomic environments.

R'000	Carrying value	Level 1	Level 2	Level 3	Amortised cost *	Other non-financial instruments
	31 December 2023					
		Fair value instruments				
Financial instruments						
Cash and cash equivalents	**2 105 909**	**-**	**-**	**-**	**2 105 909**	**-**
Money market funds	**416 336**	**-**	**-**	**-**	**416 336**	**-**
Other investments	**203 620**	**52 089**	**96 378**	**38 199**	**16 954**	**-**
Finance lease receivables	**512 436**	**-**	**-**	**-**	**512 436**	**-**
Loans and advances	**1 014 288**	**-**	**-**	**842 500**	**171 788**	**-**
Long-term receivable	**253 589**	**-**	**-**	**-**	**253 589**	**-**
Trade and other receivables	**1 660 150**	**-**	**-**	**-**	**1 361 031**	**299 119**
Borrowings	**(2 622 863)**	**-**	**-**	**-**	**(2 622 863)**	**-**
Trade and other payables	**(1 677 816)**	**-**	**-**	**-**	**(1 318 348)**	**(359 468)**
Provisions and other liabilities	**(225 203)**	**-**	**-**	**-**	**(135 400)**	**(89 803)**
Total		**52 089**	**96 378**	**880 699**	**761 432**	**(150 152)**

* Carrying value approximates fair value.

R'000	Carrying value	Level 1	Level 2	Level 3	Amortised cost *	Other non-financial instruments
	31 December 2022					
		Fair value instruments				
Financial instruments						
Cash and cash equivalents **	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)
Total		58 554	92 982	1 235 141	662 754	(289 002)

* Carrying value approximates fair value.
** Includes balances disclosed as held for sale. Refer to note 7.

Reconciliation of Level 3 fair value measurement of financial instruments

	Reviewed 31 December 2023 R'000	Restated 31 December 2022 * R'000
Opening balance	**1 235 141**	3 223 657
Purchases	**-**	310 892
Settlements	**(5 540)**	(371 461)
Disposal of subsidiary / business	**(6 430)**	(1 699 208)
Total gains / (losses) recognised in:		
Condensed consolidated statement of other comprehensive income	**3 353**	(1 504)
Condensed consolidated income statement	**(345 825)**	(227 235)
Closing balance	**880 699**	1 235 141

* Restatement relates to the removal of investment property which is now accounted for under the cost model. Refer to Basis of Preparation.

Fair value losses recognised in the condensed consolidated statement of other comprehensive income for Level 3 financial instruments were R342.5 million (December 2022: R228.7 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 2023 R'000**	Fair value at 31 December 2022 R'000	Valuation method	Unobservable inputs	Range of inputs	Relationship of unobservable inputs to fair value ("FV")
North coast property loan **	*** 842 500**	* 935 500	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 total value of the two properties held as security for the loan ranges from R2.7 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 between R0.5 billion and R1.2 billion on the loans Increase of rate per hectare by 10% would increase the FV by R163.4 million Decrease of rate per hectare by 10% would decrease the FV by R165.3 million

Material investment	**Fair value at 31 December 2023 R'000**	Fair value at 31 December 2022 R'000	Valuation method	Unobservable inputs	Range of inputs	Relationship of unobservable inputs to fair value ("FV")
				Discount rate	10.5% - 16.5%	Decrease of 2% on the discount rate to a range of 8.5% to 14.5% would increase the FV by R78.3 million Increase of 2% on the discount rate to a range of 12.5% to 18.5% would decrease the FV by R72.9 million
				Time to Maturity ("TTM")	2 - 3 years	Decrease of 6 months to a range of 1.5 to 2.5 years would increase the FV by R88.0 million Increase of 6 months to a range of 2.5 to 3.5 years would decrease the FV by R92.3 million
Asset financing (35.07% shareholding in Mokoro Holding Company Proprietary Limited) ^	**-**	241 000	Adjusted net asset value ^^	Adjusted net asset value	Adjusted net asset value	Adjusted net asset value

* The two properties are held as security for the fair value loan of R842.5 million (Dec 2022: R935.5 million) per the table above, as well as amortised cost loans of R153.0 million (Dec 2022: R137.5 million).

** During the year, a cross default arose on the fair value loan. The borrower provided guarantees to another lender for a loan that was in default and the lender called on the guarantee, which was not settled. Accordingly, the lender issued a letter of demand. Due to the cross-default Grindrod has also issued a letter of demand on the fair value loan.

^ On 01 July 2023, a long-term debt funding arrangement was restructured to facilitate a repayment, reducing the quantum of the loan as well to revise the underlying securities provided to the funder. Any proceeds on realising this investment now forms part of the revised security under the new arrangement.

^^ Due to negative industry / market factors, a liquidity challenge arose in the latter part of the current year and the investee defaulted on funding repayments as at 31 December 2023. Accordingly, an adjusted net asset value is considered the most appropriate valuation benchmark (Dec 2022: price multiple approach). Adjustments relate to increased credit losses applied on the financing book. The Group does not guarantee any of the debts in the business.

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 valued by an independent valuation professional and the option pricing model for the assessment of fair value of the loan is performed by an independent expert.

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

- 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. ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND BUSINESSES

for the year ended 31 December 2023

During the year, the Group acquired the following:

Company	Nature of business	Nature of acquisition	Interest acquired	Date acquired	**Cash consideration R'000**
RBT Grindrod Terminals Proprietary Limited	Terminals	Purchase of remaining shareholding *	40.3%	01 January 2023	**60 000**
Zambia Furnace Supplies Limited	Logistics	Purchase of shares **	51.0%	31 December 2023	**-**

* The entity is now 100% owned by the Group.
** The acquisition is subject to provisional accounting in terms of IFRS 3: Business Combinations as the valuations of the separately identifiable assets are still under review.

Reason for the acquisition

The acquisition of the remaining shareholding in RBT Grindrod Terminals Proprietary Limited is in line with Grindrod's strategic intent to consolidate its bulk terminals operations in Richards Bay and to exit the joint venture partner. Zambia Furnace Supplies Limited was acquired to increase Grindrod's rail service offering in the North South corridor.

Impact of the acquisition on the results of the Group:

From the dates of their acquisition, the acquired businesses contributed losses of R16.6m and revenue of R156.9m.

Net assets acquired in the current year

The net assets acquired are as follows:

	R'000
Property, terminals, machinery, vehicles and equipment	**220 743**
Right-of-use assets	**33 085**
Intangible assets	**54 820**
Inventory	**6 921**
Trade and other receivables	**65 645**
Taxation receivable	**848**
Cash and cash equivalents	**26 814**
Trade and other payables	**(154 217)**
Long-term borrowings	**(111 774)**
Lease liabilities	**(33 636)**
Deferred tax liability	**(22 636)**
Taxation payable	**(2 476)**
Non-controlling interests	**(4 547)**
Goodwill arising on acquisition	**138 936**
Fair value of businesses acquired	**218 526**
Settled as follows:	
Disposal of investment in joint venture and associated receivable	**129 762**
Add: profit on disposal of investment in joint venture	**9 918**
Shareholder loan	**18 846**
Cash purchase price	**60 000**
Net cash outflow on acquisition	
Cash purchase price paid	**60 000**
Less: cash acquired	**(26 814)**
	33 186

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

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

Reason for prior year disposal

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

Net assets disposed in the prior year

The net assets disposed are as follows:

	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)**
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, of which a provision of R126.0 million (Dec 2022: R70.0 million) was raised.

** The Group provided other warranties for a maximum of R100 million. Exposure was assessed to be R9.5 million (Dec 2022: R15 million) and a provision was raised.

7. RECONCILIATION OF NON-CURRENT ASSETS HELD FOR SALE AND LIABILITIES ASSOCIATED WITH NON-CURRENT ASSETS HELD FOR SALE TO PROCEEDS ON DISPOSAL IN THE CASH FLOW STATEMENT

for the year ended 31 December 2023

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. The assets and liabilities, subject to disposal, were classified as held for sale as at 31 December 2022.

The disposal group is not a discontinued operation as it did not constitute a separate major line of business to the Group, therefore, earnings in the prior year are presented in continuing operations.

Reconciliation of non-current assets held for sale and liabilities associated with non-current assets held for sale

	Opening carrying values R'000	Transfers in R'000	Transfers out R'000	Revised carrying values R'000
Non-current assets held for sale	**974 805**	**38 537**	**(23 561)**	**989 781**
Freehold and leasehold properties	**115 406**	**-**	**-**	**115 406**
Assets under construction	**13 152**	**-**	**-**	**13 152**
Terminals, machinery, vehicles and equipment	**197 477**	**-**	**(478)**	**196 999**
Right-of-use assets	**231 968**	**-**	**(23 083)**	**208 885**
Goodwill	**133 584**	**-**	**-**	**133 584**
Intangible assets	**13 743**	**-**	**-**	**13 743**
Inventory	**41 601**	**-**	**-**	**41 601**
Bank and cash	**6**	**-**	**-**	**6**
Unlisted investments	**6 430**	**-**	**-**	**6 430**
Trade and other receivables	**221 438**	**38 537**	**-**	**259 975**
Non-current liabilities associated with non-current assets held for sale	**(363 804)**	**(25 608)**	**37 006**	**(352 406)**
Lease liabilities	**(272 108)**	**-**	**37 006**	**(235 102)**
Trade and other payables	**(91 696)**	**(25 608)**	**-**	**(117 304)**
Revised net carrying value of assets held for sale and liabilities associated with assets held for sale	**611 001**	**12 929**	**13 445**	**637 375**

Reconciliation of held for sale balances to proceeds on disposal in the cash flow statement

	R'000
Revised net carrying value of disposal group	**637 375**
Add: profit on disposal	**92 758**
Proceeds on sale	**730 133**
Recovered as follows:	
Investment in 49% joint venture acquired	**457 720**
Cash proceeds on disposal of non-current assets held for sale per cash flow statement	**272 413**

8. RELATED PARTY TRANSACTIONS

for the year ended 31 December 2023

The Group, in the ordinary course of business, enters into various transactions with related parties. Parties are related if one party can exercise joint 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 2023 R'000**	Audited 31 December 2022 R'000
Goods and services sold to:			
Portus Indico	Joint venture	**159 785**	134 693
Terminal De Carvão da Matola Limitada	Joint venture	**124 380**	284 933
Grindrod Rail Consultancy Services Proprietary Limited	Joint venture	**25 102**	47 208
Röhlig-Grindrod Proprietary Limited	Joint venture	**88 148**	40 642
Grindrod Logistics Proprietary Limited	Joint venture	**210 437**	-
France Rail Industry South Africa Proprietary Limited	Other related party *	**761**	751
WJ Grindrod and C Grindrod	Other related party **	**-**	32 736
Interest earned on loans to associates	Associates	**-**	77 269
Goods and services purchased from:			
Cockett Marine Oil Private Limited	Joint venture	**1 766**	52 234
Amounts due from related party:			
Maputo Intermodal Container Depot, S. A	Joint venture	**78 119**	86 494
Railco Africa Limited	Joint venture	**1 052**	74 644
RBT Grindrod Terminals Proprietary Limited	Joint venture	**-**	185 901
GPR Leasing Africa Proprietary Limited	Joint venture	**89 256**	97 817
Grindrod Logistics Proprietary Limited	Joint venture	**316 558**	-

* 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 gross purchase price amounted to £1 650 000 (R35 564 265). The Company has finalised the regulatory requirements of this transaction, as announced on SENS on 03 April 2023.

9. CONTINGENT LIABILITIES

for the year ended 31 December 2023

The Company guaranteed loans and facilities of subsidiaries and joint ventures amounting to R3 401.4 million (December 2022: R3 626.0 million) of which R1 696.6 million (December 2022: R1 589.2 million) had been utilised at year end.

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

Cockett is a 50% joint venture to the Group and have the below matters pending:

- Despite settlement in December 2020 of an investigation by Brazilian authorities into Cockett Group, the Cockett Group was under investigation by two other authorities. The settlement is still possibly subject to review by the Brazilian Federal General Controlling Office. It is not possible to estimate if or when this will happen, but no changes are expected even if such a review would occur. 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 four years. The other affected a small subsidiary of the Cockett Group and is now closed. 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 Marine South Africa is currently in legal proceedings with SARS in respect of penalties and custom duties amounting to R350.0 million (at 100%), on fuel exports. Management have repudiated the claims as Cockett Marine South Africa was neither the exporter on record nor did the company ever claim any rebates or refunds for customs duties from SARS, and as such, SARS need to look to the customer for recovery. Supported by legal advice, the directors are of the view that the probability of a material liability arising is low.

10. CAPITAL EXPENDITURE AND COMMITMENTS

for the year ended 31 December 2023

		Capital commitments		Split as follows	
R'million	**2023**	2024	2025	Approved not contracted	Approved and contracted
	1 106.6	613.5	105.5	539.2	179.8
Port and Terminals	**372.1**	416.9	105.5	429.2	93.2
Logistics	**719.1**	196.6	-	110.0	86.6
Group	**15.4**	-	-	-	-
Split as follows:					
Subsidiaries	**784.3**	373.7	-	257.5	116.2
Joint ventures	**322.3**	239.8	105.5	281.7	63.6

Total capital expenditure was R1 106.6 million (December 2022: R767.4 million), of which 46% (December 2022: 64%) was expansionary and the balance maintenance or replacement capital expenditure.

11. CASH FLOW AND BORROWINGS

The financial position reflects net debt of R100.6 million (December 2022: R181.7 million). The Group generated operating profit before working capital cash flows of R1 455.3 million (December 2022: R1 952.8 million) during the year. Working capital contributed to a net outflow of R305.0 million (December 2022: R265.1 million).

12. STATEMENT OF FINANCIAL POSITION

With total assets of R14 572.1 million (December 2022: R13 829.5 million) and low gearing, the Group's financial position remains solid. Book net asset value per share is 1 368 cents (December 2022: 1 211 cents).

Shareholders' equity increased to R9 878.1 million (December 2022: R8 821.5 million) in the year mainly due to profits and gains in the foreign currency translation reserve. The increase of R441.3 million in the foreign currency translation reserve was due to the weaker closing Rand against the US dollar from R16.98 / US$ in December 2022 to R18.56 / US$ in December 2023.

Ordinary shares in issue remain unchanged from December 2022 at 698 031 586.

13. BASIS OF PREPARATION

The reviewed condensed consolidated 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, contain the information required by IAS 34 Interim Financial Reporting, and comply with the Listings Requirements of the JSE Limited and the Companies Act No. 71 of 2008 of South Africa requirements applicable to condensed financial statements.

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 06 March 2024, on recommendation from the audit committee.

Accounting policies

The accounting policies adopted, and methods of computation used in the preparation of the reviewed condensed consolidated financial statements are in terms of IFRS and are consistent with those of the annual financial statements for the year ended 31 December 2022 except for *IAS 40: Investment property* and *IFRS 17: Insurance contracts*. Refer below for further details.

- *IAS 40: Investment property*
  In the past, the Bank, via the Private Equity and Property structures, invested in properties / property related investments to benefit from capital appreciation. With the disposal of Grindrod Bank on 01 November 2022 and the significant wind-down of the Private Equity and Property segment, in line with Grindrod's revised Freight Services strategy, the accounting policy for investment properties was revised. Effective 01 January 2023, the Group has changed its accounting policy for subsequent measurement of investment property from the fair value model to the cost model as this reflects more relevant and understandable information for users of the financial statements. The

effect of the change in accounting policy resulted in the reversal of the cumulative fair value gains of R6.5 million. The effect of the change was not material and hence recognised in the current year.

- *IFRS 17: Insurance contracts* ("IFRS 17")
  IFRS 17 and amendments thereto as issued by the IASB became effective for annual periods beginning 01 January 2023. The standard aims to scope in contracts where a transference of risk from a third party to the Group has occurred. After completing a detailed impact analysis, the Group determined that there were no material impacts arising from the adoption of IFRS 17. With respect to financial guarantees, the Group will continue to account for these contracts in accordance with IFRS 9: Financial Instruments as per its existing policy, and as permitted by IFRS 17.

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 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 / 2023.

14. POST BALANCE SHEET EVENTS

The concession to operate the port of Maputo by MPDC, in which Grindrod holds a 24.7% share, was officially extended by 25 years to 2058. This is a non-adjusting post balance sheet event. There are no other material post balance sheet events to report.

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 report, which comprise the condensed consolidated statement of financial position as at 31 December 2023, 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, 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 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 2023 are not prepared, in all material respects, in accordance with the requirements of the JSE Limited Listings Requirements for condensed financial statements, as set out in Note 13 to the condensed consolidated financial statements, and the requirements of the Companies Act of South Africa.

Deloitte & Touche
Registered Auditor
Per: MH Holme CA(SA), RA
Partner

06 March 2024

5 Magwa Cresent
Waterfall City
Waterfall
Johannesburg
2090

CHANGE IN DIRECTORATE

There has been no change in the directorate of Grindrod Limited.

PROSPECTS

Grindrod is resolute in driving its growth agenda through pursuit of its customer solutions focused strategy to deliver efficient and cost-effective integrated logistics solutions. As a strategic imperative to support its terminals and in readiness for private rail operator access, Grindrod is focusing on a systematic increase of its rolling stock capacity over the coming years.

XF Mbambo	CA Carolus
Chief Executive Officer	Chair
06 March 2024	06 March 2024

DECLARATION OF FINAL DIVIDEND

Ordinary dividend

Notice is hereby given that a final gross ordinary dividend of 38.0 cents per share (2022: 22.2 cents per share) has been declared out of income reserves for the year ended 31 December 2023. The final net ordinary dividend is 30.4 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 dividend of 521.0 cents (2022: 421.0 cents) per cumulative, non-redeemable, non-participating and non-convertible preference share has been declared out of income reserves for the year ended 31 December 2023. The final net preference dividend is 416.8 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 are as follows:

Dividends' declaration date	Thursday, 07 March 2024
Last date to trade cum-dividend	Tuesday, 02 April 2024
Ordinary shares and preference shares start trading ex-dividend	Wednesday, 03 April 2024
Record date	Friday, 05 April 2024
Payment date	Monday, 08 April 2024

No dematerialisation or rematerialisation of ordinary shares and preference shares will be allowed during the period Wednesday, 03 April 2024 to Friday, 05 April 2024, 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 Commaille
Group company secretary
06 March 2024

CORPORATE INFORMATION

Directors
Non-executive directors: CA Carolus (Chair), NL Sowazi (Lead independent director), WJ Grindrod, B Magara, D Malik and ZP Zatu Moloi
Executive directors: XF Mbambo (Group Chief Executive Officer) and FB Ally (Group Financial Director)

Registered office

Grindrod Mews
106 Margaret Mncadi Avenue, Durban, 4001
PO Box 1
Durban, 4000
South Africa

Share transfer secretaries

JSE Investor Services Proprietary Limited
JSE Building
One Exchange Square
2 Gwen Lane
Sandown
South Africa
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PO Box 4844, Johannesburg, 2000
South Africa
P +27 11 713 0800, **F** +27 86 674 4381
info@jseinvestorservices.co.za

Registered auditors

Deloitte & Touche
Designated Audit Partner: Mark Holme CA(SA) RA

Sponsor

Nedbank Corporate and Investment Banking, a division of Nedbank Limited

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Sandown, Sandton, 2196

PO Box 1144, Johannesburg, 2000

P +27 11 294 4444

Registration number: 1966/009846/06, Incorporated in the Republic of South Africa

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.