

GRINDROD LIMITED

(Registration number: 1966/009846/06)

Ordinary share code: GND and ISIN: ZAE000072328

Preference share code: GNDP and ISIN: ZAE000071106

("the company")

RESULTS OF GENERAL MEETING

Shareholders are hereby advised that, at the general meeting of shareholders of the company held today, Monday, 4 June 2018, all the proposed ordinary resolutions, as set out in the notice of general meeting attached to the circular to shareholders dated Monday, 7 May 2018, were passed by the requisite majority of shareholders present and voting, in person or by proxy.

Details of the results of voting at the general meeting are as follows:

Ordinary shares:

- Total number of issued ordinary shares: 762 553 314 with a par value of 0.002 cents per share.
- Total number of issued ordinary shares net of treasury shares ("Total Votable Ordinary Shares"): 756 265 920.
- Total number of issued ordinary shares which were present/represented at the general meeting: 602 980 640 being 79,73% of the Total Votable Ordinary Shares.

Preference shares:

- Total number of issued preference shares with a par value of 0.031 cent per share ("Total Votable Preference Shares"): 7 400 000
- Total number of issued preference shares which were present/represented at the general meeting: 228 161 being 3,08% of the Total Votable Preference Shares.

ORDINARY RESOLUTIONS FOR ORDINARY AND PREFERENCE*

SHAREHOLDERS

* In terms of the Memorandum of Incorporation of the Company, a preference share holder shall be entitled to that proportion of the total votes in the company which the aggregate amount of the nominal value of the preference shares held by him bears to the aggregate amount of the nominal value of all shares issued by the Company. The preference shares have been weighted, based on their par value in relation to that of ordinary shares (0.031 cents per share divided by 0.002 cents per share equals 15.5 preference shares per ordinary share).

Ordinary resolution number 1: Approval of Category 1 Transaction

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
604 238 890 being 99,71%	1 745 231 being 0,29%	533 015 being 0,06%	605 984 121 being 69,58%

Ordinary resolution number 2: Approval of listings

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
604 238 890 being 99,71%	1 745 231 being 0,29%	533 015 being 0,06%	605 984 121 being 69,58%

Ordinary resolution number 3: General authority

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
604 232 139 being 99,71%	1 748 331 being 0,29%	536 666 being 0,06%	605 980 470 being 69,58%

Notes:

- (1) The votes carried for and against each individual resolution are disclosed as a percentage in relation to the total number of shares voted in each class (whether in person or by proxy), in respect of such individual resolution at the general meeting.
- (2) The total number of shares abstained in each class, in respect of each individual resolution (whether in person or by proxy) is disclosed as a percentage in relation to the Total Votable Ordinary/Preference Shares.
- (3) The total number of shares voted in each class (whether in person or by proxy) at the general meeting in respect of each individual resolution is disclosed as a percentage in relation to the Total Votable Ordinary/Preference Shares.

Durban

4 June 2018

Transaction Sponsor

RAND MERCHANT BANK (A division of FirstRand Bank Limited)

Corporate Sponsor

Grindrod Bank Limited