

Grindrod Limited
(Incorporated in the Republic of South Africa)
(Registration number 1966/009846/06)
Share code: GND & GNDP
ISIN: ZAE000072328 & ZAE 000071106
("Grindrod" or "the Company")

UPDATE ON THE CATEGORY 2 TRANSACTION ANNOUNCEMENT: DIVESTMENT FROM NWK LIMITED ("NWK") BY GRINDROD

Shareholders are referred to the announcement released on SENS on 2 September 2019 ("the Announcement") relating to the divestment from NWK by Grindrod, through its wholly owned subsidiary Grindrod Trading Holdings Proprietary Limited. In terms of the Sale of Share agreement ("Agreement"), Grindrod will dispose of its investment in NWK for an aggregate disposal consideration of R204 072 848 (two hundred and four million seventy-two thousand eight hundred and forty-eight Rand) (the "Sale").

Shareholders are hereby advised that following the NWK and NWK Holdings Limited ("NWKH") shareholder meetings on 9 September 2019, the following Sale Conditions Precedent have been fulfilled:

1. the requisite number of votes by NWK Shareholders required to have been exercised in favour of the NWK Sections 44 and 45 Financial Assistance Authority were passed by the requisite majority votes by NWK ordinary shareholders present in person or represented by proxy (as set out in clause 3.2.1 of the Announcement);
2. the requisite number of votes by NWKH ordinary shareholders required to have been exercised in favour of the NWKH Sections 44 and 45 Financial Assistance Authority were passed by the requisite majority votes by NWKH ordinary shareholders present in person or represented by proxy as set out in clause 3.2.2 of the Announcement);
3. pursuant to the approval of the NWK Sections 44 and 45 Financial Assistance Authority, the NWK Board authorised NWK to grant the inter-company loan to NWK Holdings (or its duly authorised nominee) equal to the value of the Purchase Consideration (plus any securities transfer tax and/or NWK holdings' portion of any exchange and/or authorised user related fees which may become due and payable pursuant to the implementation of the Sale) ("the NWK Loan"), which NWK board authorisation included the application and satisfaction of the solvency and liquidity test in terms of section 4 of the Companies Act, No. 71 of 2008; (as set out in clause 3.2.3 of the Announcement) and

4. all regulatory approvals required from 4 Africa Exchange Proprietary Limited have been obtained (as set out in clause 3.2.6 of the Announcement).

The transaction remains subject to the fulfilment of remaining Sale Conditions Precedent, namely the advance and the utilisation of the loan from NWK Limited to NWK Holdings Limited (as set out in clauses 3.2.4. and 3.2.5. of the Announcement).

A further announcement will be made in due course in respect of the fulfilment of the remaining Sale Conditions Precedent as detailed in the Announcement.

10 September 2019

Sponsor

Grindrod Bank Limited

Legal Advisor to Grindrod

Edward Nathan Sonnenbergs Incorporated