

GRINDROD LIMITED

Registration number 1966/009846/06

Share code: GND & GNDP

ISIN: ZAE000072328 & ZAE000071106

(“Grindrod” or the “Company” or the “Group”)

RESULTS OF ANNUAL GENERAL MEETING

In terms of section 3.91 of the JSE Listings Requirements, shareholders are hereby advised that at the annual general meeting of shareholders of the Company held electronically today, Wednesday, 26 May 2021, all the proposed ordinary and special resolutions, as set out in the notice of annual general meeting contained in the Integrated Annual Report which was distributed to shareholders on 29 April 2021, were passed by the requisite majority of shareholders present and voting, in person or by proxy, at the annual general meeting.

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

Ordinary shares:

- Total number of issued ordinary shares: 698 031 586
- Total number of issued ordinary shares net of treasury shares (“Total Votable Ordinary Shares”): 675 122 354.
- Total number of issued ordinary shares which were present/represented at the annual general meeting: 545 256 418 being 80.76% of the Total Votable Ordinary Shares.

Preference shares:

- Total number of issued preference shares (“Total Votable Preference Shares”): 7 400 000
- Total number of issued preference shares which were present/represented at the annual general meeting: 793 365 being 10.72% of the Total Votable Preference Shares.

ORDINARY RESOLUTIONS FOR ORDINARY SHAREHOLDERS

Ordinary resolution 2.1.1: Re-election of directors retiring by rotation: MJ Hankinson

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
86.87%	13.13%	0.03%	80.74%

Ordinary resolution 2.1.2: Re-election of directors retiring by rotation: NL Sowazi

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.91%	0.09%	0.03%	80.73%

Ordinary resolution 2.1.3: Re-election of directors retiring by rotation: PJ Uys

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
89.95%	10.05%	0.03%	80.74%

Ordinary resolution 2.2.1: Confirmation of appointment of director appointed by the board since the previous annual general meeting: FB Ally

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.02%	0.98%	0.03%	80.74%

Ordinary resolution 2.3: Election of member and appointment of chairman of the audit committee: GG Gelink

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.97%	0.03%	0.03%	80.74%

Ordinary resolution 2.4.1: Election of members of the audit committee: WO van Wyk

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
90.18%	9.82%	0.03%	80.74%

Ordinary resolution 2.4.2: Election of members of the audit committee: ZP Zatu

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.99%	0.01%	0.03%	80.73%

Ordinary resolution 2.5.1: Re-appointment of Deloitte & Touche as independent auditors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
87.53%	12.47%	0.03%	80.73%

Ordinary resolution 2.5.2: Re-appointment of M Holme as designated audit partner

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
98.45%	1.55%	0.03%	80.73%

Ordinary resolution 2.6: General authority to directors to allot and issue ordinary shares

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
81.54%	18.46%	0.70%	80.04%

Ordinary resolution 2.7: General authority to issue ordinary shares for cash

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
83.06%	16.94%	0.70%	80.04%

SPECIAL RESOLUTIONS FOR ORDINARY SHAREHOLDERS**Special resolution 3.1: Approval of non-executive directors' fees**

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.77%	0.23%	0.03%	80.73%

Special resolution 3.2: General authority to provide financial assistance in terms of section 44 of the Act

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.81%	0.19%	0.03%	80.73%

Special resolution 3.3: General authority to provide financial assistance in terms of section 45 of the Act

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.81%	0.19%	0.03%	80.73%

SPECIAL RESOLUTION FOR ORDINARY AND PREFERENCE SHAREHOLDERS**Special resolution 3.4: Repurchase of Grindrod's ordinary shares**

Ordinary shareholders

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.99%	0.01%	0.03%	80.74%

Preference shareholders

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
91.57%	8.43%	0.21%	10.72%

NON-BINDING ADVISORY VOTES

Non-binding advisory vote 4.1: Confirmation of the Group remuneration policy

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
77.82%	22.18%	0.03%	80.74%

Non-binding advisory vote 4.2: Confirmation of the Group implementation report

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
69.92%	30.08%	0.03%	80.73%

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 for each class (whether in person or by proxy), in respect of such individual resolution at the annual 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 number of ordinary/preference shares in issue.
- (3) The total number of shares voted in each class (whether in person or by proxy) at the annual general meeting in respect of each individual resolution is disclosed as a percentage in relation to the Total Votable Ordinary Shares/Total Votable Preference Shares.

Due to non-binding advisory vote number 4.2 relating to the Group implementation report being voted against by more than 25% of shareholders represented at the annual general meeting, an invitation is extended to such dissenting shareholders to engage with the Company in terms of section 3.84(j) of the JSE Listings Requirements as follows:

1. Dissenting shareholders are invited to forward their concerns/questions on the Group implementation report to the Group company secretary at email address Vicky.Commaille@grindrod.com in writing by close of business on Tuesday, 15 June 2021; and
2. Following the responses received from the dissenting shareholders in accordance with the above, appropriate engagements will be scheduled with such shareholders at a suitable date and time.

26 May 2021

Sponsor: Nedbank Corporate and Investment Banking, a division of Nedbank Limited