

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, Friday, 3 June 2022, 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 11 April 2022, 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”): 669 174 958.
- Total number of issued ordinary shares which were present/represented at the annual general meeting: 487 871 262 being 72.91% 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: 691 024 being 9.34% of the Total Votable Preference Shares.

ORDINARY RESOLUTIONS FOR ORDINARY SHAREHOLDERS

Ordinary resolution 2.1.1: Re-election of directors retiring by rotation: WJ Grindrod

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.76%	0.24%	0.05%	72.85%

Ordinary resolution 2.1.2: Re-election of directors retiring by rotation: B Magara

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.99%	0.01%	0.05%	72.85%

Ordinary resolution 2.1.3: Re-election of directors retiring by rotation: ZP Zatu Moloi

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.99%	0.01%	0.05%	72.85%

Ordinary resolution 2.2.1: Confirmation of appointment of director appointed by the board since the previous annual general meeting and chair of the board: CA Carolus

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.99%	0.01%	0.05%	72.85%

Ordinary resolution 2.2.2: Confirmation of appointment of director appointed by the board since the previous annual general meeting: D Malik

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
100.00%	0.00%	0.05%	72.85%

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)
99.10%	0.90%	0.05%	72.85%

Ordinary resolution 2.4.1: Election of members of the Audit committee: D Malik

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
100.00%	0.00%	0.05%	72.85%

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

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
100.00%	0.00%	0.05%	72.85%

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

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
87.08%	12.92%	0.06%	72.85%

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

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
98.97%	1.03%	0.05%	72.85%

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

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
79.30%	20.70%	0.05%	72.85%

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

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
76.09%	23.91%	0.05%	72.85%

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

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.98%	0.02%	0.06%	72.84%

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)
98.07%	1.93%	0.05%	72.85%

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)
98.31%	1.69%	0.06%	72.85%

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)
99.75%	0.25%	0.05%	72.85%

Preference shareholders

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
75.92%	24.08%	0.06%	9.34%

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)
85.14%	14.86%	0.07%	72.83%

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

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
80.30%	19.70%	0.06%	72.84%

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.

3 June 2022

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