



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 3.94 of the JSE Listings Requirements of the JSE Limited ("JSE"), shareholders are hereby advised that at the annual general meeting ("AGM") of shareholders of the Company held electronically today, Thursday, 23 May 2024, all the proposed ordinary and special resolutions, as set out in the notice of AGM contained in the Integrated Annual Report which was distributed to shareholders on Friday, 5 April 2024, were passed by the requisite majority of shareholders present and voting, in person or by proxy, except for ordinary resolution no. 5 relating to the general authority to issue ordinary shares for cash.

Details of the results of voting at the AGM 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**"): 670 319 285
- Total number of issued ordinary shares which were present/represented at the AGM: 438 264 494 being 65.38% 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 AGM: 637 182 being 8.61% of the Total Votable Preference Shares.

ORDINARY RESOLUTIONS FOR ORDINARY SHAREHOLDERS

Ordinary resolution 1.1: Re-election of director retiring by rotation: WJ Grindrod

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.87%	0.13%	0.03%	65.35%

Ordinary resolution 1.2: Re-election of director retiring by rotation: D Malik

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.94%	0.06%	0.03%	65.35%

Ordinary resolution 2.1: Election of member and appointment of chair of the audit committee: ZP Zatu Moloi

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.94%	0.06%	0.03%	65.35%

Ordinary resolution 2.2: Election of members of the audit committee: D Malik

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.94%	0.06%	0.03%	65.35%

Ordinary resolution 2.3: Election of members of the audit committee: B Magara

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
95.93%	4.07%	0.03%	65.35%

Ordinary resolution 3.1: Appointment of PricewaterhouseCoopers Incorporated as independent auditors

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
100%	0%	0.03%	65.35%

Ordinary resolution 3.2: Appointment of N Ndiweni as designated audit partner

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
100%	0%	0.03%	65.35%

Ordinary resolution 4: General authority to directors to allot and issue ordinary shares

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
62.46%	37.54%	0.03%	65.35%

Ordinary resolution 5: General authority to issue ordinary shares for cash

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
62.46%	37.54%	0.03%	65.35%

Ordinary resolution 6: Amendment to the Grindrod Limited Forfeitable Share Plan

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
86.47%	13.53%	0.02%	65.36%

SPECIAL RESOLUTIONS FOR ORDINARY SHAREHOLDERS

Special resolution 1: Approval of non-executive directors' fees

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.76%	0.24%	0.03%	65.35%

Special resolution 2: General authority to provide financial assistance in terms of section 44 of the Act

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
90.33%	9.67%	0.03%	65.35%

Special resolution 3: General authority to provide financial assistance in terms of section 45 of the Act

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
91.20%	8.80%	0.03%	65.35%

Special resolution 4: General repurchase of Grindrod's ordinary shares

NOTE THAT ORDINARY AND PREFERENCE SHAREHOLDERS WERE ABLE TO VOTE ON THIS RESOLUTION

Ordinary shareholders

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
99.49%	0.51%	0.03%	65.35%

Preference shareholders

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
74.41%	25.59%	0.05%	8.61%

NON-BINDING ADVISORY VOTES

Non-binding advisory vote 1: Confirmation of the Group remuneration policy

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
87.77%	12.23	0.10%	65.28%

Non-binding advisory vote 2: Confirmation of the Group implementation report

For (1)	Against (1)	Abstentions (2)	Shares voted (3)
83.24%	16.76%	0.03%	65.35%

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 AGM.

- (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 AGM in respect of each individual resolution is disclosed as a percentage in relation to the Total Votable Ordinary Shares/Total Votable Preference Shares.

23 May 2024

Sponsor

Nedbank Corporate and Investment Banking, a division of Nedbank Limited