

2023



OUR PEOPLE OUR STRENGTH

GRINDROD LIMITED INTEGRATED ANNUAL REPORT

for the year ended 31 December 2023

PORT
TERMINALS
LOGISTICS



CONTENTS

We provide **customer solutions** for **efficient** and **cost-effective integrated** cargo flow

ABOUT THIS REPORT

- 02 Reporting scope and boundary
- 02 Our strategic ESG objectives
- 02 Assurance
- 03 Reporting frameworks
- 03 Forward looking statements
- 03 Process disclosures
- 03 Report approval
- 03 Board approval
- 04 Key highlights

ABOUT GRINDROD

- 06 Our business structure
- 07 Our business profile
- 08 Our leadership team
- 10 How we create value

OUR OPERATING ENVIRONMENT

- 12 Chair's message
- 14 Material matters
- 15 Our operating environment
- 19 Risk review

OUR STRATEGY

- 26 Report of the Chief Executive Officer
- 28 Strategic review
- 29 Our six strategic pillars
- 30 ESG implementation and governance
- 31 Our value outcomes
- 53 Stakeholder relationships

PERFORMANCE REVIEW

- 56 Report of the Chief Financial Officer
- 59 Five-year review
- 60 Operational reviews

GOVERNANCE PRINCIPLES AND PRACTICES

- 69 Corporate governance report
- 75 Committee reports
- 78 Social, Ethics and Sustainability committee report
- 80 Remuneration report
- 82 Remuneration policy
- 87 Implementation report
- 93 Limited assurance report on certain non-financial information

SHAREHOLDERS' INFORMATION

- 95 Share analysis of ordinary shareholders
- 96 Share analysis of cumulative, non-redeemable, non-participating and non-convertible preference shares
- 97 Notice of the Annual General Meeting
- 102 Form of proxy
- 102 Notes to the form of proxy
- 103 Electronic participation in the Annual General Meeting
- 103 Electronic participation application form

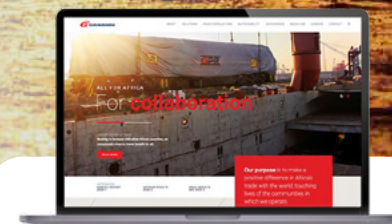
SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS

- 105 Approval of the Summarised Consolidated Financial Statements
- 105 Compliance statement by the Group Company Secretary
- 105 Preparation of the Summarised Consolidated Financial Statements
- 106 Independent auditor's report on the Summarised Consolidated Financial Statements
- 107 Summarised Consolidated Financial Statements
- 113 Notes to the Summarised Consolidated Financial Statements

GENERAL INFORMATION

- 121 List of abbreviations
- 122 Company information

OUR PURPOSE
IS TO MAKE A POSITIVE
DIFFERENCE IN AFRICA'S
TRADE WITH THE WORLD,
TOUCHING LIVES
OF THE COMMUNITIES IN
WHICH WE OPERATE.



Click through to www.grindrod.com to read more about Grindrod's business profile and structure and how we provide efficient and cost-effective integrated logistics solutions.

ABOUT THIS REPORT

REPORTING SCOPE AND BOUNDARY

This report, together with the audited Summarised Consolidated Financial Statements and other supplementary information available on the Grindrod website, provides a complete and fair review of Grindrod's economic, social and environmental performance, inclusive of information on subsidiaries, joint ventures and associates, within the context of its strategy, risks and opportunities for the financial year ended 31 December 2023. Material matters until date of publishing may also be considered.

OUR INTEGRATED ANNUAL REPORT COVERS:

Who we are and our core services
Refer to page 06

Port Terminals Logistics
Refer to our divisional review from page 60

Our value creation model
Page 10

Our operating environment
Page 15

Stakeholder relationships
Page 53

Our six-pillar strategy
Page 29

Risk review
Page 19

Our value outcomes and outlook
Page 31

Financial Reporting Boundary:
Aligns with our Summarised Consolidated Financial Statements reporting boundary, including our joint ventures and subsidiaries
Refer to page 106

Disclosure is guided by the material matters our directors believe will substantially impact Grindrod's ability to create and preserve value for stakeholders while preventing value erosion. Grindrod applies double materiality to its reporting process, having regard to financial materiality and impact across this report. The material matters (page 14) which guide our reporting narrative were approved by the Executive and the Board.

The Grindrod Limited (Grindrod or the Company) integrated annual report (IAR) aims to share with stakeholders Grindrod's purpose-led strategy for creating and sustaining value over time, and reflects on how the Group delivered on this strategy, and its performance, governance and ability to create and sustain value.



OUR STRATEGIC ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) OBJECTIVES AND HOW WE CREATE SUSTAINABLE VALUE

Grindrod is a purpose-led business, seeking to make a positive difference in Africa's trade with the world, touching lives of the communities we operate in. Our ESG transformation framework is central to delivering a positive societal and environmental impact, supported by good governance and ESG leadership through our ESG Steering committee sponsored by Grindrod's Chief Executive Officer (CEO), with the oversight of our Social, Ethics and Sustainability committee and fully supported by our Board.

Grindrod's purpose-led strategy (page 28) is underpinned by our ESG transformation framework (page 30) made up of four strategic ESG objectives (page 29): prosperity for all, regenerative environment, socially inclusive development and good governance, cascading into ten business imperatives. Each objective is aligned to a set of prioritised United Nation's Sustainable Development Goals (SDGs).

Grindrod delivers on this integrated strategy across three horizons (page 28): maximising advantage from existing solutions, infrastructure and resources, building on capacity and capability to find new effective solutions to support the growing needs of Grindrod's customers; and being agile and developing new playing fields outside current Grindrod solutions.

Our daily efforts to deliver across these horizons are underpinned by our steadfast commitment to our values: earning our customers' trust every day, respecting our people, touching lives of the communities in which we operate, innovating for operational excellence, and embracing long-term thinking and delivering on short-term action.

We report on our material ESG efforts and internally verify data presented.

Our strategic ESG objectives

Our business imperatives

PROSPERITY FOR ALL



- Sustainable profits
- Decent work and economic growth for communities
- Innovation

REGENERATIVE ENVIRONMENT



- Energy and carbon management
- Water stewardship

SOCIALLY INCLUSIVE DEVELOPMENT



- Health, safety and wellbeing
- Diversity, equity and inclusion
- Quality education

GOOD GOVERNANCE



- Zero bribery and corruption
- Responsible taxation

ASSURANCE

Grindrod adheres to a combined assurance model as outlined by King IV¹:

Summarised Consolidated Financial Statements	Grindrod's external auditor, Deloitte & Touche
Selected sustainability performance indicator disclosures	Grindrod's internal audit function
Carbon footprint and other sustainability data	Promethium Carbon Proprietary Limited
Compliance with B-BBEE regulations	1st Verification Network Proprietary Limited

¹ King Report on Corporate Governance™ for South Africa, 2016 (King IV)

ABOUT THIS REPORT continued

REPORTING FRAMEWORKS

In compiling its IAR and supplementary information, Grindrod has applied the principles contained in the King Report on Corporate Governance™ for South Africa, 2016 (King IV¹), the Johannesburg Stock Exchange Limited (JSE) Listings Requirements, International Financial Reporting Standards (IFRS) and the South Africa Companies Act, No. 71 of 2008, as amended (Companies Act). The IAR is also compiled in accordance with the concepts, guiding principles and content elements contained in the International Integrated Reporting Framework (2021) (IIRF). In addition, sustainability reporting is guided by the Global Reporting Initiative (GRI)'s Universal Standards, as updated in 2021. In recognition of global ambitions to standardise sustainability reporting frameworks the IFRS International Sustainability Standards Board (ISSB), launched IFRS S1 and IFRS S2, and reporting will be aligned thereto as required from 2024.

FURTHER TO THIS, THE RELEVANT FRAMEWORKS USED TO GUIDE BUSINESS DECISION-MAKING INCLUDE:

	<p>The SDGs give substance to a universal call to action to end poverty, protect the planet and ensure that all people enjoy peace and prosperity. The goals underpin the United Nations 2030 Agenda for Sustainable Development. Grindrod adopted eight goals that are most relevant to its business and the communities in the areas it operates in to guide business strategy and implementation.</p>
	<p>The SDG Compass is a tool that facilitates sustainability as an outcome of core business strategy.</p>
	<p>The UN Global Compact's 10 Principles comprise a value system for corporate responsibility concerning human rights, labour, the environment and anti-corruption.</p>
	<p>The Universal Declaration of Human Rights and the International Labour Organisation's Declaration on Fundamental Principles and Rights at Work.</p>
	<p>The Rio Declaration on Environment and Development.</p>
	<p>The Organisation for Economic Co-operation and Development (OECD) Anti-Bribery Convention.</p>
	<p>The Task Force on Climate-Related Financial Disclosures (TCFD) presents recommendations on climate-related financial-risk disclosures.</p>

FORWARD LOOKING STATEMENTS

A number of statements made in this IAR constitute forward looking statements. Forward looking statements may be identified by, but not limited to, the use of forward looking terminology such as "believes", "expects", "may", "will", "could", "should", "intends", "estimates", "plans", "assumes" or "anticipates" or other variations or comparable wording, or by discussions of for example, future plans, present or future events, or strategy. Any forward looking statements, many of which are beyond the Group's control and all of which are based on the Group's current beliefs and expectations about future events, and by their nature, are subject to a number of risks and uncertainties that could cause actual results and performance to differ materially from any expected future results or performance, expressed or implied, by the forward looking statements. No assurance can be given that such future results will be achieved. The forward looking statements contained in this IAR speak only as of the date of this IAR and the Group undertakes no duty to, and will not necessarily update any of them in light of new information or future events, except to the extent required by applicable law or regulation.

PROCESS DISCLOSURES

Content gathering for the 2023 IAR included Executive and Board discussions, interviews, and reviews of internal and external reporting information. A cross-functional team, led by the CEO and representing various operations and subject-matter experts across the Group, contributed towards the IAR, with oversight from the Executive and the Board. Following collective assessment, the Audit committee, responsible for oversight of the integrated annual reporting process, recommended approval of the report to the Board. The Board then provided final approval of the report.



REPORT APPROVAL

Grindrod's Board of Directors acknowledges responsibility for ensuring the integrity of the IAR. In the Board's opinion, the IAR provides a fair and balanced representation of the integrated performance of Grindrod within the context of its identified material aspects. The Board approved the 2023 IAR on 04 April 2024 for release to shareholders and other stakeholders. The Board confirms that Grindrod is in compliance with the provisions of the Companies Act relating to its incorporation and that it is operating in conformity with its Memorandum of Incorporation (MOI).

BOARD APPROVAL

 Cheryl Carolus Independent non-executive chair	 Nkululeko Sowazi Lead independent non-executive director
 Walter Grindrod Non-executive director	 Ben Magara Independent non-executive director
 Deepak Malik Independent non-executive director	 Zimkhitha Zatu Moloi Independent non-executive director
 Xolani Mbambo Executive director and CEO	 Fathima Ally Executive director and CFO

¹ Copyright and trademarks are owned by the Institute of Directors in South Africa NPC, and all of its rights are reserved.

KEY HIGHLIGHTS

FY 2023



SOCIAL PERFORMANCE

LTIFR
0.48 (target < 0.50)
(2022: 0.43*)

Fatalities
1
(2022: 0)

Social responsibility spend
R15.1 million
(2022: R6.7 million) 125.4%

Training provided
965 employees
(2022: 1 322) 27.0%

B-BBEE
Level 3 Level 1
(2022: Level 3) Grindrod Limited (2022: Level 1) Grindrod South Africa Proprietary Limited

ECONOMIC PERFORMANCE

Revenue
R23 534 million
(2022: R24 360 million) 3.4%

Trading profit
R2 196 million
(2022: R1 917 million) 14.6%

Headline Earnings per Share: Continuing operations
152 cents
(2022: 112 cents) 35.7%

Cash generated from operations
R1 150 million
(2022: R1 688 million) Controlled entities only 31.9%

Net asset value per share
1 368 cents
(2022: 1 211 cents) 13.0%

ENVIRONMENTAL PERFORMANCE

GHG emissions (tCO₂e)
47 584 tonnes
(2022: 42 225 tonnes*) 12.7%

Electricity intensity
8 893 kWh/FTE
(2022: 5 149* kWh/FTE) 72.7%

Water intensity
24.8 kℓ/Rm
(2022: 13.7kℓ/Rm) 81.0%

GHG emissions intensity (tCO₂e/Rm)
6.35
(2022: 5.70*) 11.4%

* Restated to exclude Grindrod Bank; the joint ventures Grindrod Logistics and Grindrod Rail Consultancy Services (GRCS) in the prior year, and to include Grindrod Logistics Africa consumption at all its sites (including Eswatini).

Note: All the reported numbers in the integrated annual report include Joint Ventures unless otherwise specified.

ABOUT GRINDROD

- 06 Our business structure
- 07 Our business profile
- 08 Our leadership team
- 10 How we create value



To make a **positive difference** in Africa's trade with the world, **touching the lives** of the communities in which we operate.

OUR BUSINESS STRUCTURE

Through our efficient and cost-effective integrated logistics solutions, we move Africa's commodities to the ports and on to global markets. Our presence in the port and terminals and our logistics capabilities positions us to deliver on our purpose to make a positive difference in Africa's trade with the world, touching lives of the communities in which we operate.

PORT AND TERMINALS

page 62

Port

Our investment in Maputo Port Development Company (MPDC) is the main concessionaire for the Port of Maputo, a convenient gateway to international export markets.

PORT CONCESSION

24.7% MPDC

Terminals

Our infrastructure is designed to handle a variety of bulk/breakbulk commodities, vehicles and intermodal container packing facilities.

CAR TERMINAL

100% Maputo Car Terminal Limitada (MCTL)

DRYBULK TERMINALS

100% Grindrod Mozambique Limitada (GML)

100% Grindrod Terminals Richards Bay Proprietary Limited

75% Grindrod Multi-Purpose Terminals, a division of Grindrod SA Operations Proprietary Limited (GSA Ops) (drybulk, breakbulk and intermodal)

75% Grindrod Terminals Richards Bay, a division of GSA Ops

75% Walvis Bay Bulk Terminals Proprietary Limited (Namibia)

65% Terminal de Carvão da Matola Limitada (TCM)

50% Maputo Intermodal Container Depot, S.A. (MICD) (Maputo)

STEVEDORES

75% Bay Stevedores (Richards Bay), a division of GSA Ops

49% Grindrod Namibia Stevedoring Proprietary Limited (Namibia)

NON-CORE

page 67

Marine fuels

Bunker fuel trading business.

50% Cockett Group

Private equity and North Coast property loans

Grindrod holds shares and investments, through GFS Holdings Proprietary Limited (GFSH).

100% GFSH

LOGISTICS

page 64

The logistics business has been built on over 110 years of experience. Infrastructure and expertise provide a strategic advantage in the marketplace where extensive landside logistics solutions are offered. Our comprehensive network of landside operations includes multi-purpose terminals, inland depots, warehousing and transport by road and rail, and purpose-built container ships catering to specific feeder requirements on the South African coast.

Intermodal

We provide solutions through our warehousing, distribution, container depots and transport capabilities. Our container depots in Johannesburg, Cape Town, Gqeberha and Durban provide logistics solutions that include container handling and storage, container structural repairs, reefer services, container transport and parts sales.

100% Grindrod Logistics Mozambique Limitada (GLM)

100% United Container Depots Proprietary Limited

75% Nacala Intermodal Terminal Investments

74.3% Indicus Dry Terminal Limitada

49% Grindrod Logistics Proprietary Limited (South Africa)

Cross-border, project logistics and marine solutions

With offices in all the major transit corridors in southern Africa, we can manage projects from start to finish for customers across many industries across the southern African region. We also offer all-encompassing integrated solutions to customers through a single point of contact, including multi-modal road and rail bulk solutions connecting customers via various trade corridors.

100% Grindrod Logistics Africa (Kingdom of Eswatini, Malawi, Tanzania, Uganda and Zambia)

100% Grindrod Marine Transport (Mauritius)

75% Grindrod Logistics Africa Pty Ltd (South Africa)

51% Zambian Furnace Supplies Limited

50% Grindways Logistics Limited (Uganda)

12.5% East Africa Marine Transport Limited (Uganda)

Clearing and forwarding

We offer freight forwarding, customs brokerage, contract logistics, project logistics and digital solutions across six continents.

50% Röhlig-Grindrod (South Africa and Mozambique)

Ships agency and marine technical services

We provide a ships agency, logistics and marine technical and engineering services to the maritime, offshore and oil and gas sectors.

100% Sturrock Grindrod Maritime (Australia, UAE, Kenya, Mozambique, Namibia, Papua New Guinea, Singapore and Thailand)

75% Hesper Engineering, a division of Novatech Proprietary Limited (Novatech)

75% Sturrock Grindrod Maritime Proprietary Limited (South Africa)

49% Sturrock Flex Shipping SaRL (Madagascar)

37% Sturrock Flex Shipping Limited (Tanzania)

Rail

We offer specialised models for different markets – from whole concession management by the Beitbridge Bulawayo Railway Company in Zimbabwe (BBR) to the operation of heavy haul trains in Sierra Leone. Maintenance of rolling stock and rail-related consulting are also key factors of Grindrod's rail proposition. Core competencies include infrastructure management, rolling stock procurement, train optimisation, training, safety management and train control systems.

100% RRL Grindrod Limited (Sierra Leone) (SL1)

100% RRL Grindrod SL2 Limited (Sierra Leone)

100% Grindrod Rail, a division of Grindrod (South Africa) Proprietary Limited and Grindrod Mauritius

73.9% New Limpopo Bridge Projects Limited

62.8% BBR

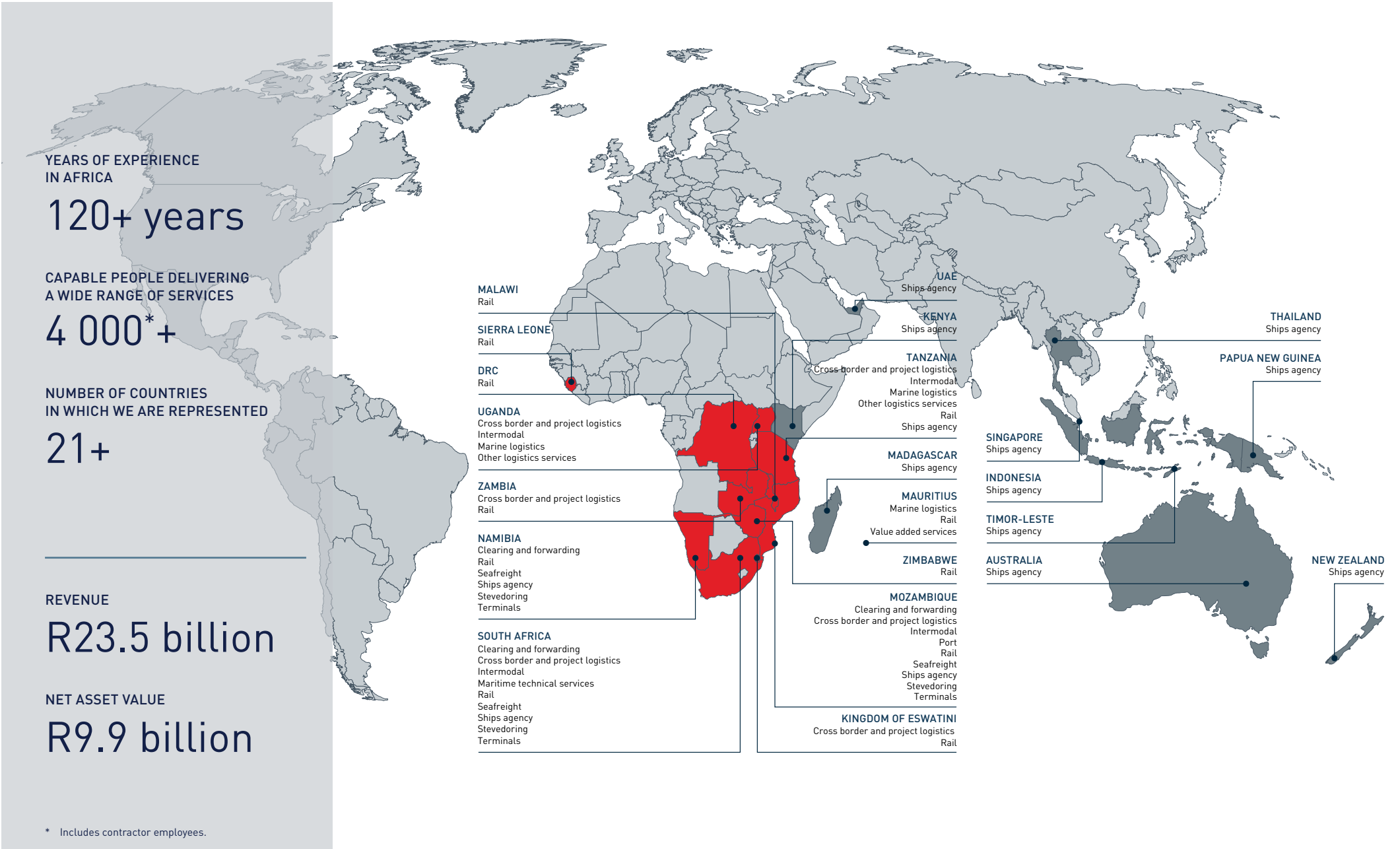
42.3% Grindrod Rail Consultancy Services Proprietary Limited

Transportation

We assess all options for transporting bulk/breakbulk cargo to a hub for storage, distribution or export. Road transportation is integrated into our logistics operations. Through strong strategic partnerships with reputable airlines, Röhlig-Grindrod secures preferential rates and delivers reliable, cost-effective, flexible solutions.

The above structure is correct as at the report release date of 05 April 2024.

OUR BUSINESS PROFILE



OUR LEADERSHIP TEAM comprises industry leaders with diverse and extensive experience

NON-EXECUTIVE DIRECTORS



Cheryl Carolus (65) Independent non-executive chair
BA Law, B.Ed, Honorary Doctorate in Law (UCT)

Appointed 1 October 2021. Cheryl has served on the boards of numerous listed companies, including De Beers and Investec, and as chair of Gold Fields. Cheryl also previously served as chair of South African Airways, on the South African National Parks Board and on the boards of public and private partnerships that focus on socioeconomic and empowerment challenges. Cheryl has a long history of serving on the boards of non-profit organisations such as the International Crisis Group, Soul City, World Wildlife Fund, the British Museum, and the SA Constitution Hill Education Trust.

MIC, CNC, MRC, MSES, MRI



Ben Magara (56) Independent non-executive director
BSc Mining Engineering (Hons)

Appointed 30 January 2020. Ben has extensive executive experience across all facets of the mining industry as a former Anglo-American executive and CEO of Anglo Coal South Africa. Most recently, Ben served as Chief Executive of Lonmin Plc. Ben's previous board directorships also include chairship of Richards Bay Coal Terminal. He is the founder and chair of Africa Mining and Metals Group Proprietary Limited and serves on the boards of Weir Group PLC and Exxaro Limited.

CRC, MRI, MAC



Walter Grindrod (57) Non-executive director

Appointed 22 August 2019. Walter joined Grindrod in 1990 and worked across numerous divisions, covering services offered by Grindrod in warehousing and container services, road transportation, marine tally, ships agency and Unicorn coastal service. Walter was executive director for Grindrod International Freight, which later became Röhlig-Grindrod, from 1999 to 2007, before being appointed as Head of Business Development for Grindrod until 2017. Walter is a director of several companies and a trustee of various charitable trusts.

MIC, CSES, MNC



Nkululeko Sowazi (60) Lead independent non-executive director
MA (UCLA)

Appointed 24 February 2014. Nkululeko is the Executive Chair and co-founder of Pan African investment company Tiso Investment Holdings. Nkululeko has over 30 years senior executive and investment management experience. He is Chair of Sappi Limited and serves as a director on the boards of MTN Group Ltd and TFG Limited. He is also a non-executive director of the industrial conglomerate Bud Group. Nkululeko is the Chair of the Sanlam Private Equity Fund Investment committee and is a co-founder trustee of the Tiso Foundation and chair of Housing for HIV Foundation.

CIC, MNC, MRC, MRI



Deepak Malik (66) Independent non-executive director
CA, BCom (Hons)

Appointed 1 December 2021. Deepak has extensive experience and knowledge of the investment and financial services sector. Deepak was CEO of Arise, a holding company set up to promote financial sector investments in sub-Saharan Africa, and previously served as the head of the Financial Institutions Department of Norfund, CEO of the Development Bank of Zambia, senior executive in Zambia Consolidated Copper Mines Limited, and Audit Manager at KPMG. Deepak has been instrumental in promoting investment in southern Africa and in unlocking economic potential in Africa.

MAC, CRI



Zimkhitha Zatu Moloi (40) Independent non-executive director
BCom, H Dip Accountancy, MSc Corporate Finance, CA(SA)

Appointed 30 January 2020. Zimkhitha is a chartered accountant with external audit experience in the automotive, logistics and industrial manufacturing industries. Zimkhitha has worked with the IDC, PPC and Standard Bank. Zimkhitha is currently a non-executive director of Sun International and the First Rand Foundation and a board member of various trusts and organisations.

CAC, MSES

EXECUTIVE DIRECTORS



Xolani Mbambo (48) CEO, Grindrod Limited
CA(SA), AMP (Harvard)

Appointed 1 September 2018. Prior to joining Grindrod in March 2013, Xolani spent 12 years in the mining sector in various roles in finance, project implementation and bulk commodity performance analysis. He spent part of his career in the Mpumalanga coalfields, Botswana and London. Xolani was appointed as CEO of Grindrod Limited in July 2022 following various roles within Grindrod, covering CFO and CEO of Freight Services division, and Group Financial Director.

CEC, MRI, MIC, MSES



Fathima Ally (43) CFO, Grindrod Limited
CA(SA)

Appointed 1 September 2020. Fathima is a director of various local and international Grindrod subsidiaries. Before joining Grindrod, Fathima was a partner at Deloitte & Touche. Fathima has extensive audit and assurance experience, having worked with multi-national listed companies across various industries.

MEC

Committees key

MAC	Member of the Audit committee	CAC	Chair of the Audit committee
MEC	Member of the Executive committee	CEC	Chair of the Executive committee
MIC	Member of the Investment committee	CIC	Chair of the Investment committee
MNC	Member of the Nomination and Governance committee	CNC	Chair of the Nomination and Governance committee
MRC	Member of the Remuneration committee	CRC	Chair of the Remuneration committee
MRI	Member of the Risk committee	CRI	Chair of the Risk committee
MSES	Member of the Social, Ethics and Sustainability committee	CSES	Chair of the Social, Ethics and Sustainability committee



Grant Gelink (74) Independent non-executive director
CA(SA), BCompt (Hons), BCom (Hons), H Dip Education, Dip Public Administration

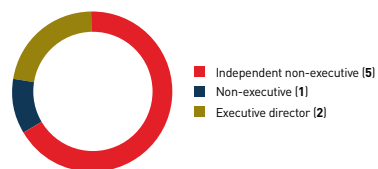
Appointed 1 January 2013, retired 25 May 2023.

Grant retired as non-executive director and Chair of the Audit committee at the Annual General Meeting held in May 2023, following a much valued 10-year tenure.

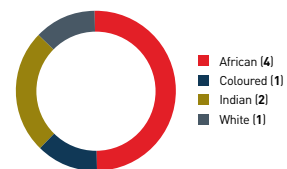
OUR LEADERSHIP TEAM attendance at meetings

OUR BOARD PROFILE AS AT 31 DECEMBER 2023

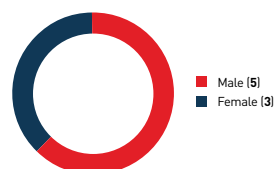
Independence



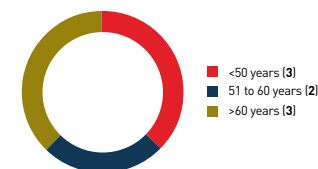
Racial diversity



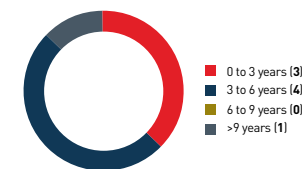
Gender diversity



Age diversity



Tenure



	DATE OF APPOINTMENT	DESIGNATION	OVERALL ATTENDANCE	BOARD A/B	EXECUTIVE COMMITTEE A/B	INVESTMENT COMMITTEE A/B	SOCIAL, ETHICS AND SUSTAINABILITY COMMITTEE A/B	AUDIT COMMITTEE A/B	RISK COMMITTEE A/B	NOMINATION AND GOVERNANCE COMMITTEE A/B	REMUNERATION COMMITTEE A/B	DIRECTORS STANDING FOR RE-ELECTION
FB Ally	01/09/2020	Executive director and CFO	100%	4/4	5/5	5 ² /5	2 ² /2	6 ² /6	2 ² /2	-	-	
CA Carolus	01/10/2021	Independent non-executive chair	100%	4/4	-	5/5	2/2	3 ² /3	2/2	2/2	3/3	
GG Gelik¹	01/01/2013	Independent non-executive director	100%	2/2	-	-	-	5/5	-	-	-	
WJ Grindrod	22/08/2019	Non-executive director	100%	4/4	-	4 ³ /5	2/2	-	-	2/2	-	Re-election
B Magara	30/01/2020	Independent non-executive director	100%	4/4	-	-	-	1/1	2/2	-	3/3	
D Malik	01/12/2021	Independent non-executive director	100%	4/4	-	-	-	6/6	2/2	-	-	Re-election
XF Mbambo	01/09/2018	Executive director and CEO	100%	4/4	5/5	5/5	2/2	6 ² /6	2/2	2 ² /2	2 ² /2	
NL Sowazi	24/02/2014	Lead independent non-executive director	100%	4/4	-	5/5	-	-	2/2	2/2	3/3	
ZP Zatu Moloi	30/01/2020	Independent non-executive director	100%	4/4	-	-	2/2	6/6	-	-	-	

A Indicates the number of meetings that the director attended.
 B Indicates the number of meetings that the director could have attended.
 1 Retired 25 May 2023.
 2 Attended by invitation.
 3 Recusal

HOW WE CREATE VALUE

CAPITAL INPUTS

OUR RESOURCES AND RELATIONSHIPS

RESOURCES
The funds that are available to Grindrod to conduct business, which in turn result in increased capital. Total equity of R9.9 billion
Borrowings: R2.6 billion
Cash and cash equivalents: R2.5 billion (including money market funds)

ASSETS
The physical infrastructure that Grindrod creates, develops, acquires and manages to provide services to the business. Physical assets: Port, Terminals, Warehouses, Depots, Road fleet, Rail infrastructure and rolling stock
Capital expenditure: R1.1 billion

SKILLS
The intangible assets that add value to services and products and to achieve operational and financial targets. Technology systems and infrastructure
Knowledge and skill
Training and staff development
Intellectual property

PEOPLE
Grindrod's workforce, with their skills, experience and resilience. 4 162 competent employees
Diversity and inclusion training
Health and Safety: 526 employees attended training during 2023

RELATIONSHIPS
The internal and external stakeholders that contribute to, or are affected by, Grindrod's business activities and success. A well-established reputation
Taxes and social contribution spend: R0.3 billion
Strong stakeholder relationships
Synergistic community relationships

ENVIRONMENT
The earth's natural assets that make life and human activity possible. Wildlands Blue Port project spend: R150 000
Water intensity: 24.8 kL/Rm
Electricity: 8 893 kWh/FTE
14 433 kWh total electricity usage
185 893 kL total water usage

DRIVEN BY OUR PURPOSE

KEY CONSTRAINTS IMPACTING THE AVAILABILITY OF OUR INPUTS

Operating environment factors with the potential to impact our resources and relationships are detailed in our comprehensive review of 2023 major trends, commodities market outlook and risk universe.



OUR CORE BUSINESS ACTIVITIES



PORT

TERMINALS

LOGISTICS

Through our presence in the Port and Terminals, and our specialised logistics capabilities, we provide our customers with efficient and cost-effective integrated logistics solutions; a diverse range of freight solutions to the maritime, offshore, oil and gas sectors; tailored logistics solutions across the supply chain for end-to-end delivery of diversified cargo; and freight forwarding, customs brokerage and related logistics solutions across five continents.

UNDERPINNED BY STRONG CORPORATE GOVERNANCE

(REFER TO PAGE 69)

DELIVERED THROUGH OUR STRATEGY

(REFER TO PAGE 28)

STRATEGIC PILLARS

(REFER TO PAGE 29)



OUTPUTS

Grindrod's presence in the port and terminals and our exceptional logistics capabilities in intermodal, cross-border, project logistics and marine solutions, clearing and forwarding, ships agency and marine technical, rail and transportation provide our customers with efficient and cost-effective integrated solutions that move commodities throughout Africa and on to the world's markets. Grindrod achieved record port and terminals handling volumes of over 30 million tonnes in 2023. Grindrod generated 851 tonnes of waste and 47 584 tCO₂e total GHG emissions including Scope 3.

OUTCOMES

WE DELIVER VALUE ACROSS THE FOUR STRATEGIC OBJECTIVES OF OUR ESG TRANSFORMATION FRAMEWORK

PROSPERITY FOR ALL

- + 19.9% return on equity from core operations
- + 16.3% return on invested capital from core operations
- + HEPS 151.7 cents (continuing operations)
- + 2.1 dividend cover (headline)
- + Tax paid R274.1 million
- + R925.7 million in wealth distributed to employees



REGENERATIVE ENVIRONMENT

- 12.7% increase in greenhouse gasses
- 8 893 kWh/FTE electricity consumption intensity
- 24.8 kL freshwater consumption intensity



SOCIALLY INCLUSIVE DEVELOPMENT

- One fatality
- 20 safety incidents
- = 0.48 LTIFR
- + 117 training sessions conducted
- + 965 training participants
- + 9 Management Development Programme (MDP) participants
- + 45 Youth Employment Service (YES) programme participants
- + 131 internships made available targeted at African talent
- = B-BBEE Level 3 Grindrod Limited and B-BBEE Level 1 GSA
- + Enterprise Supplier Development (ESD) spend: R7.74 million
- + 10 Supervisory development participants



GOOD GOVERNANCE

- = 0 cases of bribery
- = 0 cases of corruption
- = Tcertification by Ethixbase360
- = International Organisation for Standardisation (ISO) certification
- + Responsible payment of tax in all jurisdictions



+ value creation - value erosion = value preservation

OUR OPERATING ENVIRONMENT



- 12 Chair's message
- 14 Material matters
- 15 Our operating environment
- 19 Risk review

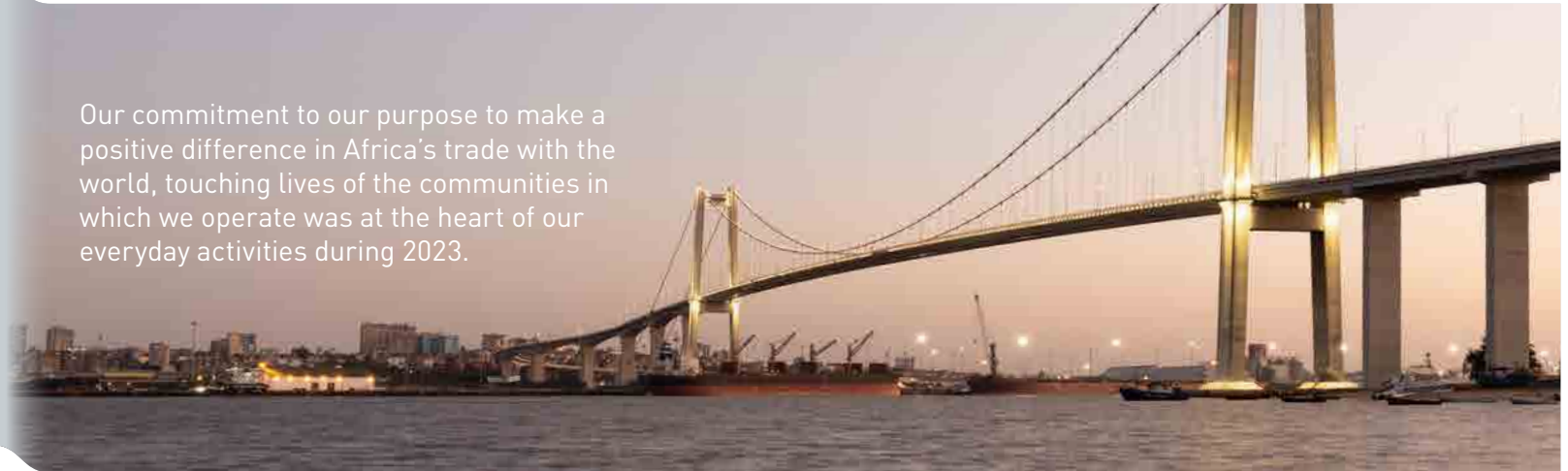


We are unwavering in our drive to provide our customers with efficient, **cost-effective integrated logistics solutions.**

CHAIR'S MESSAGE



Our commitment to our purpose to make a positive difference in Africa's trade with the world, touching lives of the communities in which we operate was at the heart of our everyday activities during 2023.



Cheryl Carolus Chair

The 2023 financial year saw Grindrod driving growth through its customer-focused strategy to deliver on efficient and cost-effective integrated logistics solutions, underpinned by an emphasis on our people, communities and broader ESG matters to create and preserve sustainable value. It is my pleasure to reflect on the Group's progress during the period.

SOLID RESULTS AND STRONG CUSTOMER FOCUS

Through our core value of earning our customers' trust every day, Grindrod has continued to deliver on its integrated commodities solutions and its projects and investments in 2023 for our customers. During the year in review, Grindrod benefitted from a sustained strong demand for integrated logistics solutions through its cargo terminal infrastructure footprint and complementary logistics service offerings.

Our customer focus supported a strong financial and operational performance in 2023 with headline earnings from core operations, inclusive of joint ventures, of R1 359.0 million, up 28.9% (2022: R1 056.9 million), and enhancing shareholder value by increasing dividends paid to shareholders in 2023 by 84% on the previous period. In addition, cash generated from operations of R1.2 billion (2022: R1.7 billion) was achieved.

STAYING THE COURSE ON AN INTEGRATED STRATEGY TO SUPPORT SUSTAINABLE VALUE FOR OUR STAKEHOLDERS

With sustainability and climate change being defining issues, now and in the coming years, the Company continues to work towards its vision for a sustainable future where everyone can live well within the planet's finite resources. To embed this societal vision, it is pleasing to see a continued and sincere focus on progressing the integration of ESG into the heart of our business. Following the

focused adoption of our ESG transformation framework, our four strategic objectives are now firmly integrated at all levels of the Group. Promethium Carbon is supporting Grindrod in setting appropriate, meaningful and measurable targets for the finalisation of our ISO14068 2050 carbon neutral policy, to be introduced during 2024. (Refer page 38).

SAFETY FIRST IS A GRINDROD PROMISE

Safety is always at the forefront of all we do, and the health and safety of our employees, contractors, visitors and stakeholders is of paramount importance. We take care to protect our employees, the environment and the communities in which we operate. It is with great sadness that we report the passing of Mr Francisco Nunes, a flagman at our GML terminal, during 2023. Our thoughts are with Mr Nunes' family and colleagues. We have intensified our safety efforts and introduced our "Bhasobha" safety awareness campaign, meaning "Watch", which embraces 12 Safety Golden Rules within the businesses to embed a safety-conscious mindset.

OUR PEOPLE AND OUR COMMUNITIES

We believe that if we are to continue delivering on sustainable value and effective customer solutions, we must take good care of our people and communities.

Grindrod has enjoyed a long-standing relationship with the Adopt-a-School Foundation which is a testament to our belief and investment in education and the whole school development model. We are extremely proud of the students at the Grindrod sponsored Ndukwenhle High School and Hlakanipho High School who achieved a 100% pass rate in the 2023 Matric exams. This is a remarkable achievement for these students and their teachers. Grindrod also supports the Mabhodla Primary School in Richards Bay and has just completed construction of a three-classroom block for the school.

Though our partnership with the Cyril Ramaphosa Education Trust (CRET), we support seven students with full bursaries at tertiary level, covering all costs and providing support and wellness checks to enable students to focus on their studies. We are pleased to announce that our commitment has been extended to 10 students for 2024.

In line with two of our ESG imperatives, prosperity for all and socially inclusive development, we strive to build an inclusive and diverse workforce through education and opportunity and 99.57% of our new hires were from the communities where we operate, creating local opportunities. Grindrod has also continued its support of the Youth Employment Services (YES) initiative, and our internship programme focuses on providing essential skills and training to candidates from disadvantaged backgrounds. Our Persons Living with a Disability programme reached completion in September 2023, with incumbents engaged in the Contact Centre Support Programme at NQF level 2. We aim to secure maximum absorption of our learners into employment opportunities and are pleased to note that our new programme commenced in October 2023. An incubation programme for reefer technicians commenced during 2024.

Grindrod continued its support for education initiatives for our staff, awarding 145 bursaries valued at over R500 000 to the children of employees in 2023. During the reporting period, more than 100 Grindrod employees graduated after completing various Grindrod-sponsored programmes, which included artisan courses, management development courses, degrees and diplomas.

With technological advancement and the constant need to innovate and adapt, Grindrod embarked on upskilling employees in the area of Analytics through tools and dashboards that measure key workplace metrics. Grindrod also implemented a Supervisory Development programme to support the development of competent and confident supervisors to lead change and nurture positive team cultures.

CHAIR'S MESSAGE continued

A two-phased high-intensity Management Skills Training Programme was implemented to develop next-generation leaders.

Grindrod's 2023 Graduate Programme welcomed a group of 18 enthusiastic young people, following an extensive interview process and selection based on merit, attitude and fit-for-purpose qualifications. Each individual was found to have excelled in the process and demonstrated alignment with Grindrod's culture and values and we are pleased that Graduates have been employed into our various businesses following the completion of the programme. Coupled with an excellent retention rate in our business of 87.68%, we believe our future to be in good hands and we remain confident in our ability to attract and retain high-calibre graduates and individuals.

We partnered with Blossom Care Solutions, a South African-based company focused on improving access to sanitary pads for young girls to prevent lost school days due to period poverty, whilst also creating jobs and assisting entrepreneurs in establishing their own black-owned franchises. There were several other initiatives to mark our support of Mandela Day, which the business can be extremely proud of, such as our partnership with Rise Against Hunger to pack 21 600 meals to celebrate the 67 minutes initiative. Grindrod has also partnered with Solana Energy to support their technician training and development programme, to install solar solutions at its facilities in Golela, KwaZulu-Natal and with further solar projects that will be completed during 2024.

Grindrod also donated 542 bicycles in 12 rural schools along two rail corridors in Mozambique in partnership with Mozambikes and aims to transform lives and communities and encourage education and development in the communities in which Grindrod operates. Grindrod teams participated in the "Master Chef Solidarity Soup Kitchen" alongside MAKOBO, an NGO based in Mozambique, to prepare hearty meals for those in need, and supported October Rose, a breast cancer awareness campaign, which was held in theatre format during October 2023.

Grindrod has remained a proud sponsor of the Blue Port project, which was established in 2019. In partnership with Grindrod and the YES initiative, the Blue Port project has expanded on the success of the Blue Crew, and increased intensity through larger teams working year round within the port. During 2023, a total of 172 560kg of waste was collected, which included plastic waste which was recycled.

GOOD GOVERNANCE REMAINS NON-NEGOTIABLE

We have remained steadfast in our commitment to achieving the highest standards of corporate governance based on our commitment to compliance with local and international best practice, King IV, the Companies Act and the JSE Listings Requirements.

Our Board drives this commitment conscientiously, with each director bringing their specialist knowledge and experience and constructive critical thinking to bear to ensure sound decision-making processes.

Grant Gelink retired at the 25 May 2023 Annual General Meeting and the Board extends its sincere appreciation to Grant for his highly-valued contribution and exemplary service during his ten-year tenure as a non-executive director and eight years as Chair of the Audit committee and wishes him well in his future endeavours. We were pleased to welcome Zimkhitha Zatu Moloi as the incoming Chair of the Audit committee.

Looking ahead to 2024, we are assured by the strength, independence, diversity and skill set of the Board, which is mirrored by Grindrod itself. Grindrod is a resilient, well-run and agile solutions-orientated business, driven to meet and exceed its customers' expectations whilst delivering on its purpose.

APPRECIATION

I express my sincere appreciation to all our employees and the senior management team for their determined efforts and commitment to fulfilling our purpose and achieving our strategy.

I would also like to take this opportunity to thank our shareholders for their continued confidence and support.

Cheryl Carolus
Chair

04 April 2024



MATERIAL MATTERS

Grindrod assesses its material matters to determine the materiality of our impact on society, communities and the environment, and our financial materiality, which are those matters impacting our sustainable revenue generation and the preservation of shareholder value. The results of our assessment inform the content of this report.

DETERMINING WHAT MATTERS MOST



MATERIAL MATTERS FOR 2023

MACRO/EXTERNAL

Macro shifts and changing operating context	Business impact on society and nature	Developing our communities	Customer-centric operations
<ul style="list-style-type: none"> Lack of social cohesion, unemployment, civil unrest and industrial action Global energy crises and local energy insecurity Failing infrastructure and services Commodity price risk Climate change and extreme weather events 	<ul style="list-style-type: none"> Grindrod ESG Transformation Framework and Pathway Collaboration and partnerships across the supply chain Engagement and partnerships with SOEs across sub-Saharan Africa to promote economic growth 	<ul style="list-style-type: none"> Decent work and economic growth Sustainable access to water and renewable energy Access to quality education Human rights 	<ul style="list-style-type: none"> Efficient and cost-effective integrated customer solutions strategy Diversification into new, more sustainable commodities Applying an agile supply chain approach to customer challenges Efficiency and effectiveness in trade corridor development and management Optimisation and integration for efficient and seamless solutions

MICRO/BUSINESS

Scaling our prosperity and executing our strategy	Employee wellbeing and transformation	Resilience and agility	Good governance and corporate citizenship
<ul style="list-style-type: none"> Execution of our six-pillar strategy over three horizons Strong balance sheet to fund growth pipeline 	<ul style="list-style-type: none"> A safe, healthy environment Transformation, diversity, equity and inclusion Gender equality Training and holistic skills development Human rights Labour relations 	<ul style="list-style-type: none"> Optimisation and integration for efficient and seamless solutions Business resilience in a rapidly shifting environment Digitisation and automation for consolidated value chains Innovative and sustainable solutions to supply chain challenges 	<ul style="list-style-type: none"> Business integrity and ethics Sound risk management Comprehensive legal and other compliance Managing corruption and fraud Responsible taxation

OUR OPERATING ENVIRONMENT

The major trends during 2023 included persistent geopolitical tensions, supply-chain disruption and global monetary policy tightening. These factors were particularly challenging for developing countries. Headline inflation continued its downward trend, mostly attributed to the impact of monetary tightening, the normalisation of supply chain pressures from the levels of the previous two years and improvement in global food and energy markets. Uncertainties remain, however, regarding the post-COVID-19 recovery of China's economy. While fears of recession may have eased, the prospects of a stronger recovery for the year ahead are tempered by the possible risks of persistent global headwinds, the return of El Niño conditions and heightened controls on critical industrial inputs.



MACROECONOMIC FACTORS

Global outlook

Global economic momentum remained elusive during 2023. This follows trends of persistent geopolitical tensions, continued supply-chain and trade pattern disruption and the implementation of austerity measures worldwide in an attempt to mitigate high inflation. Despite some economic resilience shown early on in the year, overall global economic activity appears to have fallen short of pre-pandemic levels. This was especially so in emerging markets and developing economies. Global growth is projected at 3.1% in 2024 and 3.2% in 2025, with the 2024 forecast 0.2 percent higher than that in the October 2023 World Economic Outlook (WEO) on account of greater-than-expected resilience in the United States and several large emerging market and developing economies, as well as fiscal support in China. The forecast for 2024–25 is, however, below the historical (2000–19) average of 3.8%, with elevated central bank policy rates to fight inflation, a withdrawal of fiscal support amid high debt weighing on economic activity, and low underlying productivity growth (International Monetary Fund (IMF) February 2024).

While fears of recession may have eased, the prospects of a stronger recovery appear muted amidst the possible risks of persistent global headwinds, uncertainty about China's post-COVID-19 economic recovery, the return of El Niño conditions, and heightened controls on critical industrial inputs.

Looking forward, the World Economic Forum (WEF) suggests that geopolitics and domestic politics are likely to have significant influence over global economic developments in 2024. This is of particular relevance to trade and global supply chains despite the apparent normalisation in disruptions, shipping costs and delivery times, back to pre-pandemic levels. Increases in geo-economic tensions could cause constrained flows of commodities which, in turn, would cause price volatility. Heightening of tensions and conflict in the Middle East may also see increased pressure on maritime trade routes, including the Suez Canal, the Hormuz Strait and the Bab el-Mandeb Strait. Blockages would likely have

immediate effects on the availability and costs of petroleum and liquefied petroleum gas (LPG). Environmental issues such as the recent lack of water that hampered the Panama Canal operations also pose significant challenges including rises in shipping costs and increased greenhouse gas emissions on longer shipping journeys.

Global inflation

The ease in inflation has been a positive development for the global economy, with global headline inflation falling faster than expected in most regions, in the midst of unwinding supply-side issues and restrictive monetary policy. Global headline inflation is expected to fall to 5.8% in 2024 and to 4.4% in 2025. Overall, about 80% of the world's economies are expected to see lower annual average headline and core inflation in 2024. Advanced economies are expected to see faster disinflation, with inflation falling by 2.0 percentage points in 2024 to 2.6%, than are emerging market and developing economies, where inflation is projected to decline by just 0.3 percentage points to 8.1%. The drivers of declining inflation differ by country but generally reflect lower core inflation as a result of still-tight monetary policies, a related softening in labour markets, and pass-through effects from earlier and ongoing declines in relative energy prices (IMF, 30 January 2024).

Growth projections 2023

The IMF reports global growth is expected to land at 3.1% in 2023 and is projected to remain at 3.1% in 2024 before rising to 3.2% in 2025.

The projection for global growth in 2024 and 2025 is below the historical annual average of 3.8%, reflecting restrictive monetary policies and withdrawal of fiscal support, as well as low underlying productivity growth. Emerging markets and developing economies are expected to experience stable growth through 2024 and 2025, with regional differences.

World trade growth is projected at 3.3% in 2024 and 3.6% in 2025, below its historical average growth rate of 4.9%. Rising trade distortions and geo-economic fragmentation are expected to continue to weigh on the level of global trade. Countries imposed about 3,200 new restrictions on trade in 2022 and about 3 000 in 2023, up from about 1 100 in 2019, according to Global Trade Alert data. In sub-Saharan Africa, growth is projected to rise from an estimated 3.3% in 2023 to 3.8% in 2024 and 4.1% in 2025, as the negative effects of earlier weather shocks subside and supply issues gradually improve. The downward revision for 2024 of 0.2 percentage points from October 2023 mainly reflects a weaker projection for South Africa on account of increasing logistical constraints on economic activity.

It is noted that several adverse risks to global growth, such as commodity price spikes amid geopolitical and weather shocks, persistent core inflation requiring tighter monetary policies, and faltering growth in China, continue to remain credible.

Region	2023	Growth projections*	
		2024	2025
Global economy	3.1%	3.1%	3.2%
Advanced economies	1.6%	1.5%	1.8%
Emerging market and developing economies	4.1%	4.1%	4.2%
Sub-Saharan Africa	3.3%	3.8%	4.1%
South Africa	0.6%	1.0%	1.3%

* IMF 30 January 2024.

OUR OPERATING ENVIRONMENT continued



AFRICAN FACTORS

Trading environment

It has been a difficult year overall for sub-Saharan African economies with growth reported at 3.3% for 2023, well below the historical average of 4.8%. This lower growth has been attributed to inflationary pressures following the Russia-Ukraine conflict, negative climate events, the global slowdown and domestic supply issues, particularly in the energy sector. These factors also remain a risk to a potential rebound in growth for the region.

The IMF has, however, projected sub-Saharan African growth to pick up to 3.8% in 2024. This follows a lowering of inflation and the improvement of the sustainability of public finances among other factors.

In respect of commodities, lower prices are likely to continue to weigh on exports, in particular for resource-intensive economies. Mining projects commencing production in the Democratic Republic of Congo, Liberia, Mali and Sierra Leone, and hydrocarbon projects at hand in Niger and Senegal, are expected to contribute to growth.

Prospects for the Mozambican economy have improved and the IMF have forecast gross domestic product (GDP) growth in excess of 7% in 2024, building on a growth of 4.5% and 5.0% in 2022 and 2023 respectively, and to rise significantly between 2024 to 2028, largely on the back of the expected resumption of the liquefied natural gas (LNG) projects in northern Mozambique during 2024. The economy has continued to grow steadily and inflation pressures have declined sharply reflecting lower food and fuel prices. While there are material risks around debt vulnerabilities and security challenges, the emergence of the LNG sector should be beneficial, alongside the country's ongoing reforms and application of prudent fiscal policy.

East Africa: Key opportunities and challenges

According to the African Development Bank, the East Africa region's medium-term economic growth is set to break away from the other regions on the African continent with growth expectations around the 5.0% mark for 2023 and 2024. Intra-regional trade has seen some attention with Burundi and Tanzania having signed a tender for the design and construction of an electric railway that is intended to connect these two countries, with plans to run through the Democratic Republic of Congo in the future. This is in a bid to benefit from the African Continental Free Trade Agreement (AfCFTA). This follows plans initiated by Tanzania to modernise existing railway infrastructure and provide for more efficient trade routes through East Africa. Unlocking this intra-regional trade is expected to significantly increase demand for logistics, to connect to larger markets. Logistics constraints, however, remain a challenge.

African Copperbelt

Africa possesses significant reserves of the minerals that are essential for batteries, solar panels and other green technology that will underpin the energy transition from fossil fuels to renewables. The world's clean energy goals cannot

be achieved without Africa's resources of critical minerals such as copper, cobalt, lithium, graphite, manganese and chromium. The African Copperbelt is the largest sediment-host copper province in the world. It is estimated that the Copperbelt contains 5 billion tonnes of ore containing 3.3% copper, yielding 185 million tonnes of copper.

The Lobito railway extends across Angola into the Democratic Republic of the Congo (DRC) to Kolwezi, the main region of the Copperbelt. This network also connects with the extensive rail network run by the National Railway Society of the Congo. A 30-year concession has been awarded to a consortium with plans for significant investment and the potential for additional investment in the future as the opportunity is explored to extend the line further into Zambia, thereby extending its benefits even further across the region. The corridor is expected to create a quicker route to the Indian Ocean coast. The concessionaire plans to transport 1 677 million tonnes of freight per year by the fifth year of the concession and expects this to increase to 2 982 million tonnes by year 10. This will have a material impact on the economies of sub-Saharan Africa.

China's growth slowdown

China is sub-Saharan Africa's largest trading partner. A reduced demand for commodities and a decline in investment from this important economic partner could lead to significant challenges for the region. China has extensive trading partnerships in the region, with metals, mineral products, and fuel representing about three-fifths of exports to China. A decrease in export volumes and lower commodity prices could result from China's recent economic slowdown largely attributed to property sector challenges. Not only are sub-Saharan African exports at risk, but foreign direct investment and lending from one of the world's largest economies may recede. In recent years, the region has seen a decrease in Chinese investment and lending.



SOUTH AFRICAN FACTORS

Economy

The South African economy continues to grapple with mounting economic and social challenges. Unemployment and inequality levels remain high. Momentum off the back of a relatively strong recovery from the COVID-19 pandemic appears to have slowed amidst several shocks, with growth having receded from 4.9% in 2021 to 1.9% in 2022 and 0.6% in 2023. Global factors, in addition, local challenges, including severe floods and unprecedented power

cuts, have played a role. The IMF, however, has projected that growth is expected to pick up to around 1.8% in 2024 if the energy crisis eases and global growth strengthens. The IMF went as far as to say that recent shocks have been weathered relatively well thanks to the South African economy's strong fundamentals. The South African Reserve Bank (SARB) has projected GDP growth for 2024 at a more conservative 1.2%, due to an expected decrease in power cuts. This figure was revised down to an estimated 1.0% following continued logistical and transportation constraints on economic activity.

Inflation and interest rates

Current monetary policy is expected to keep inflation within the SARB target range of between 3% and 6%. During the last quarter of 2023, annual consumer inflation sat at around 5.9% and the repo rate at around 8.25%, owing to the SARB's characteristically guarded outlook. The IMF projects that inflation will reach around 4.5% in 2024, whereas the SARB projects a more conservative figure of 5%.

The local economy faces multiple headwinds

Despite the pick-up in economic growth projected for 2024, the local economy continues to face multiple headwinds. Looking abroad, slower global growth and a decline in global commodity prices is a risk. A weakened Rand has significantly increased the cost of imports, with further exchange rate losses expected.

Apart from external factors, at home the economy continues to battle through its domestic energy crisis, the impact of the recent floods, high levels of unemployment and inequality amid worsening logistical constraints and high inflation, all of which account for weak growth prospects. Tensions in the country's social fabric remain pronounced and political and reform prospects are uncertain with national elections scheduled for 29 May 2024. The February 2023 placement of South Africa under enhanced monitoring by the Financial Action Task Force (FATF) or "grey-listing" also raised significant negative growth concerns.

Looking forward, the economy would benefit from improvements to energy supply, infrastructure and logistics, an acceleration of the rollout of renewable energy, contained public spending, advanced structural reforms by reducing regulatory barriers to promote competition, reducing corruption, and improvement in labour market flexibility.

OUR OPERATING ENVIRONMENT continued

COMMODITIES MARKET OUTLOOK

Climate change, conflict and China's reopening

A recent IMF report suggests that the strong integration of primary commodity markets since the Cold War – due to technological innovation, softening of trade barriers and decreases in transport costs – has been weakened by the conflict in Ukraine. The resulting concerns have been an increase in export restrictions, counter-sanctions, market fragmentation, deglobalisation and nearshoring, among others.

The most recent conflict in the Middle East has increased geopolitical risk for commodity markets, despite a relatively small impact on prices thus far. An escalated conflict could potentially trigger oil supply disruptions. The World Bank has reported that, since September 2023, European natural gas prices have increased by 35% due to ongoing labour strikes at Australian LNG facilities, a shutdown of a gas field off the Israeli coast, and an explosion at an interconnector in the Baltic Sea. At the time of preparation of this report, the conflict in Gaza and Israel remains volatile.

Before the Middle East conflict, metal prices fell following weakness in China's heavy industry and construction sectors, despite continued demand for metals associated with renewable energy products. Save for gold – which has increased – metal prices have edged down by 1% since the beginning of this conflict, although an escalation could see these prices increase. Possible drawn-out disruptions to energy markets could raise production costs of energy-intensive metals such as aluminium and zinc.

Environmental and resource exploitation concerns are driving governments, businesses and consumers to promote more sustainable use of natural resources. There is increased spending on green initiatives and policy changes to this end. Various programmes and policies to mitigate sustainability concerns are likely to have a continued and growing impact on the demand and supply of different commodities and products. Trends include increased implementation of taxing and regulating polluting production processes, carbon capture technology solutions for global climate goals, the recycling of metals and materials, and alternative products and materials gaining traction.

The World Bank predicts that a strengthening of global growth and policies to expand renewable energy infrastructure are expected to underpin a rebound in commodity prices in 2025. Global investment in clean energy is increasing and is expected to fuel a demand surge for copper, lithium, and nickel, being battery-related metals.

All of these changes are set to present challenges and opportunities in the years ahead, in particular for a commodity-rich Africa and in shipping these commodities globally.

The following table outlines the commodities that are an important part of Grindrod's strategy in the short- and long-term.

Commodity	Current exposure	Short-term fundamentals	Long-term fundamentals
Chrome ore/Ferrochrome	11.4 mtpa	●	●
Iron ore	11.6 mtpa	●	●
Manganese	1.4 mtpa	●	●
Coal	9.8 mtpa	●	●
Graphite	0.1 mtpa	●	●
Copper	0.2 mtpa	●	●
Lithium	0.4 mtpa	●	●

MARKET OUTLOOK

POSITIVE ●

VOLATILE ●

NEGATIVE ●

Chrome and Ferrochrome

South Africa holds a significant portion of the world's total chrome reserves. Local supply growth continues in, among other places, the Bushveld Complex in Limpopo province, where there are new projects on the horizon. Chrome ore prices are expected to trend upwards steadily, subject to an improvement in stainless steel demand, recovering global growth, increases in infrastructure development, and improvements on South African logistics challenges. Ferrochrome prices are expected to rise in line with chrome ore input costs and off the back of stainless steel demand. As of the fourth quarter of 2023, the European benchmark ferrochrome price was up. Given the energy-intensive nature of the chrome and ferrochrome value chain, the opportunity for market growth remains vulnerable to poor electricity supply.

Iron ore

Iron ore prices increased in the third quarter of 2023 as a result of steel production in China. Fitch Solutions BMI Research puts the 2024 iron ore forecast at around US\$120 per tonne from US\$100 per tonne. Despite slower growth in China's property sector, shipping, machinery, automotive and infrastructure continue to carry demand. Outside of China, global demand for steel production and iron ore is expected to grow due to recovery and increasing infrastructure development, building activity and consumer spending. In addition, new steelmaking capacity is being created outside of China, with the Indian market showing strong growth. Over the long term, however, Fitch Solutions BMI Research maintains its view that iron ore prices will remain on a downward trend, based on anticipated softening in steel production growth and higher iron ore outputs from global producers. Should China's economic momentum slow further, including their construction sector, this will likely decrease demand. Shifts away from steel to other materials globally may also lessen demand in future. Steelmaking supports chrome, ferrochrome, iron ore and manganese. Grindrod's key iron ore customer supplies the Chinese market.

Manganese

Approximately a third of the planet's manganese is produced in South Africa. Manganese is a key metal in the steelmaking and battery manufacturing industries and is therefore subject to demand in these industries. New supply projects in South Africa and increased demand from the Electrical vehicles (EV) market could see significant market growth and opportunity for route-to-market requirements. Manganese prices are expected to rise should global steelmaking demand improve. Price increases should be further supported by rising battery sector demand.

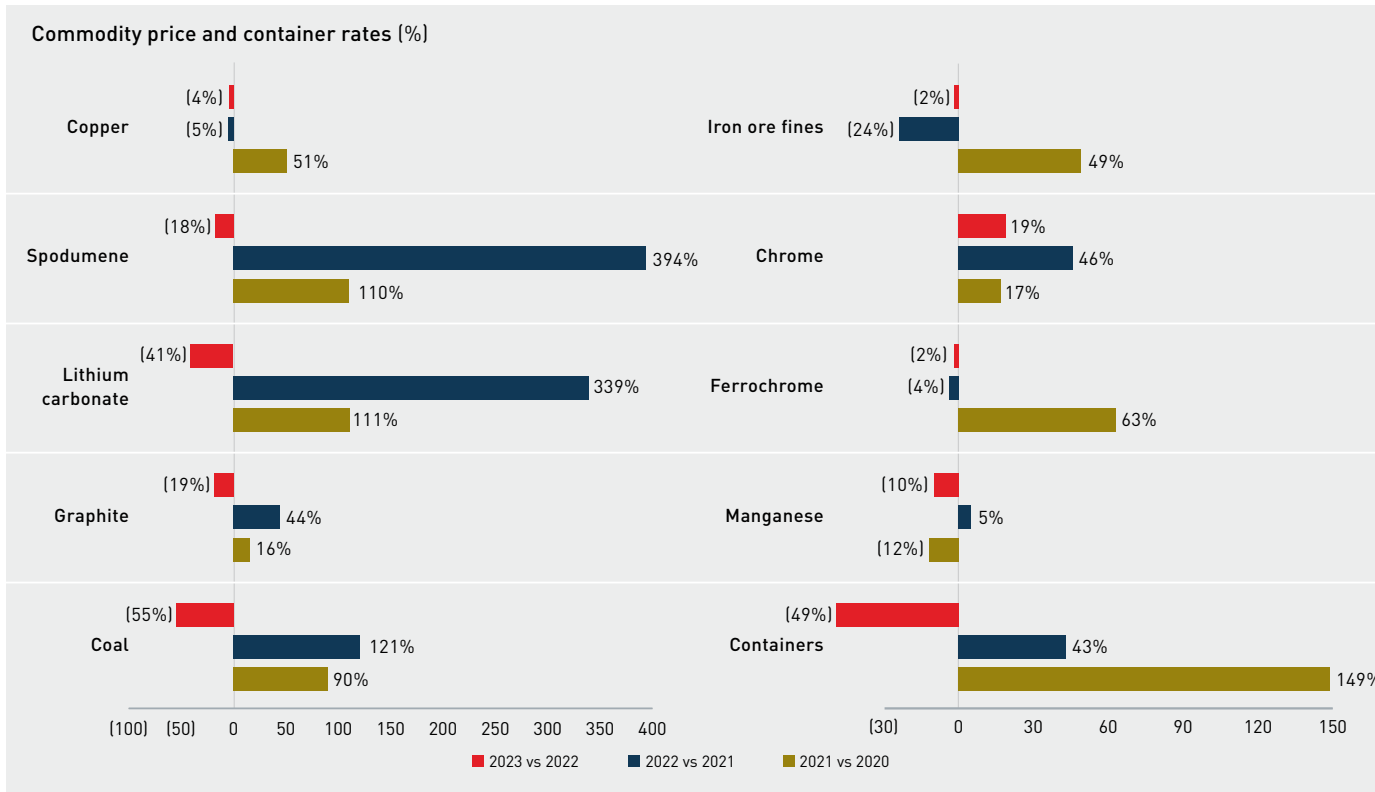
Coal

Despite a recent uptick in coal prices following the recent conflict in the Middle East, overall coal prices have retreated from their 2022 highs, but remain above recent previous averages. RB Thermal coal prices should decline based on seasonal patterns in the medium term. Initially, lower European coal import demand is expected as natural gas prices have decreased from severely elevated levels seen in recent years, and later in the period, further declines are expected as global energy market disruptions fade and as the world shifts to cleaner energy sources. Price declines are not expected initially due to weak supply growth due to recent and ongoing environmentally-driven mine investment constraints. At the same time, Asia is likely to remain highly dependent on coal for power generation for the next few years following population growth, energy demand and security concerns. South African anthracite prices should increase due to rising international demand.

Copper

Copper has been listed in PricewaterhouseCoopers (PwC) SA Mine 2023 report as one of the "Big Six" critical metals and shows strong fundamentals. Copper is a key metal in the green energy transition and green energy technologies and is likely to see increased demand following increased renewable energy development. A weaker Chinese recovery and technological infrastructure demand would have considerable influence over this market, however, BloombergNEF suggests that prices may surge by 20% by 2027 if anticipated supply is to fall short. This follows the relative price uncertainty this year with copper prices falling in the third quarter of 2023 as a result of, among other things, sufficient supply, weaker demand and rising stock levels. South African copper prices should rise with international prices increases and slow supply growth.

OUR OPERATING ENVIRONMENT continued



Graphite

Graphite, among other minerals including copper, lithium, nickel, cobalt and rare earth elements, are critical to the production of many of the current clean energy technologies. Graphite is considered an important material for battery performance and in EV battery technologies. Demand and prices saw growth last year. Demand is set to increase alongside development in the EV market and moves towards diversifying supply away from China.

LNG

The outlook for LNG in 2024 is influenced by several factors, such as the growth of global gas demand, the expansion of US LNG export capacity, and the coal-to-gas switching in Asia. Global gas demand is forecast to grow by 2.5%, or 100 billion cubic metres (bcm), in 2024. LNG demand is expected to rise in China and South Asia, as they use more LNG to support their economic growth and reduce their coal consumption.

Renewables and clean energy

Copper, graphite and lithium are required in the long term due to the growing demand for renewable energy development, and EV.

Lithium prices are expected to trend downwards over the near term, initially on weaker consumer demand and thereafter on strong supply growth. Prices should then return to a rising trend on increasing demand growth as EV manufacturing and adoption increases.

Soft commodities

Sub-Saharan Africa relies on imports for basic food commodities to close the gap between domestic production and consumption. Grain prices eased over improved supply and despite pressures created by extreme weather and Russia's withdrawal from the Black Sea Grain Initiative. Rice prices soared in the third quarter of 2023, following export bans and trade restrictions from India, the world's largest rice producer. High sugar yields in Brazil, the world's largest sugar producer, are expected to moderate sugar prices. The recent conflict in the Middle East which saw an uptick in overall agricultural prices and climate are likely to influence supply and demand for the year ahead with risks presented by widening conflicts, severe climate events, and the return of El Niño conditions, which typically cause dry conditions in north east and southern Africa.

Container markets

Shipping rates declined significantly in 2023, due primarily to the increase in available capacity on all major routes following a decline in consumer demand and an overstock of inventory among many importers. The International Shipping Association, BIMCO, projects that global container volumes will grow between 3% and 4% in both 2024 and 2025, with fleet growth up at 8.8% in 2024 from 7.0% in 2023, and an estimated fleet growth of 6.4% in 2025. Supply is expected to outpace demand during 2024 and 2025. Container shipping is therefore under pressure from large amounts of new capacity coming into the fleet, however, recent events in the Red Sea are boosting spot rates at least in the short-term. Research indicates the rise in the frequency of natural disasters, together with global tensions and conflicts (ongoing and emerging) pose a material threat to supply chain operations. The container shipping outlook remains unpredictable, and operational efficiency in the face of these challenges will be key in navigating the challenging market conditions.



RISK REVIEW

RISK MANAGEMENT

Grindrod has embedded risk management processes throughout all business operations. Management is accountable for designing and implementing risk management systems and processes and reporting on these to the Board and its sub-committees.

The effectiveness of risk management efforts is assessed in terms of the Group's King IV-aligned combined assurance model, providing five levels of assurance:



Our risk management processes are based on the principles of King IV, ISO 31000 and the Committee of Sponsoring Organisations of the Treadway Commission Enterprise Risk Management (COSO ERM). The Group's risk management function operates through a Risk and Opportunity Governance Framework and a formal risk management plan.

Risk management is a critical performance area for all Grindrod line managers.

Management utilises risk management to identify key risks and associated opportunities, while monitoring the processes and plans to manage identified key risks. Key risk areas are identified and evaluated based on their potential impact and probability regarding the likelihood of an occurrence and its negative or positive effect.

ROLES AND RESPONSIBILITIES

Every committee of the Board is responsible for managing relevant risks within its area of responsibility. The Risk committee has overall responsibility for the risk management framework. This provides a basis for:

- Enhancing strategic planning by identifying risks and opportunities linked to Grindrod's strategic objectives.
- Proactively tackling issues likely to positively or negatively impact Grindrod's strategic objectives.
- Improving the quality of decision-making by providing structured methods for exploring risks and allocating resources.
- Supporting consistent behaviours and decision-making towards risks and opportunities.
- Identifying recurring/strong themes and pervasive risks.
- Developing complete risk responses by comprehensively understanding causes, effects and consequences.
- Aligning risk appetites and defining risk tolerance levels for each key risk within Grindrod's strategy.
- Improving Grindrod's agility with respect to anticipating, identifying, adapting and responding to changes.

The Board sub-committees assist the Board in discharging its duties and responsibilities. Each committee operates within its annually reviewed, Board-approved Terms of Reference.

The composition of Board sub-committees is aligned with best practice and are chaired by non-executive directors and comprised of members who have the appropriate capacity, knowledge, skills and experience.

Role	Responsibility
Board	Retains ultimate responsibility for risk and opportunity governance, including compliance and performance-related aspects. Determines the appropriate level of risk that Grindrod is willing to tolerate and opportunities it is willing to pursue.
Risk committee	Assists the Board in carrying out its risk governance responsibilities.
Investment committee	Assists the Board with the assessment and ongoing evaluation of capital allocation for projects and/or acquisitions to support the achievement of Grindrod's strategic objectives, within the context of identified risks and opportunities.
Audit committee	Ensures the integrity of internal financial controls and manages financial and related Information Technology (IT) risks.
Social, Ethics and Sustainability committee	Assists the Board in discharging its corporate governance responsibilities relating to sustainable development across the three domains of economic, social and environmental. Aspects include, <i>inter alia</i> , ethics, anti-bribery and corruption, the environment, health and public safety, legal compliance, stakeholder relations, transformation, labour and employment.

Role	Responsibility
Nomination and Governance committee	Reviews the skills, experience base and performance of the Chair, the Board and its committees. Oversees the sourcing and selection process for Board appointments.
Remuneration committee	Assists the Board to perform its remuneration governance responsibilities.
Executive management	Designs, implements and monitors the integrated risk management processes. Encourages a risk-conscious business culture by embedding agreed internal controls and mitigating actions through all levels of management and supervisory staff.
Divisional executives	Develop and implement risk management systems and processes within their divisions.
Group risk management	Co-ordinates risk and opportunity management activities throughout Grindrod, continually reviews the systems and processes of risk management against accepted standards and best practices and co-ordinates appropriate reporting to the Board.
Employees	Report on risks and opportunities they become aware of and implement actions in line with the risk management processes.
Internal audit	Performs an independent assessment of the effectiveness of risk governance.

RISK REVIEW continued

ASSURANCE OF GRINDROD'S RISK MANAGEMENT FUNCTION

An independent assessment of Grindrod's ERM function was conducted in 2021 by BDO, South Africa (BDO), and BDO concluded that Grindrod's Risk and Opportunity Governance Framework was adequate and aligned to King IV, ISO 31000 and the COSO ERM framework. More specifically, BDO concluded that Risk management processes are well-defined and complied with at each level.

Given the constant changes within the Grindrod business and corporate structures, including embarking on developing a Risk Appetite and Tolerance Framework, the next independent review is planned to be conducted in 2025, in line with best practice.

Grindrod's risk management principles are being continuously improved.

The Group's risk culture is positively driven from the top.

INDUSTRY KEY RISK AREAS

Material risks to the industries in which Grindrod operates are identified with due consideration of the key national, regional and global risks relevant to Grindrod's operations and categorised according to the World Economic Forum's five threat categories, namely Economic, Environmental, Geopolitical, Social and Technological, ranked in order of perceived imminent risk.

Consideration is given to selected external sources, including the World Economic Forum's Global Risk report, Institute of Risk Management South Africa (IRMSA) Perspective and Marsh Top Global and Political Risk report. Internally, the Grindrod Global Risk Sensitivity Model, Top Risks and Opportunities report read with the Pervasive Risk report and insights of operational and senior executives lend further input.

Socio-political challenges and geopolitical tensions continue to exacerbate the current risk landscape. The energy supply crisis and climate change continue to be polarising issues including the heightened risk of cybercrime and cyber insecurity which remains a constant global concern.

The table outlines the key risk areas for the current and previous years relevant to the industry in which Grindrod operates. The risk ratings are not residual risk ratings, and hence do not factor in controls or mitigations. Grindrod considers the controls and mitigations when analysing the risk areas for the Group.

Risk category	Key risk area	2023		2022	
		Risk ranking	Risk rating	Risk ranking	Risk rating
Economic	Business interruption	6	High	5	High
	Global economic crisis and trade wars	7	High	6	High
	Commodity demand, price volatility and customer concentration	8	High	7	High
	Declining regional investment	12	Medium	12	Medium
	Energy and water cost fluctuations	The risk is combined with energy supply crisis		13	High
	Infrastructure and SOE deficiencies	13	High	14	High
	Energy supply crisis	3	High	New emerging risk reported 2023	
Environmental	Climate change and extreme weather	2	High	2	High
Social	COVID-19 pandemic	n/a	n/a	8	Low
	Social unrest and inequality	1	High	1	High
	Local political instability and economic uncertainty	5	High	4	High
Geopolitical	Governance, legislation and regulations	9	Medium	9	Medium
	Global regulatory compliance	10	Medium	10	Medium
	Fraud and corruption	11	Medium	11	Medium
Technological	Cyber	4	High	3	High

Risk rating methodology

We analyse, mitigate and subsequently rank our risks from the following broad perspectives:

GLOBAL PERVASIVE RISKS

Far-reaching and universally pervasive risks may significantly impact Grindrod's sustainability. While these external risk factors are largely beyond our control, we constantly monitor and take steps to manage their actual or potential impacts.

KEY INDUSTRY RISKS

Material risks to the industries in which Grindrod operates are identified with due consideration of the key national, regional and global risks relevant to Grindrod's operations. These risks are categorised according to the World Economic Forum's five threat categories.

RESIDUAL RISKS

Residual risks are defined as the threats that remain after every effort has been made to identify and eliminate risks in a given situation. The residual risk is calculated in the same way as the initial risk, by determining the likelihood and consequence, and then combining them into a risk matrix.

RISK REVIEW continued

OUR TOP RISKS 2023

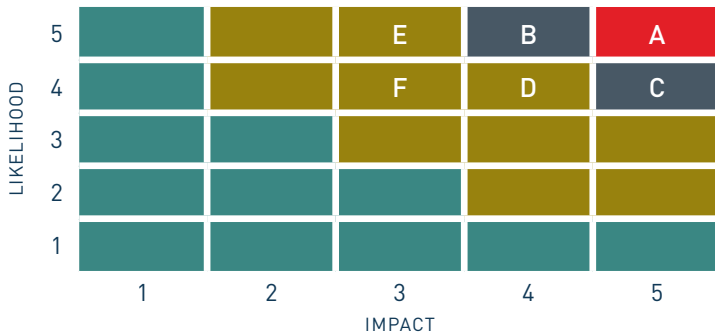
The tables below outline the key top risks in order of priority that have a material impact on Grindrod's ability to create value, as at 31 December 2023.

RESIDUAL RISKS	Movement	2023 Residual risk rating	2022 Residual risk rating
Load-shedding crisis	–	B	New risk
Project execution	–	C	New risk
Key logistic providers' engagement	–	C	C
Political and sovereign risk	–	B	B
Customer and commodity concentration	–	C	C
Information and cybersecurity attacks	▲	C	D
Liquidity	▼	F	D
Safety, Health, Environment, Risk and Quality (SHERQ)	–	C	C
Regulatory compliance	–	B	B
Transformation	–	C	C

Grindrod continuously evaluates the top risks that materially impact on the environment in which it operates.

New key residual risks which impact Grindrod's strategy execution have been added to the top residual risks register such as community issues which encompasses service delivery failures, illegal business forums which may result in business stoppages and disruptions. Further, community issues may also raise potential risks to employees and communities, the impact of unrest and heightened political tension during the election year.

Residual Risk Heat Map



MATRIX EVALUATION	LOW	1-6	VALUATION RANGE
	MEDIUM	8-16	
	HIGH	20	
	CRITICAL	25	



RISK REVIEW continued

A detailed analysis of each identified risk and how management is mitigating the risk, is shown below:

RISK	Implications for value creation	Mitigating actions	Associated opportunities
<p>Load-shedding crisis</p> <p>Grid collapse continues to be a risk South Africa faces, and the global energy supply crisis has been exacerbated due to a lack of climate transition. The energy crisis has led to increased load-shedding and business interruptions, particularly affecting Grindrod's South African operations. Grindrod continues to review its business continuity plans to explore investment opportunities or seek alternative renewable energy solutions to address the impact of load-shedding and readiness to mitigate the risk of grid failure. Grindrod entities that operate within South African operations continue to use generators to manage the number of load-shedding occurrences.</p>	<ul style="list-style-type: none"> Loss of customers and a decline in revenue growth. Eskom's power grid failure would have a dire effect on cargo movements as over 90% of South Africa's rail network is electrified and interfaces with landlocked countries of cargo origination. Disruption in supply chain and business interruptions. 	<ul style="list-style-type: none"> Back-up generators and diesel tank storage. Positive cash flow balance and monitoring liquidity. 	<ul style="list-style-type: none"> Pursue opportunities to invest in green technologies and explore various funding opportunities to implement solar and battery storage projects.
<p>Project execution</p> <p>Grindrod's primary strategy includes extending its current businesses through investing in new solutions and capabilities. Grindrod's central capital allocations are given to stay-in-business projects, followed by growth projects. Therefore, the primary focus is establishing a practical project risk management and effective execution strategy to meet Grindrod's Limited's strategy and business plan.</p>	<ul style="list-style-type: none"> Inadequate budgeting and cost risks are associated with inaccurate planning, scope creep, and poor scheduling. These issues may impact project deliverables and increase costs, leading to tasks not being completed within timelines. A project not being delivered to its potential value due to not understanding the market risk posed by competition, commodity fluctuations, escalation costs, foreign exchange rates, liquidity and credit risks. Inability to maximise growth opportunities due to lack of skilled resources and funding may impact extending current business. 	<ul style="list-style-type: none"> To follow capital allocation framework. Key Performance Indicators (KPIs) established to report on the status of project execution. Well-defined three-year rolling maintenance plan that outlines project performance. 	<ul style="list-style-type: none"> Unlocking various corridors – east Africa and northern Mozambique. Maximising global growth, span across sub-Saharan Africa.
<p>Key logistics providers' engagement</p> <p>Grindrod's operations rely on agreements with suppliers and partners to optimise infrastructure utilisation and ensure efficient cargo flow.</p> <p>Income losses could jeopardise business outcomes due to business interruptions.</p> <p>Grindrod maintains pro-active relationships with key strategic suppliers and partners, notwithstanding the current challenges in our business environments.</p>	<ul style="list-style-type: none"> A loss of sustainable income if a crucial supplier or partner defaults on an agreement. Underutilised capacity due to a lack of competitive pricing and rail resource allocation. Rail/road challenges impacting Grindrod's South African port operations. Reduced infrastructural asset efficiencies due to inefficiencies in the strategic supply chain. Reduced enterprise and stakeholder value. 	<ul style="list-style-type: none"> Constructive engagement with suppliers and partners at strategic and operational levels. Agreements with suppliers that maximise asset utilisation through diversification. Create and maintain customer-centric solutions. Establish governance structures to manage key strategic supplier relationships effectively. Shareholding with government in key strategic assets in Mozambique. Promote key stakeholder involvement in the ownership of key strategic assets. Explore various new commodities and geographic domiciles and various commodity sourcing opportunities with niche clients to ensure sustainable growth. 	<ul style="list-style-type: none"> Engagement with stakeholders in the Southern African Development Community (SADC) on strategic and operational issues.

RISK REVIEW continued

RISK	Implications for value creation	Mitigating actions	Associated opportunities
<p>Political and sovereign risk</p> <p>Grindrod operates in countries where political and foreign exchange decisions, conditions or events may impact the viability or value of its business.</p> <p>This risk remains high due to a lack of energy sources, economic unrest worldwide due to challenging socioeconomic conditions and societal polarisation becoming a new concept climbing the ranks of perceived global severity in the short term. Slow structural reforms and challenges at SOEs exacerbate these.</p>	<ul style="list-style-type: none"> Supply-chain disruption caused by political turmoil. Value erosion due to credit-rating downgrades. Expropriation of assets or concessions. Increased cost of capital. Reduced enterprise and stakeholder value. Hiking commodity and energy prices. 	<ul style="list-style-type: none"> Manage and monitor exposure levels of foreign exchange risks. Partner with investors in these regions, such as development finance institutions. Identify strategic markets with solid prospects for political reform. Perform thorough country and investment assessment before investing. Insure political risk where appropriate. Engage collaboratively and consultatively with regional governments and communities. Invest in meaningful social upliftment initiatives. 	<ul style="list-style-type: none"> Develop new infrastructure and integrated logistics opportunities across Africa in line with Grindrod's where returns are likely to be high if Grindrod can operate successfully in all jurisdictions.
<p>Customer and commodity concentration</p> <p>Grindrod's freight services business is exposed to the risks of customer concentration and continued cyclical commodity demand and prices, which results in volatility in asset-utilisation and resultant earnings.</p>	<ul style="list-style-type: none"> Concentrated exposure to cyclical commodity demand and prices results in volatility of earnings and asset, which will affect enterprise and stakeholder value and earnings predictability. Undue dependency on specific suppliers could impact Grindrod's performance should defaults occur. Increasing environmental pressure on coal as a primary electricity source will reduce demand for this commodity in the long run. 	<ul style="list-style-type: none"> Ongoing market trend analysis and understanding to identify new opportunities. Engage major customers and suppliers to optimise logistics solutions and mutually align objectives. Investigate opportunities to bulk up the division through targeted acquisitions. Engage constructively with suppliers and partners to secure mutual commitment to unlocking the potential of infrastructural assets and corridors. Improve capacity utilisation through commodity, customer and geographic diversification. Continued engagement with key logistics services providers to deliver contracted coal and magnetite volumes. Secure bulk commodities that are in line with the future bulk terminal strategy. 	<ul style="list-style-type: none"> Revenue streams based on new commodities while maintaining optimal infrastructure efficiencies. New customers, markets and commodities such as graphite, vanadium and hematite.
<p>Information and cybersecurity attacks</p> <p>Grindrod's operations rely on technology platforms to facilitate service delivery.</p> <p>With the increased use of digital platforms, changes in working environments and continuous advancement in digital technology increase the risk of cybercrime. This necessitates maintaining the integrity and stability of key IT systems to protect client interests against increasingly sophisticated cyberattacks.</p>	<ul style="list-style-type: none"> Financial losses resulting from the theft of information or money, data corruption and business disruption losses. Reputational damage. Fines and regulatory sanctions. Reduced enterprise and stakeholder value. 	<ul style="list-style-type: none"> Formalised cybersecurity strategy, policies, charters, processes and systems specifically focused on compliance with the Protection of Personal Information Act (POPIA). IT Governance, general controls and cybersecurity risks are reviewed quarterly through a comprehensive cybersecurity framework. Insurers have re-evaluated cyber insurance minimum requirements. Business Continuity/Disaster Recovery requirements, practices and processes to ensure IT-impacted disruptions. ICT performance and the alignment of people, process and technology, ensuring IT is staffed with suitably skilled and empowered people. 	<ul style="list-style-type: none"> Collaboration and alignment of overall objectives between business operational IT and Group IT (e.g., using integrated platforms and focused digital strategy). Standardised network and security standards across the Group enable cost-effective integration of business while supporting cybersecurity resilience. Controlled application management, including security protocols and governance standards.

RISK REVIEW continued

RISK	Implications for value creation	Mitigating actions	Associated opportunities
<p>Liquidity</p> <p>Poor market conditions can influence cash flow within the Port and Terminals and Logistics businesses and restrict the ability to execute strategic projects and acquisitions.</p> <p>The risk of cash flow shortages in the Group where Port and Terminals and Logistics divisions are impacted by continued local and global economic growth constraints, including managing debt covenants, can reduce cash and cash flow generation.</p>	<ul style="list-style-type: none"> Cash shortage in the Group can result in a failure to service debt and fund investment opportunities. These would lead to high-interest expenses on borrowings and breaches of covenants. 	<ul style="list-style-type: none"> Well-defined and actively monitored risk tolerance levels. Active monitoring and reporting on facilities, cash flows and covenants through Grindrod's centralised Treasury function. Drive working-capital management. Regular cash forecasts for USD and ZAR Group funds reported to the Board in the quarterly Treasury report. 	<ul style="list-style-type: none"> Responsibly leverage the Grindrod balance sheet to ensure maximum shareholder return on investment.
<p>SHERQ</p> <p>Grindrod operates in an environment that exposes its employees, other stakeholders and the environment to potential risks.</p> <p>Compliance with ISO and environmental legislation has become imperative to meet customer and quality requirements to support operational excellence.</p>	<ul style="list-style-type: none"> Fatalities, injuries, occupational disease. Heightened mental health challenges potentially impacting the workforce. Adverse impact on staff health and welfare. Significant environmental events. Sub-standard quality of service delivery. Reputational damage. Insurance claims. Legal non-compliance exposing S16.1 and S16.2 appointees according to OHS Act 85 of 1993. Stakeholder relations. Employee retention. Interrupted supply of cargo to customers. 	<ul style="list-style-type: none"> Policies and procedures developed and implemented. Awareness campaigns/toolbox talks etc. Implement SHERQ and legal compliance KPIs for senior employees. Improve SHERQ risk management through a refresher campaign across the Group. Drive community engagement to prevent road fatalities. Implement ISO system certification across Grindrod's freight operations/business units. 	<ul style="list-style-type: none"> Operate in environments that support safe and secure working conditions for all employees while ensuring compliance with all applicable legislation. Minimise negative impacts on the environment and communities. Provide goods and services that meet customer and quality requirements while complying with relevant legislation and voluntarily adopted frameworks.
<p>Regulatory compliance</p> <p>Grindrod's licence to operate is subject to its divisions ensuring continued compliance with all laws and regulations applicable to its diverse operations. Inadequate compliance could result in reputational damage that will impact the sustainability of Grindrod's operations.</p>	<ul style="list-style-type: none"> Litigation and claims from customers. Fines and increased audits from regulators. Negative impact on the Grindrod brand. Financial losses, reduced share price. Reduced employee commitment and loss of key personnel. Reputational damage. Loss of competitive advantage with reduced enterprise and stakeholder value. 	<ul style="list-style-type: none"> Ongoing monitoring of compliance utilising a combined assurance approach. Embedding a compliance-based culture across business divisions. Prompt responses to all queries from regulators, with strict adherence to deadlines. Implementation of incoming JSE requirements and ongoing monitoring. Compliance with the POPIA. 	<ul style="list-style-type: none"> Create a culture of compliance and good governance. Save costs associated with potential fines. Build trust with regulators by demonstrating commitment to good governance and compliance with laws and regulations.
<p>Transformation</p> <p>Grindrod is continually transforming itself to maintain its social contract with stakeholders as the commercial world evolves. Adequately addressing these requirements is integral to retaining and growing the Group's position as a preferred service provider.</p> <p>Our transformation efforts pay heed to any regulatory changes or revisions to applicable B-BBEE codes.</p>	<ul style="list-style-type: none"> Loss of existing client business. Failure to secure new business to drive organic growth. Fines imposed due to non-compliance. Reputational damage. Reduced enterprise and stakeholder value. 	<ul style="list-style-type: none"> Drive compliance across the business through clear strategies and communication. Regular reporting on the status of each business through the Social, Ethics and Sustainability committee. Identify compliance gaps in the light of the draft Maritime and Transport Sector Codes. A B-BBEE partnership agreement was signed with Ntiso Logistics, a business partner that covers South African operations. Ongoing monitoring to achieve B-BBEE ownership targets. 	<ul style="list-style-type: none"> Making Grindrod more diverse through preferential procurement, supporting B-BBEE enterprises and upskilling our employees.

OUR STRATEGY



- 26 Report of the Chief Executive Officer
- 28 Strategic review
- 29 Our six strategic pillars
- 30 ESG implementation and governance
- 31 Our value outcomes:
 - 31 Prosperity for all
 - 38 Regenerative environment
 - 44 Socially Inclusive development
 - 50 Good Governance
 - 53 Stakeholder relationships



The cost-effectiveness of our integrated logistics solutions is key to sustaining growth of our customers' cargo flows in a **challenging trading environment** and rail is an important enabler in achieving this.

REPORT OF THE CHIEF EXECUTIVE OFFICER



Logistics constraints, particularly in South Africa, were the order of the day. This presented our teams with both challenges and opportunities. Our people are our strength, and through their agility and commitment to our purpose and to providing integrated, efficient and cost-effective solutions to our customers, we achieved strong results for the year. I personally thank every Grindrod employee for their commitment and support and look forward to continuing to achieve on our strategy during 2024.



Xolani Mbambo Chief Executive Officer

SAFETY AND SUSTAINABILITY

Grindrod's commitment to providing a safe working environment for all its employees is unwavering. The latest deteriorating safety trend resulting from a fatality in one of our Mozambican operations and a general decline in the safety KPIs is cause for concern. While the lost time injury frequency rate (LTIFR) at 0.48 remained below our 0.5 target, the increase from 0.43 in 2022 due to higher lost time injuries (LTIs) is receiving attention. In response, a groupwide campaign was launched during the last quarter of 2023 to drive awareness and focus our businesses on key safety risks and action plans. I remain positive that this campaign will yield a positive outcome in 2024.

Grindrod subscribes to the ESG principles and has developed an ESG framework to guide its journey in making a positive contribution to sustainability. During 2023, Grindrod formulated its ambitious science-based carbon footprint reduction target of 3.2% per annum for the next five years to 2028. The baseline is set from 2019 with the ultimate objective to achieving carbon neutrality by 2050 having elected the ISO 14068-1:2023 Climate change management to net zero Part 1: Carbon neutrality standard. This standard was used to set and monitor our emissions reduction targets. Our overall emissions remain relatively low, but this will not deter Grindrod from making its contribution.

CUSTOMER

Customers are at the centre of what we do – to provide efficient and cost-effective integrated logistics solutions. In line with our carbon footprint reduction targets and to create sustainability of our customers' cargo flow to our terminals, Grindrod is embarking on a rail strategy to move the majority if not all of the 31 million tonnes currently handled at its directly and indirectly owned terminals in Maputo and Matola by rail. The latest development of attracting private rail operators by rail authorities will bolster this strategy. Our customers are looking for cost-effective solutions for their cargo movement, rail is the response to that request.

PEOPLE AND COMMUNITIES

Our people remain key in delivering on our growth ambitions and the communities in which we operate form an integral part of our existence and sustainability into the future. I am pleased with the various initiatives we have embarked on in 2023 to touch the lives of the people in the communities we operate in. During 2023, we spent R15 million in various community projects and in continued support of education through our long-term partnership with Adopt-A-School and CRET. The focus being on uplifting education to our disadvantaged communities in which we operate. I am proud that of the 60 000 truck loads moved through our intermodal facility in Eswatini, 49% of those benefited Eswatini business communities and the balance benefited South African business communities. I am proud of the successful relaunch of our Graduate programme in 2023 where Grindrod recruited a total of 18 graduates – 10 from South Africa and eight from Mozambique. The programme will continue every two years with a target of achieving 100% absorption rates, internally or externally.

BUSINESS OVERVIEW

Grindrod traded robustly, notwithstanding the softening of the commodity up-cycle post-COVID and the impact of northern hemisphere conflicts on the global economy. The strategic advantage represented by operating the Mozambican Port and Terminals continued to add value mitigating the impact of underperformance in our South African operations. Grindrod achieved headline earnings growth of 29% in its core operations compared to the full year ended 2022 (the prior year).

Port and terminals

The drybulk terminal operated by Maputo Port Development Company (MPDC) reached record volumes of 12.6 million tonnes, representing growth of 28% on the prior year. The 2023 performance was underpinned by strong chrome/ferrochrome volume and an eight percent rail improvement. The current concession to operate the port of Maputo by MPDC, in which Grindrod holds a 24.7% share, was officially extended by 25 years to 2058 in February 2024. This extension creates sustainability of our presence in Maputo for the foreseeable future.

Grindrod's Maputo and Matola drybulk terminals grew their combined export volumes by 14% compared to 2022 and handled 12.9 million tonnes in 2023. The first phase of the Matola drybulk export terminal upgrade is progressing well with the back of terminal upgrade and office building upgrade underway at a combined investment of US\$30 million. Financing of the balance of the project at US\$100 million is well advanced. In line with the main concession extension for MPDC until 2058, discussions on the extension of the sub-concessions held by Grindrod are ongoing. The reconstruction of the conveyor belt linking Grindrod's Navitrade and Richards Bay port has been completed.

REPORT OF THE CHIEF EXECUTIVE OFFICER continued

Logistics

Grindrod's logistics segment delivered strong results despite subdued charter markets in the seafreight business. The Eswatini multimodal corridor solution, in collaboration with Eswatini Rail and CFM, contributed positively to our terminals and rail operations, with volume growth of 40% through this route compared to the prior period. Grindrod's locomotive deployment at year-end remained resilient, closing strongly at 70% and with railed volumes at 9.2 million tonnes in 2023. Progress to drive a sustainable rail offering via Grindrod's integrated pit-to-port solution is advancing. The Group concluded the acquisition of a rail siding operation in Zambia during the current year. In addition, access to Société Nationale de Chemin de Fer du Congo (SNCC) rail network has been secured and commissioning will begin during the first half of 2024.

Non-core operations

Following full impairment of the carrying value of R241 million in the taxi finance business, the only material investment remaining in the private equity portfolio is fully impaired leaving the Group with no material exposure on the private equity portfolio going forward. Although work continues to monetise the KZN property-backed loans and advances exposure of R1 billion, such work has not yielded a tangible outcome. The marine fuel trading business, a 50/50 joint venture with Vitol, remains profitable, but its lower margins in 2023 were due to subdued crude oil prices. Discussions with the co-shareholders on the way forward on this investment are ongoing.



Xolani Mbambo
Chief Executive Officer

04 April 2024



STRATEGIC REVIEW

Grindrod's purpose is to make a positive difference in Africa's trade with the world, touching lives of the communities in which we operate. Grindrod delivers on its integrated strategy across three horizons:

One integrated strategy for Grindrod

- Grindrod's strategy is embodied in our **six strategic pillars**: our Customers, our People and Communities, Market Differentiation, Operational Excellence, Revenue Growth and Shareholder Value (refer page 29).
- Grindrod recognises that if it is to achieve its vision in the long term, a sustainable and integrated approach to business is required. These strategic pillars are therefore underpinned by an emphasis on **Grindrod's ESG transformation framework** comprising four central ESG objectives and ten business imperatives (refer page 30).
- Grindrod's strategy is further supported by its **core values**: Earning our Customers' Trust Every Day, Respecting our People, Touching Lives of the Communities in which we Operate, Innovating for Operational Excellence, and Embracing Long-term Thinking and Delivering on Short-term Action.
- These strategic pillars, ESG objectives and values culminate in **one integrated strategy** that drives Grindrod forward.

OPTIMISE (HORIZON 1)

Strategy in action

Key focus areas and enablers

We strive for maximum advantage from existing solutions, infrastructure and resources.

Horizon 1 (H1) focuses on driving operational excellence, thereby ensuring that Grindrod's existing solutions and associated infrastructure and asset utilisation are optimised. This is about striving to use our current business resources to their full potential. The focus on driving an integrated solution is key to delivering value-adding cost-effective solutions to customers.

We are customer-focused and take the time to understand our customer's needs.

- Fulfilling the demand for efficient and cost-effective integrated solutions supported Port and Terminals headline earnings growth.
- Grindrod's Mozambique drybulk terminals in Maputo and Matola handled 12.9 million tonnes, up 14% on the prior period.
- The Eswatini multi-modal corridor customer solution providing an alternative route to Maputo and Matola export terminals performed well, enabling drybulk volume growth of 40%.

We create efficiencies and foster operational excellence

- The Maputo port achieved a notable monthly volume performance of one million tonnes in April and May 2023 driven by efficiencies in its quayside operations.
- Record volumes in TCM for the year (highest volume ever achieved for TCM and Maputo port (own handled).
- Record monthly volumes handled at GML and MPDC.
- Safety and LTIFR revitalised through Bhasobha safety awareness campaign launched in South Africa, Mozambique and Namibia.
- Richard Bay conveyor belt commissioned.
- Focus on cost-effective integrated operations to minimise overall logistics costs.

- Remaining customer-focused and understanding our customers' needs.
- Monitoring the market to respond to changes and opportunities promptly.
- Maintaining operational excellence by using existing business resources to their full potential.
- Keeping our promises.
- Extending the life of current assets.

GROW (HORIZON 2)

Capacity building and infrastructure development

Enablers of future readiness

We build on capacity and capability to find new effective solutions to support the growing needs of our customers.

Horizon 2 (H2) focuses on extending our current core business through new solutions and capabilities, implementation of growth project opportunities, investment and/or bolt-on acquisitions. Looking at where we can achieve efficiencies and increase our present capacity and capabilities to meet growing customer requirements, and for the betterment of our people and communities.

- Extension of Maputo port concession to 2058.
- Two mobile harbour cranes at a cost of R391.9 million were delivered and commissioned during the period, adding to the Maputo port's vessel-loading capacity.
- The first phase of the Matola drybulk export terminal upgrade progressing well.
- The construction of the Pemba port warehouse – a 3 000m² facility costing R28.7 million – has been completed. This facility provides a new route-to-market solution for the graphite cargo that is currently exported through Nacala.

- Grindrod's East African expansion is progressing well, with the purchase of a landing craft vessel to facilitate a busy marine freight service between the various commercial ports on the east African seaboard.
- Further expenditure incurred for the cargo handling equipment and vehicles deployed in Uganda for the crude oil pipeline logistics solution.
- Outcome of the recapitalisation of Grindrod's United Container Depot business in line with plan and additional 26 626m² of container handling footprint development in Denver, Johannesburg completed.
- Collaboration with Zambia Furnace Solutions within Zambia and DRC.

- Building capacity and capability through investment in infrastructure and assets.
- Partnering with various stakeholders to unlock the full potential of the market and resources.
- Partnering and collaborating with our customers to understand their challenges and respond to their needs.
- Acquisitive growth.

INNOVATE (HORIZON 3)

Striving for the future

The future

To remain relevant and drive the developments we want to see, we explore new game-changing playing fields that align with our purpose.

Horizon 3 (H3) is about developing new playing fields outside current Grindrod capabilities, competencies, and our business model to take advantage of new opportunities that arise which will ensure sustainability in a rapidly changing world.

Investing in tomorrow, today

- Current innovation initiatives are focused on creative ideas and solutions and using information as a tool to have a high impact in order to provide cost effective and efficient integrated solutions for customers.
- In order to remain relevant and drive the developments we want to see, we explore game-changing customer solutions that align with our purpose.

- Developing and pursuing game-changing businesses/opportunities playing fields of high impact.
- Innovating with a focus on sub-Saharan Africa and the communities in which we operate.
- Assessing and exploring partnerships, opportunities and new markets.

OUR SIX STRATEGIC PILLARS

SP4 Operational excellence

Grindrod delivers organic and inorganic growth by implementing revenue-enhancing brownfield and greenfield projects and exploring value-adding acquisitions and adjacencies. Collaboration and partnership across the value chain also enhance revenue growth.

- Efficient and cost-effective customer solutions
- Operational efficiencies
- Strategic assets
- Market insight
- Agility

SP5 Revenue growth

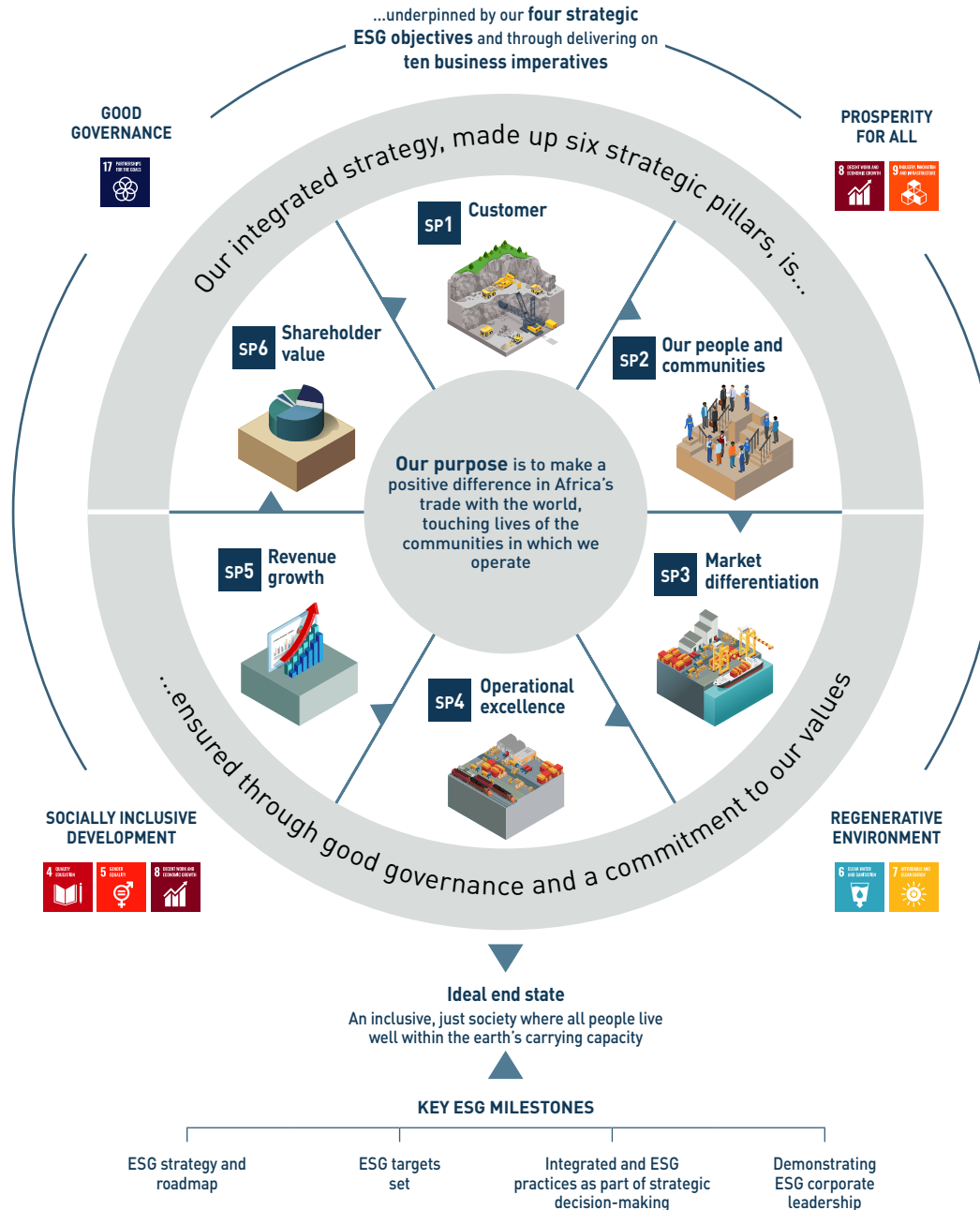
Providing integrated, efficient and cost-effective customer solutions with disciplined balance sheet management to ensure sustainable revenue growth. Value-adding commercial relationships, collaboration and partnerships across the supply chain, establishing pioneering new businesses and processes, and augmenting acquisitions to consistently meet and exceed customer expectations to drive sustainable growth.

- Value-adding partnerships
- Acquisitions

SP6 Shareholder value

Shareholder value is an outcome of our customer, our people and communities, market differentiation, operation excellence and revenue growth strategic pillars (SP1 to SP5). It signifies our commitment to creating shareholder value through earnings growth, cash generation, appropriate return on investment and enhanced sustainability.

- Free cash flow
- Return on equity
- Dividends



SP1 Customer

At Grindrod, care is taken and time is invested in understanding our customers' needs. We utilise our vast experience, infrastructure, footprint and access to trade corridors to provide our customers with integrated, efficient and cost-effective cargo-flow solutions with an unwavering drive to exceed expectations.

- Customer-focused solutions
- Customer satisfaction
- Customer growth and retention

SP2 Our people and communities

Our employees live our values and form winning teams that deliver on our purpose. Our purpose reflects our belief in community inclusiveness, creating local employment opportunities and enterprise development with direct community upliftment projects focusing on education and local procurement.

- A sustainable and high-performance corporate culture driven by a united purpose
- Training, development and transformation
- Community inclusiveness and engagement with direct CSI interventions
- Creation of business opportunities/enterprise development

SP3 Market differentiation

Our strategic assets, institutional knowledge, divergent thinking and agility differentiate us. With our extensive experience in Africa and connecting Africa to the world, Grindrod consistently provides our customers with bespoke, integrated, efficient and cost-effective end-to-end logistics solutions with unparalleled execution.

- Operational metrics
- ISO certification
- Operational system and process modernisation
- Automation
- Asset replacement
- Compliance with equipment maintenance scheduling

ESG IMPLEMENTATION AND GOVERNANCE

We view our ESG transformation framework as a lens for decision-making across our value chain. Progressing along this journey, we aim to continue reviewing our sustainability targets, ensuring these are science-based and set according to our most meaningful areas of impact. As the business structure changes, new, more appropriate baselines need to be put in place. Key to rolling out this framework, we look forward to driving internalisation of the four objectives and aligned UN SDGs amongst our people.

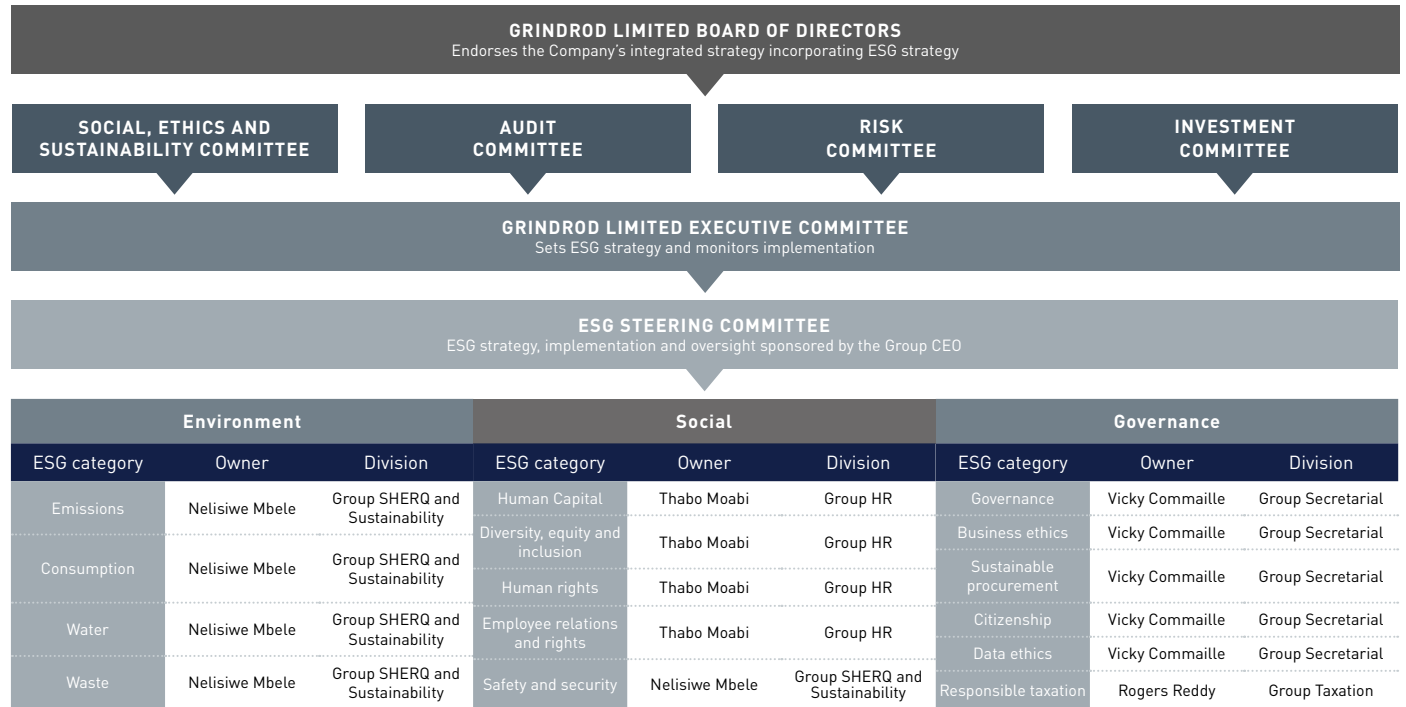
The projects that enabled us to deliver on our framework for the year under review are detailed under our Value Outcomes, pages 31 to 51.

Grindrod's ESG Steering committee supports the ongoing commitment to environmental, health and safety, corporate social responsibility, corporate governance, sustainability and other public policy matters relevant to the Company.

The ESG Steering committee is a cross-functional senior management committee sponsored by the CEO, which assists with:

- integrating general strategy relating to ESG matters;
- developing, implementing and monitoring initiatives and policies based on that strategy;
- overseeing communications with employees, investors and stakeholders with respect to ESG matters; and
- monitoring and assessing developments relating to enhancing the Company's understanding of ESG matters.

We have a KPI-driven implementation where employees have ESG metrics integrated into their annual KPIs.



OUR STRATEGIC ESG TRANSFORMATION FRAMEWORK

Our purpose	Our strategic ESG objectives	Our business imperatives	Key performance indicators	Ideal end state
Is to make a positive difference in Africa's trade with the world, touching lives of the communities in which we operate	PROSPERITY FOR ALL 	<ul style="list-style-type: none"> • Sustainable profits • Decent work and economic growth for communities • Innovation 	<ul style="list-style-type: none"> • ROIC >14% and ROE >16% • Localisation of employment, target 100% • Aspire for a living wage, target 100% by 2030 • All employees on medical aid by 2025 • Full digitalisation of all processes by 2030 	An inclusive, just society where all people live well within the earth's carrying capacity
	REGENERATIVE ENVIRONMENT 	<ul style="list-style-type: none"> • Energy and carbon management • Water stewardship 	<ul style="list-style-type: none"> • On-track to finalise targets for the next five years on emissions and water usage 	
	SOCIALLY INCLUSIVE DEVELOPMENT 	<ul style="list-style-type: none"> • Health, safety and wellbeing • Diversity, equity and inclusion • Quality education 	<ul style="list-style-type: none"> • Zero fatalities; LTIFR <0.5 • Compliance with B-BBEE targets • 70% of CSI spend (1% of NPAT) on education • Compliance with EAP targets on employment 	
	GOOD GOVERNANCE 	<ul style="list-style-type: none"> • Zero bribery and corruption • Responsible taxation 	<ul style="list-style-type: none"> • Zero bribery and corruption incidents • Full tax compliance across all tax jurisdictions 	

OUR VALUE OUTCOMES

PROSPERITY FOR ALL



SUSTAINABLE PROFITABILITY

Grindrod aims to operate a robust, profitable and growing business, and to realise the full potential of its economic resources to generate prosperity for all. In this way, Grindrod creates jobs and contributes to the economic success of its communities. The results and achievements listed below are the product of the Grindrod community's steady commitment to our strategic pillars.

Stakeholder benefit means more to us than material wealth creation alone. We believe in holistic value creation with an emphasis on community upliftment and education for the future. This is key to ensuring the survival and, ultimately, the economic sustainability of Grindrod as both a company and as a member of the community. Through the generation of shared prosperity, we can make a meaningful difference to the lives of our people and the communities in which we operate.

Overarching goal Ensuring the long-term economic sustainability of Grindrod for the survival of the Company and the benefit of its stakeholders.

Rationale Sustainable profitability is key to contributing to prosperity through reinvestment of retained earnings in new geographies where Grindrod can create opportunities for the communities in which it operates.

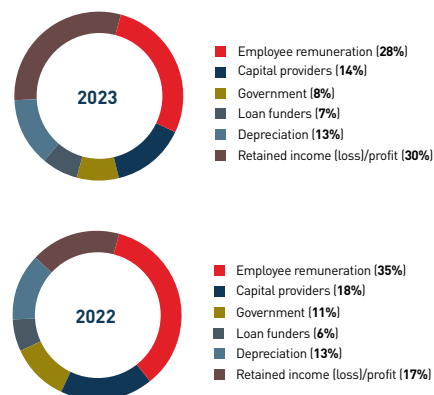
Performance topics	Return on equity*	Return on invested capital*
2023 performance	20%	16%
Targets	>16%	>14%

* Core operations.

Value added

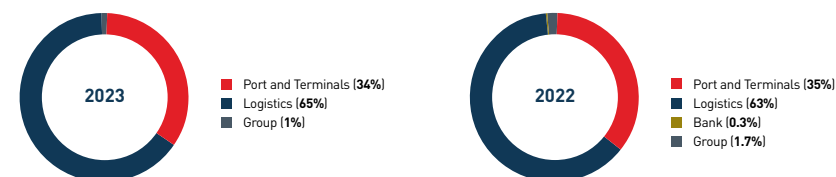
	2023 Rm	2022 Rm
Total wealth distributed		
Remuneration and benefits paid to employees	926	1 318
Rewards to providers of share capital	453	680
Payments made to governments	274	410
Providers of loan capital	220	210
Depreciation and amortisation	392	500
Retained income	988	601
Total wealth distributed	3 252	3 719

Wealth distribution

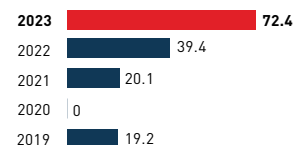


Capital investment

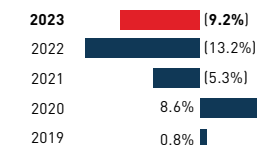
Capital expenditure by business area



Ordinary dividend per share (cents)



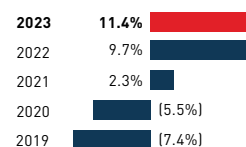
Net interest-bearing debt to total shareholders' funds



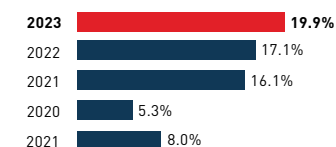
	2023 Rm	2022 Rm	2021 Rm	2020 Rm	2019 Rm
Total capital expenditure					
Port and Terminals	372	266	65	49	98
Logistics	719	486	499	355	356
Bank*	-	2	4	-	2
Group	15	13	-	-	-
Total capital expenditure	1 106	767	568	404	456

* Disposed of in November 2022

Return on ordinary shareholders' funds



Return on equity – core business



OUR VALUE OUTCOMES continued

PROSPERITY FOR ALL

	Port and Terminals			Logistics			Group			Marine Fuel			Private equity and property			Total		
	2023 Rm	2022* Rm	Growth %	2023 Rm	2022* Rm	Growth %	2023 Rm	2022* Rm	Growth %	2023 Rm	2022 Rm	Growth %	2023 Rm	2022 Rm	Growth %	2023 Rm	2022 Rm	Growth %
Income statement																		
Revenue	3 070	2 590	18.5	3 728	3 272	13.9	693	1 543	(55.1)	16 043	16 955	(5.4)	-	-	-	23 534	24 360	(3.4)
Trading profit/(loss) before depreciation and amortisation	1 336	1 038	28.7	1 174	1 245	(5.7)	3	(109)	102.8	48	102	(52.9)	(365)	(359)	(1.7)	2 196	1 917	14.6
Profit/(loss) before interest and taxation	1 042	850	22.6	743	833	(10.8)	(36)	(153)	76.5	47	101	(53.5)	(365)	(359)	(1.7)	1 431	1 272	12.5
Share of associate companies' profit/(loss) after taxation	252	162	55.6	3	1	200.0	-	-	-	-	-	-	-	-	-	255	163	56.4
Attributable profit/(loss)	785	692	13.4	615	600	2.5	(65)	(202)	67.8	53	87	(39.1)	(400)	(401)	0.2	988	776	27.3
Statement of financial position																		
Non-current assets/investments	3 832	3 380	13.4	2 959	1 689	75.2	1 629	1 460	11.6	43	33	30.3	58	524	(88.9)	8 521	7 086	20.3
Loans and advances	-	-	-	-	-	-	-	-	-	-	-	-	1 014	1 073	(5.5)	1 014	1 073	(5.5)
Current assets	653	679	(3.8)	2 026	2 594	(21.9)	1 015	910	11.5	2 032	1 513	34.3	253	19	>100	5 979	5 716	4.6
Bank balances and cash	758	411	84.4	527	481	9.6	1 749	1 994	(12.3)	245	375	(34.7)	4	10	(60.0)	3 283	3 271	0.4
Total assets	5 243	4 470	17.3	5 512	4 764	15.7	4 393	4 364	0.7	2 320	1 921	20.8	1 329	1 626	(18.3)	18 797	17 145	9.6
Equity	3 609	2 746	31.4	2 355	2 050	14.9	2 268	2 131	6.4	724	614	17.9	922	1 280	(28.0)	9 878	8 821	12.0
Interest-bearing debt	860	910	(5.5)	1 403	647	116.8	1 698	1 689	0.5	-	-	0.0	121	173	(30.1)	4 082	3 419	19.4
Other liabilities	774	814	(4.9)	1 754	2 067	(15.1)	427	544	(21.5)	1 596	1 307	22.1	286	173	65.3	4 837	4 905	(1.4)
Total equity and liabilities	5 243	4 470	17.3	5 512	4 764	15.7	4 393	4 364	0.7	2 320	1 921	20.8	1 329	1 626	(18.3)	18 797	17 145	9.6

	Port and Terminals		Logistics		Marine Fuel		Private equity and property	
	2023 Rm	2022* Rm	2023 Rm	2022* Rm	2023 Rm	2022 Rm	2023 Rm	2022 Rm
Return on ordinary shareholders' equity (%)	29.1	26.7	21.5	31.5	8.0	15.8	(34.6)	(31.3)
Operating margin (%)	33.9	32.8	19.9	25.5	0.3	0.6		
Net debt/(cash): equity ratio	0.03:1	0.18:1	0.20:1	0.08:1	(0.34:1)	(0.61):1	0.13:1	0.13:1
Return on net assets (%)	19.1	19.2	12.3	13.3	1.2	5.6	(24.6)	(8.0)
Attributable profit/(loss) per employee (R'000)	1 382	975	320	295	1 080	1 399	-	-

* Represented for changes in the composition of the segments

OUR VALUE OUTCOMES continued

PROSPERITY FOR ALL



DECENT WORK AND ECONOMIC GROWTH FOR COMMUNITIES

Grindrod recognises the often-constrained environment in which it operates and the many challenges facing communities in Africa, including unemployment, limited access to basic services and barriers to education. In response, Grindrod seeks to cultivate a positive and lasting impact on its communities and society through meaningful interventions.

Overarching goal	Grindrod's purpose is to make a positive difference in Africa's trade with the world, touching lives of the communities in which we operate.			
Rationale	Grindrod's prosperity is inextricably linked to that of the communities in which it operates.			
Performance topics	Access to decent work	Access to quality education	Access to reliable renewable energy	Access to reliable, safe water
2023 performance	<ul style="list-style-type: none"> 4 162 staff employed. 18 opportunities presented through the Grindrod Graduate Programme. Three-year apprenticeship programmes, with 17 work opportunities created. Successful YES initiative with 19 learners. Blue Port project expanded on the successes of the Blue Crew increasing intensity through larger teams of 45 YES Blue Port placements working year-round with the Durban Port. 36 opportunities created through Grindrod's people living with disabilities programme. The new programme commenced in October 2023. 	<ul style="list-style-type: none"> 584 learners benefitted from the Adopt-a-School project. 145 bursaries provided to children of employees valued at over R0.5 million. Seven bursaries awarded to students during 2023 through CRET (R1.2 million). Through partnership with Adopt-a-School, Grindrod constructed three classrooms at Mabhodla Primary in Richards Bay. Job creation on the project included a total of 20 temporary jobs to benefit unemployed youth and members of the community. Blossom Care Solutions: Projects launched at Sinaye Primary School in Richards Bay and Inhlakanipho High School in KwaMashu, addressing period poverty for all girls in the respective schools. 	<ul style="list-style-type: none"> Five renewable energy projects planned, two of which have been completed. 	<ul style="list-style-type: none"> Two water projects completed.
Targets 2024	<ul style="list-style-type: none"> A minimum of one job creation opportunity per project. Absorption of ten graduates per year. 	<ul style="list-style-type: none"> Target as per the Adopt-a-School project. 	<ul style="list-style-type: none"> A minimum of one renewable energy project. 	<ul style="list-style-type: none"> A minimum of one water project.
Projects planned for 2024	<ul style="list-style-type: none"> Medical Aid cover for all employees currently without cover 1 March 2024. 18 Grindrod Graduate Programme opportunities. Ten new driver opportunities. 22 YES participants. 	<ul style="list-style-type: none"> Reefer Technician incubation programme launched for 2024. 584 learners at Mabhodla Primary to benefit from three new school classrooms built by Grindrod through the Adopt-a-School programme, valued at R3 million. 150 bursaries for children of employees. Ten CRET Bursaries awarded for 2024. 	<ul style="list-style-type: none"> Three solar energy projects planned for 2024. 	<ul style="list-style-type: none"> Hippo roller water project planned for 2024 following an impact assessment.

OUR VALUE OUTCOMES continued

PROSPERITY FOR ALL

OUR STORIES

Grindrod partnered with Blossom Solutions

Blossom Solutions is a South African-based company focused on improving access to sanitary pads for young girls in disadvantaged areas, creating jobs and assisting entrepreneurs to establish their black-owned franchises.

Through one such franchise, Grindrod has donated a year's supply of sanitary pads to the female students at Sinaye Primary School in Richards Bay.

A team from Grindrod recently joined the Blossom Care team to launch the initiative at Sinaye Primary School.

Kwazi Mabaso, CEO of Grindrod Terminals, gave a motivational talk. He, too, was a student at the school many years before. Kwazi then led a song as the students joined him in the celebration.



OUR STORIES

Rise Against Hunger event 12 July 2023

Over 70 volunteers from Grindrod Corporate, Sturrock Grindrod Maritime, Grindrod Logistics Africa and Grindrod Multi-Purpose Terminals gathered in the auditorium on 12 July 2023 to pack meals for the Rise Against Hunger event.

The goal was to pack 16 000 meals over two one-hour shifts and by the end of the day, an impressive 21 600 meals were packed, far exceeding the initial goal.

The meals were distributed to communities in need.



OUR STORIES

Grindrod teams in Maputo participate in the "Master Chef solidarity soup kitchen"

MAKOB0, an NGO based in Mozambique, invited volunteers to join them in a cook-off with a difference. The #MASTER-CHEF_SOLIDARITYSOUP is designed to bring together colleagues, friends and family members to prepare a hearty meal for those in need.

In honouring Nelson Mandela Day and celebrating his birthday, staff from Grindrod Terminals and Sturrock Grindrod Maritime in Maputo offered their cooking skills over a few days in July. It was a wonderful team-building experience, fostering camaraderie and togetherness while making a difference in under-served communities.

After the soup was prepared, the volunteers served dinner to the people at a dining hall known as KAYA. Solidarity Soup provides approximately 2 700 meals daily and benefits approximately 16 000 people weekly, mainly the elderly and children, a total of 65 000 people per month, ensuring that these individuals have at least one decent meal daily.

MAKOB0 was established in 2009 to bridge the gap between the social extremes in Mozambique through the development, management, and implementation of individual and Corporate Social Responsibility initiatives. MAKOB0 promotes initiatives to better the living conditions and social and economic wellbeing of individuals and vulnerable social institutions.

Solidarity Soup is an initiative of MAKOB0, established to provide skills upliftment and economic empowerment to individuals in situations of extreme poverty. At the same time, the organisation promotes awareness of malnutrition and chronic malnutrition, and illiteracy affecting more than 20 000 000 Mozambicans. The organisation is focused on mobilising support to access and improve the quality of nutrition, education and health in the country.



OUR VALUE OUTCOMES continued

PROSPERITY FOR ALL

OUR STORIES

Adopt-a-School Foundation (AAS)

Grindrod has a long-standing partnership of many years with the Adopt-a-School Foundation, reflecting our commitment to investing in education. In addition to various other projects, Grindrod built a much needed three-classroom block for the Mabhodla Primary School, which is located near Richards Bay, KwaZulu-Natal. This project was completed at the end of 2023 and is testament to Grindrod living its purpose of impacting the communities in which it operates.



OUR STORIES

A distribution of 542 bicycles in 12 rural schools along two rail corridors in Mozambique

Education is at the heart of Grindrod's Corporate Social Responsibility and in phase 1 of the Grindrod Mobility Project, Grindrod donated 177 bicycles to schools in Namaacha and Boane in the province of Maputo. This project directly impacted 77 teachers, school staff, five mechanics, and 95 students from five schools in the region. During the second phase of the project, 365 bicycles were delivered to seven schools in the Moamba District.

These bicycles are not just modes of transportation, but symbols of empowerment and accessibility, connecting students, teachers and staff to new possibilities. The seven bicycle workshops that have been established represent a commitment to skill development and sustainable empowerment. Local mechanics are now equipped with the knowledge and tools to maintain and repair the bicycles, transforming the act of bicycle maintenance into a means of livelihood, creating a ripple effect of positive change.

This initiative was carried out in partnership with Mozambikes and is aimed at encouraging education and development in the communities where Grindrod operates. In addition to providing bicycles, training was given on traffic safety and bicycle maintenance.



OUR VALUE OUTCOMES continued

PROSPERITY FOR ALL



INNOVATION

Delivering on Grindrod's strategy to provide cost-effective and efficient integrated solutions for customers requires both dynamic and innovative solutions. This reflects Grindrod's problem-solving ethos and our creation of opportunities through innovation. Key elements to delivering innovation include thought leadership, our people and their ability to understand our customers' needs and the ability to produce creative ideas and solutions and information, supported by our deep market insight.

Overarching goal	Driving solutions for customers through an innovative culture.		
Rationale	Delivering high-impact solutions for customers requires an innovative approach.		
Performance topics	Thought leadership	Integrated innovative customer solution	New game changing technology and projects
2023 performance	During the year, Grindrod's CEO embarked on a project to recognise and celebrate innovative integrated customer solutions within the organisation	<ul style="list-style-type: none"> The integrated logistics team monitors and tracks customer volumes through digitisation and systems to assist and identify stock losses at the Eswatini facility. During the year a mine to port multi-modal solution was developed and implemented for a cargo owner – this required a combination of various logistics solutions packaged to deliver consistent and reliable cargo flows along the north-east corridor to Maputo. Visualisation project at the Maputo Port has been a key project delivered to customers. Following pressure on custom forwarding and clearing, a new optical character recognition (OCR) system was rolled out. Paperwork is scanned via the drivers' mobile phones and a software application prepares an entry file reducing entry time to around seven minutes. Over 72 000 tickets have been completed by the system. As a countermeasure to theft of commodities and to support cargo visibility, weighbridges were introduced alongside OCR document capture. Data is stored in cloud storage for instant retrieval and reporting. Rail investment and development: Rail fleet is planned and expedited using Grindrod's custom rail application which platform is integrated into OCR cameras and RFID scanners, also linked to inline weighbridges. Tare, Gross, and Net weight of wagons are recorded without the train coming to a stop and information is pushed to Grindrod ports for planning. Grindrod Logistics Africa (GLA) through collaboration with third party developers specialising in remote tracking of fuel and telematics in locomotives throughout Africa implemented telematics to mitigate against fuel shortages. The telematics units track fuel usage, location, speed and driving performance, among other metrics. 	<ul style="list-style-type: none"> In line with Grindrod's Horizon 3 strategic ambitions, the Group seeks to explore new game-changing businesses, research and development that align with its purpose. Completed testing Grindrod's asset management system in Uganda which is to be rolled out in GLA. The system allows for integrated tracking and performance telematics, driver inspection forms, alerts for licenses, insurance, services, and also supports health and safety features.
Targets	Achieve full digitalisation of all processes by 2030		



OUR VALUE OUTCOMES continued

PROSPERITY FOR ALL

OUR STORIES

Grindrod mobile office solution

GLA operates in a dynamic environment and in areas that do not always have access to basic amenities. In order to provide our customers with efficient and cost-effective solutions, it is often necessary to work from sites that do not have electricity or Internet access, and be able to move our base with little notice. Grindrod created mobile office solutions that allows staff to work with full support services on a remote basis.

Two mobile office units have been built. They are fitted with a solar installation and backup solution to meet electricity requirements without high running costs, are fully secured with burglar guards, wheel locks and security doors, have built-in internal and external lighting and are air-conditioned. They hold a full network cabinet to support multiple users via network points or Wi-Fi and can support an existing office in the event of downtime. The uplink connection in the last mile is facilitated by a booster antenna that is positioned and connects to local 3G, 4G or LTE. The office supports a dual sim, whereby a local network sim is inserted, and a connection is established, the connection is secure and allows for a direct connection into the Grindrod network. The offices have built-in PCs, with mounted screens, printing, stationary supplies and additional storage, and are fully compliant with Health and Safety standards, having all necessary signs, extinguishers and first aid boxes.



OUR STORIES

New ship *M.V. Mpungu*

Grindrod's focus to provide efficient and cost-effective integrated and innovative customer-centric solutions is reflected by our success story in Uganda. *M.V. Mpungu*, a new roll on/roll off vessel was launched. Grindrod will operate the East Africa Marine Transport (EAMT) vessel, offering freight carriers access to a safe, scheduled freight service between Uganda and Tanzania. The EAMT vessel will cross the lake in an anticipated time of 18 hours, compared with the current journey around the lake by congested regional roads which can take between three and four days. The 96-metre-long vessel has the capacity to handle up to 1 000 tonnes of containerised cargo, the equivalent of 21 trailers.

EAMT have been training Ugandans as seafarers, with the current group of engineers and navigation crew having qualified as oilers and able seaman. The next step is for the top students to sit the exams to become qualified fourth engineers and third officers.



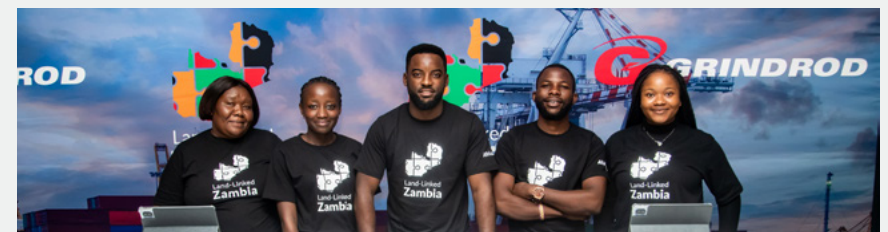
OUR STORIES

Grindrod, platinum sponsor at the 2023 Land-Linked Zambia Conference

As Grindrod pursues innovation and its purpose of promoting Africa's trade with the world, it expands its footprint in the Southern African Development Community (SADC) region. Brand awareness, stakeholder relationships and networking have become increasingly important, and as a platinum sponsor of the conference and exhibition, which was organised by AFricast in collaboration with the Ministry of Transport and Logistics in Zambia, Grindrod fostered relationships and awareness of its integrated service offering in the region.

The Land-Linked Zambia (LLZ[®]) conference was held from the 23rd to the 24th of March 2023 in Lusaka – Zambia. The conference was themed "Leveraging on the impacts of the AfCFTA for the African Transport and Logistics Industry."

During the opening ceremony, Xolani Mbambo, CEO of Grindrod Limited, delivered a presentation on Public Private Partnerships. Transport and Logistics Minister of Zambia, Honourable Frank Tayali, and Assistant Secretary General of Comesa, Zambia, Honourable Dev Haman, also attended the event.



OUR VALUE OUTCOMES continued

REGENERATIVE ENVIRONMENT



ENERGY AND CARBON MANAGEMENT

Grindrod aims to reduce its contribution to climate change by minimising and offsetting its emissions.

Grindrod's commitment to sustainability and living its purpose is reflected in its ESG journey, where an ESG Transformation Framework was developed and entrenched into all aspects of the business over the previous 18 months, together with the formation of an ESG Steering committee, sponsored by the Group CEO, which delivers on the Board and Executive imperative to embed sustainability into the business. ESG metrics are incorporated into KPIs and business thinking.

The next phase is to set our emission reduction targets in alignment with the Paris Agreement, having selected the ISO 14068 standard to quantify, monitor and report GHG emissions, thereby enabling the development of effective strategies for emission reduction.

Grindrod's transition to low-carbon business

Grindrod's response to climate change is focused on the sustainability imperative through environmental, social, financial and legislative aspects. Our strategic objectives support our efforts to contribute to a transition to a carbon neutral business in the long term. Grindrod's annual carbon footprint report provides the tool needed to quantify emissions and report on performance against emission reduction targets.

Grindrod has elected to align its emission reduction targets with the emission reduction trajectory as required by the climate science expressed in the Paris Agreement and the IPCC 6th Assessment report (published in 2021) to ensure that its targets are credible and ambitious. The Paris Agreement along with the IPCC's 6th Assessment Report indicate that the world must reach net zero emissions by 2050 to limit global temperature rises to below 1.5°C from preindustrial times.

Grindrod has selected the ISO 14068-1: 2023 Climate change management Transition to net zero Part 1: Carbon neutrality standard to set and monitor its emission reduction targets.

The ISO standard provides a framework for documenting targets and has the end goal of carbon neutrality. The selected target trajectory for this target is therefore assumed as a constant reduction from the base year, of 2019, to 2050. Grindrod's target covers all three Scopes and the following greenhouse gases: CO₂, CH₄, N₂O and HFCs.

Grindrod has selected 2019 as its base year for the target. This year represents typical operating conditions and has been restated removing the divestments that occurred from 2019 to 2023.

Grindrod's emissions were 21 781 tCO₂e, 11 235 tCO₂e and 11 427 tCO₂e for Scope 1, 2 and 3 in 2019. In 2023, their emissions were 23 658 tCO₂e, 13 991 tCO₂e and 9 935 tCO₂e. This is an overall increase of 13% from 2022. These increases were driven by increased operations and expansions at GLA and TCM, primarily due to increased electricity consumption.

As required by the ISO14068 standard, Grindrod has prepared the following as part of the Declaration of Commitment: "Grindrod commits to be carbon neutral by 2050 covering both direct and indirect emissions. This target covers all operations that fall under Grindrod's operational control. Interim targets of 35% reduction from a 2019 base year by 2030 and a 3.2% reduction of the 2019 base year per annum have been set. Further interim targets are set in five year intervals as follows:

- 52% reduction from a 2019 base year by 2035.
- 68% reduction from a 2019 base year by 2040.
- 84% reduction from a 2019 base year by 2045.

Grindrod is still in the process of formalising these targets according to the ISO 14068-1:2023 Climate change management Transition to net zero Part 1: Carbon neutrality and is developing the required carbon neutral management plan. Once developed the plan and targets will be validated by an external ISO accredited auditor in accordance with the target setting standard.



OUR VALUE OUTCOMES continued

REGENERATIVE ENVIRONMENT

Overarching goal	Grindrod seeks to participate in the just transition to a low-carbon future by decarbonising its operations while engaging with impacted stakeholders to secure the best outcomes for all.			
Rationale	Climate change is a significant global risk necessitating a just transition to a low-carbon future.			
Performance topics	Greenhouse gas emissions	Energy mix	Just transition	Pollution
2023 performance	12.7% increase due to expansion of operations and inclusion of GLA in reporting metrics.	SGM's Cape Town facility has been connected to solar energy, feeding the main warehouse. The new depot in Durban is under construction, and will include solar panels, motion sensors, storage and reefer towers for conservation of energy. This has been rolled out to all SGM facilities during the period.	Implementation of Grindrod's the ESG Transformation Framework and ESG steering committee to drive sustainability.	Soil contamination at TCM addressed with hydraulic press and resolved. Ongoing project to reduce dust and particulate matter pollutants (dust fallout and PM10 levels). Cleaning of Femao Veloso Beach completed at GLM (Nacala).
Targets (prior to finalisation of carbon neutral targets during 2024 in line with ISO 14068)	Existing targets are a 5% reduction by 2030 and a 10% reduction by 2050.	5% renewable energy mix by 2030. 10% renewable energy mix by 2050, with carbon offsets and nature-based climate solutions.	Development of a just transition plan, which includes decarbonisation and socio-economic aspects.	5% reduction by 2030. 10% reduction by 2050.

Waste projects	
Group	In partnership with the Blue Port project and YES initiative, a total of 172 560kg of waste was collected from the Durban port, which included plastic waste which was recycled.
GLM	In March 2023, students at the Socaju Primary School were educated on the value of trees and how to preserve them. As a demonstration of the school's commitment to the environment, a total of 20 trees were planted at the school. The GLM SHERQ team committed themselves to raising awareness on combating pollution by teaming up with selected staff from other departments, sub-contractors, and members of the Municipality to clean Fernao Veloso Beach.
SGM	Initiation of a waste reduction initiative with the aim to only use paper or photocopying when it is needed for government companies or shipping lines where original documents must be used.
TCM	Testing laboratory set up at TCM to facilitate in-house dust sampling to increase efficiency and response times.
Terminals	Recycling and oil re-use project at Grindrod Stevedores to minimise the amount of waste that goes to landfill. Oil is recycled and sold for re-use.

Energy efficiency projects	
GLA	Installed solar power at Komatiport office to reduce carbon footprint. Grindrod installed solar solutions at its facilities in Golela (Northern KZN). Two further projects are in planning phase.
TCM	To achieve a reduction of electricity consumption during the start/stop of motors on conveyor belts, variable speed drives (VSDs) were installed on 17 conveyor belt links. This project will be rolled out to other business units that utilise conveyor belts during 2024.
TCM, GML and MCTL	Energy efficiency drive – LED lighting and motion sensor switches at terminals. The project has progressed to all sites and is ongoing.
Grindrod Head Office	Grindrod is in the process of securing funding for comprehensive hybrid solar systems at its Durban and Sandton campuses at an investment of R14 million. Converted to LED lights at Durban campus completed.
SGM	The Cape Town facility has been connected to solar energy, feeding the main warehouse. The new depot in Durban is under construction and will include solar panels, motion sensors, storage and reefer towers for conservation of energy. This has been rolled out to all SGM facilities during the reporting period.
GLM	Project focused on replacing current bulbs with energy efficient LED bulbs and looking at solar energy systems at various sites.

ENERGY AND CARBON MANAGEMENT

We acknowledge the importance of reducing our carbon footprint and we strive to achieve improved consumption efficiencies and minimise and mitigate the effects of our operations on the environment.

Our environmental management is guided by international best practice and based on the ISO 14001 standard that integrates safety, health, environmental and quality management criteria into auditable systems.

The Group prioritises environmental risk management which is integrated with occupational health and safety and quality management systems. These are audited, together with ongoing environmental and impact assessments, and the effectiveness of the mitigations implemented are reviewed. Ongoing training is provided to embed awareness of ecological issues as well as constant monitoring and measurement of actual results against set targets.

ENVIRONMENTAL POLICY

Safety, health and the protection of the environment forms an integral part of Grindrod's strategy, planning and decision-making. Best practice requires Grindrod to have an environmental policy in place reflecting our commitment to this end. Please refer to the *Grindrod environmental policy*.

2025 CLIMATE CHANGE AND ENVIRONMENTAL POLICY

Grindrod's 2025 climate change and environmental policy, approved in 2019, established the guidelines for managing the Group's environmental impacts up to 2025. This policy was built on the TCFD recommendations and international best practice, aligned with the strategic objectives and the operating realities of the markets in which Grindrod operated.

Following the comprehensive restructuring of the Group over recent years to realise Grindrod's core-business strategy, and the rapidly changing sustainability reporting and best practice requirements, new, relevant and measurable targets are being finalised during 2024 with the assistance of sustainability experts, Promethium Carbon, in accordance with the ISO 14068 standard. These metrics will enable the Group to meaningfully set KPIs, measure its performance and track the achievement of its environmental goals.

OUR VALUE OUTCOMES continued

REGENERATIVE ENVIRONMENT GREENHOUSE GAS (GHG) EMISSIONS

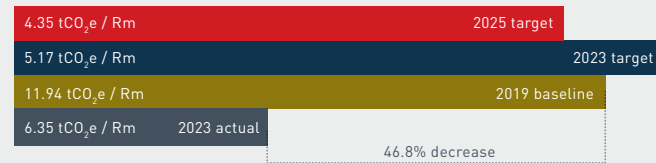
Performance over time

Key performance indicator	2023	2022*	2021*	2020*	2019*
Scope 1 (GHG emission footprint (TCO ₂ e)	23 658	22 611	19 357	26 637	21 781
Scope 1 and 2 GHG emissions (TCO ₂ e)	37 649	32 567	30 766	36 900	33 016
Total GHG emissions including Scope 3 (TCO ₂ e)	47 584	42 225	38 799	43 772	44 443
SO _x emitted (tonnes)	8	9	8	10	11
NO _x emitted (tonnes)	208	218	167	140	217

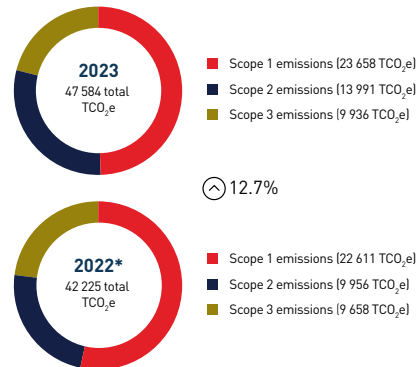
* 2019 to 2022 Values have been restated to exclude Grindrod bank, Fuelogic, Petrologistics, Auto, MICD, Rail SA and GLO.

Performance against targets

Normalised Group emissions (tCO₂e per rand revenue)



Total GHG emissions (tonnes CO₂e)

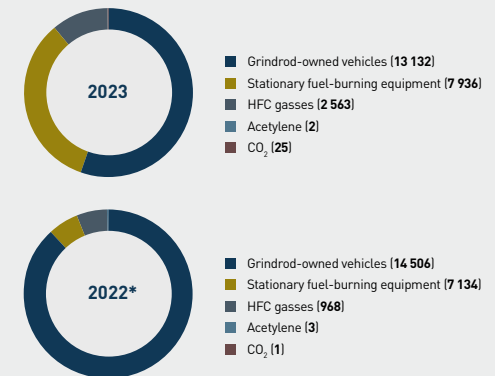


* 2022 values have been restated to exclude Grindrod bank, Fuelogic, Petrologistics, Auto, MICD, Rail SA and GLO.

Grindrod Scope 1 footprint (tonnes CO₂e) per activity

Grindrod monitors its Scope 1 and 2 emissions to minimise GHG emissions. Currently, Grindrod's activities and operations account for most of the Group's carbon footprint. Studies were conducted at several terminals to determine the feasibility of solar installations to reduce the division's impact. Regrettably, studies noted that rooftop areas were unsuitable given their positioning and due to dust issues in certain areas.

Other options are therefore being investigated.



ASSURANCE

The GHG Protocol, King IV, the TCFD and other benchmarks guide the organisation's reporting on environmental activities. Carbon and climate change advisory firm, Promethium Carbon, reviews Grindrod's internally calculated GHG emissions. In addition, the Group's internal audit function performs limited assurance on selected sustainability performance indicators.

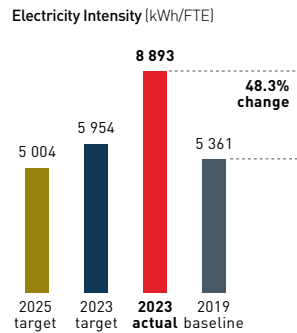
OUR VALUE OUTCOMES continued

REGENERATIVE ENVIRONMENT ELECTRICITY EFFICIENCY

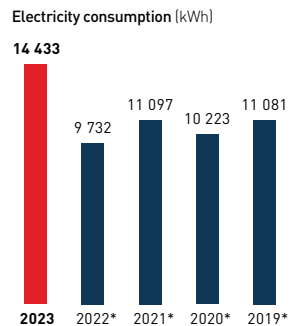
Grindrod's goal is to reduce the amount of energy required to provide each outcome over time, as measured in a relative metric such as a kWh/tonne.

Electricity consumption increased largely due to expanded operations, predominantly those of Grindrod Logistics Africa and TCM.

Performance against targets



Performance over time



* 2019 to 2022 Values have been restated to exclude Grindrod bank, Fuelogic, Petrologistics, Auto, MICD, Rail SA and GLO.

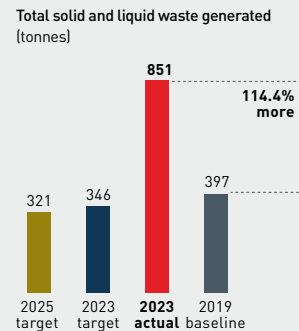
WASTE GENERATION

Compliance with applicable regulations and requirements is at the core of Grindrod's waste management approach. Every business unit has a different waste stream based on the activities and the processes that they use. Each business unit has their own programme to ensure compliance with regulatory obligations and the Group continues to look at ways to enhance waste management procedures, particularly through recycling and waste reduction programmes.

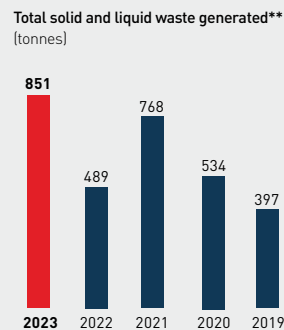
The Grindrod Mozambique Logistics team, in partnership with the community, performed a beach clean-up at Fernao Veloso Beach. This initiative contributed to combating pollution in the area in which we operate.

Other waste reduction programme's included SGM's paperless programme, and the recycling of oil by Grindrod Stevedores in Richards Bay.

Performance against targets



Performance over time**



** Total waste has been adjusted to include mineral sweepings for comparison purposes.

POLLUTION

Grindrod's transport and logistics services often carry commodities that produce dust fallout. Grindrod continuously looks at ways to mitigate this including:

- Sprinkler systems on tippers, conveyors and conveyor decanting points.
- Mobile water tanker for dust suppression on roads.
- Misting canons for ambient dust suppression.
- Ceasing certain operations and/or cleaning activities during adverse weather conditions.
- Enclosed conveyor systems.
- Enclosed warehouses and silos for handling and storing cargo.
- Enclosed tippler/warehouse sheds.
- Dust extraction systems.
- Chemical dust suppressants.

Further to these dust-suppression initiatives that help limit this environmental impact, the Group conducts monthly sampling and analysis of its dust footprint through an independent service provider.



OUR VALUE OUTCOMES continued

REGENERATIVE ENVIRONMENT



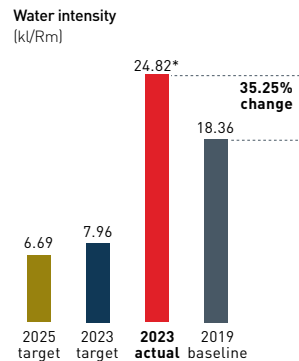
WATER STEWARDSHIP

Grindrod operates in water-scarce environments and recognises the necessity to conserve this precious resource. Water management constitutes a critical component of Grindrod's operational and environmental management.

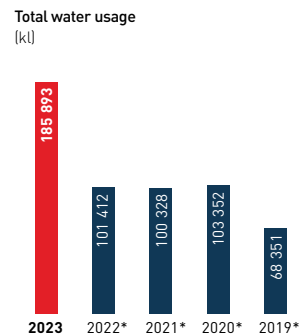
Overarching goal	Sound water stewardship to support reliable access to water for Grindrod and its communities.
Rationale	South Africa is a water-scarce country with many areas already experiencing water stress. Since water is a finite resource essential to life and critical to Group operations, water needs to be managed carefully.
Performance topics	Fresh water withdrawal, catchment management and community support
2023 performance	185 893 kL of fresh water consumed (83.3% increase). 24.82 kL fresh water consumption intensity. Reduction in water usage and costs at our Durban campus through the aeration of all taps. Utilisation of underground stormwater at TCM. Projects initiated for stormwater management and introduction of run-off water conservation used for dust suppression.
Targets	Reduction in freshwater withdrawal through water conservation, stormwater management and rain harvesting projects implemented during 2023.

WATER EFFICIENCY

Performance against targets



Performance over time



* The increase in water consumption was driven by higher volumes handled by the Terminals, increased operations at GLA and GLM (Pemba), and an expansion project at TCM.

* 2019 to 2022 Values have been restated to exclude Grindrod bank, Fuelogic, Petrologistics, Auto, MICD, Rail SA and GLO.



Projects

GLM	23 boreholes repaired in Chuire region to aid the community and refugees in nearby camps. In Nacala, 86 water points were assessed and 11 that were found to be out of order were repaired by GLM during 2023 as aid to the community. GLM oversaw a "Water Day" during March 2023, and clean drinking water was supplied to the Socaju Primary School.
Head Office	Water saving initiatives included the installation of aerators on all water taps at the Durban campus buildings. A competition run for all staff to create awareness of the importance of conserving water.
Terminals Richards Bay	Stormwater management plan has been approved by Umhlatuze Municipality. Terminals Richards Bay has incorporated Water Harvesting into the Stormwater Management Plans for all the Sites in Richards Bay. The project is ongoing with completion of the project is expected to be June 2024.
GML	Water-smart project to harvest rainwater and installation of boreholes. Water run-off from the main drainage area is being utilised for dust suppression to reduce water consumption.
GLA	Water meter installations are underway at all GLA branches.
TCM	A project has been implemented to utilise underground tunnel run-off water to suppress dust over the plant and to reduce usage of tap water. TCM has also commenced draining water from the tipplers to control the dust to contribute to a reduction of water consumption. Harvesting rainwater and making use of boreholes project in progress.

OUR VALUE OUTCOMES continued

REGENERATIVE ENVIRONMENT

OUR STORIES

Wildlands Blue Port

The Durban Port is a highly industrialised and well-equipped port and one of the busiest in Africa – it is also considered one of the economy’s key assets. The port is constantly confronted with the need to upgrade and expand to meet the growing import and export demand. Activities regularly negatively impact water quality including runoff, spills, waste water and solid waste disposal. The port faces challenges concerning the accrual of large volumes of solid waste that is discharged into the port daily through the network of stormwater outfalls from the city. Following heavy rains, the port is often on the receiving end of large amounts of litter, effluent and sewage. The health of fish species within the bay have been threatened with significant numbers of fish reported dead within the port.

In partnership with Grindrod and the Youth Employment Services (YES), the Blue Port project has expanded on the successes of the Blue Crew, increasing intensity through larger teams of 45 YES Blue Port placements working year-round within the port.

A total of 172 560 kg of waste was collected during 2023.

OUR STORIES

World Maritime Day

Grindrod celebrated World Maritime Day and maritime transportation’s essential role in global trade and interconnectivity. Grindrod took stock of the importance of sustainable practices and marine conservation to ensure a prosperous future for all.

Grindrod is proud to be a sponsor of the Blue Port project, which was established in March 2019, with the specific focus of progressively reducing the amount of plastic waste flowing into the port. Waste-trapping interventions focused on the key rivers and canals flowing into the harbour, minimising the plastic waste escaping the port into the ocean and removing the historical build-up of waste in the ports’ ecosystem.

Some highlights include:

- Recycling collected: 45 079 kg.
- Plastic waste collected: 21 109 kg (including LDPE, HDPE, PET, Polypropylene).
- Three plastic floating booms were installed and one bamboo waste-trapping structure was erected.

In April last year, heavy rains and flooding in Durban caused a massive influx of plastic, debris and other waste along the shoreline. The Blue Port Team collaborated with The Litterboom Project and over 700 bags of waste were collected, weighing an estimated 21 000 kg.

The Blue Port Team comprises 45 individuals, 35 selected from the local ward. They are doing a fantastic job in contributing to maritime conservation.

OUR STORIES

Beach clean-ups

On 18 July, Mandela Day, the Blue Port Team were invited to a Beach Clean-up hosted by Sharks Board and Aquelle Khula in partnership with East Coast Radio, eThekweni Municipality and Green Corridor. It was an opportunity for us to honour the legacy of Madiba, to reflect on his values and principles by making a positive impact in our communities. A total of 678 kg of waste was collected. On 28 July, the Blue Port Team with Mr Price Sport, hosted a pro-active Beach Clean-up at Wilsons Wharf. The day was filled with celebrations as we remembered the importance of keeping our environment healthy as well as increasing awareness on the importance of protecting our natural resources. A total of 37 bags were collected totalling 110 kg of waste.



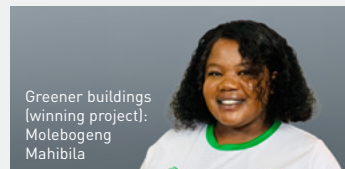
OUR STORIES

Graduates sustainable environment projects

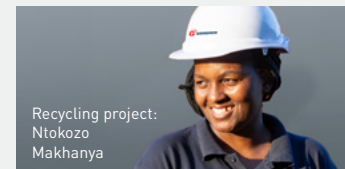
As a purpose-driven business, our goal is prosperity for Africa. Prosperity cannot be measured on financial results alone. Our impact on the environment and the welfare of the Company’s stakeholders, including employees and communities, is of great importance.

Grindrod’s CEO challenged SHERQ interns to work on a project that would contribute to the sustainability of the environment and

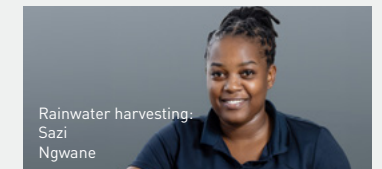
the business. First place went to our SHERQ intern at Komatipoort whose project resulted in establishing a greener building which continues to contribute to a sustainable environment and reduction in costs. Awards were also made for innovative projects which have reduced waste and reduced water consumption through rainwater harvesting which embedded a sustainable solution for dust suppression within our operations.



Greener buildings (winning project): Molebogeng Mahibila



Recycling project: Ntokozo Makhanya



Rainwater harvesting: Sazi Ngwane

OUR VALUE OUTCOMES continued

SOCIALLY INCLUSIVE DEVELOPMENT



HEALTH, SAFETY AND WELLBEING

Safety first is a Grindrod promise. Keeping Grindrod's people and communities safe is a top priority. The Group's policies and procedures guide its day-to-day operations, ensuring the wellbeing of its employees, customers, suppliers and communities.

Grindrod aims to develop and maintain mutually beneficial relationships, networks and partnerships for collective long-term sustainability while striving towards a diverse, equitable and inclusive work environment where all employees are treated equitably and fairly.

Overarching goal	The organisation seeks to ensure that everyone goes home safely.	
Rationale	Safety is paramount and Grindrod has zero tolerance for unsafe work or working environments.	
Performance topics	Workplace safety	Workplace safety and mental and physical wellbeing
2023 performance	One fatality. 0.48 lost-time injury frequency rate (LTIFR). Successful launch of comprehensive and ongoing Safety Awareness Campaign aptly titled "Bhasobha" – meaning "Watch" – in Grindrod's Terminals and Corporate divisions. Safety Training for Pemba SHE Reps completed.	Lyra Wellbeing employee wellbeing programme provides ongoing personal counselling and support services to all staff. People engagement survey initiated with broader plans to support wellbeing and address issues raised by employees. Establishment and enhancement of an on-site medical facility for staff.
Targets	Existing safety targets and KPIs of <0.5 LTIFR.	Health4Me rollout for all employees with no medical cover. At least two wellness days at various locations.

Projects

Group	QR Code scanning reporting system rolled out and awareness created for staff and visitors. This facilitates the anonymous reporting of any feedback or health and safety issues noted by staff or visitors at our sites. Internal communication on company news, safety observations, positive feedback and morale boosting to increase safety awareness and buy-in. This is delivered instantly to the desktop or person's phone. A robust Safety Awareness Campaign titled "Bhasobha" meaning "Watch" is ongoing and is designed to impress on all stakeholders that safety is everyone's personal responsibility and good safety habits are critically important.
GLA	Roadshows were held at two schools where Grindrod uses roads in Eswatini (Nhlabeni Nazarene Primary School and Damaseko Primary School) to raise pedestrian safety awareness and 546 learners attended. Roadshows will be held again during 2024.
SGM	A Safety Campaign was rolled out in 2023, covering working at heights, working with power tools, general safety in the workplace and housekeeping. In addition to the outsourced training, external risk assessments were done to identify the top 15 risks in depots and address these.
GLM	Cholera awareness lectures hosted, with a medical technician advising Grindrod employees on health safety following a cholera outbreak in the region.

Key performance indicators	2023	2022 [#]	2021	2020	2019
Freight Services					
Fatalities	1	0	0	1	1
SHERQ spend (R'000)	66 861	64 252	54 173	71 060	49 828
First aid cases	48	10	17	12	21
Lost-time incidents	20	16	19	25	44
LTIFR	0.48	0.43	0.47	0.57	0.88

[#] Restated to exclude Grindrod Bank; GRCS and GLO.

OUR VALUE OUTCOMES continued

SOCIALLY INCLUSIVE DEVELOPMENT

SAFETY AWARENESS CAMPAIGN

Grindrod is an injury-free aspiring employer. Grindrod has launched a robust Safety Awareness Campaign titled “*Bhasobha*” meaning “Watch” to encourage the understanding that safety is our personal responsibility and the importance of continuous vigilance and the application of a safety first mindset every day.

This initiative was launched during 2023 in the Grindrod Terminals and Corporate divisions. Awareness events were held in South Africa, Mozambique and Namibia during the year in English, Portuguese and IsiZulu. The campaign was well-received and entailed the implementation of 12 Safety Golden Rules within the business to embed a safety conscious mindset among all stakeholders. Employees are kept aware of their right to say no to unsafe work, trained to be able to identify near misses and report them, and before starting any task to follow a process of Safety (looking at each task at hand), Think (consider what they are about to do), Identify (identify the hazards related to the task), Assess (assess the risks inherent to these) and then to Do (complete the task).

SUPPORTING PEOPLE ENGAGEMENT

As part of a broader plan to support wellbeing and address issues raised by staff, Grindrod initiated an engagement survey during 2023, which is ongoing. The objective of the interactions and survey are to engage on targeted matters relating to recognition, career planning, innovation, wellbeing, function support, transparency, management approachability and worker value. Key issues raised were addressed during the year, with ongoing interactions in response to matters raised. Grindrod strives to create a positive working environment for its staff, which is reflected in a staff retention rate of 87.68% and average employee tenure of 6.48 years for the year under review.

WELLNESS

Fostering employee holistic wellbeing is a critical organisational priority. The Group works with Lyra Wellbeing (previously ICAS) to support employees' mental health.

Where needed, Lyra Wellbeing provides employees with personal counselling services and a safe space to address mental health issues.

The Grindrod Durban Campus provides an on-site clinic where employees can receive basic medical treatment and medical screening from a qualified medical doctor.

WOMEN'S MONTH

Grindrod celebrates Women's Month annually by recognising women in the workplace. Grindrod supports the Women's Empowerment Principles – Equality Means Business, produced and disseminated by the United Nations Entity for Gender Equality and the Empowerment of Women (UN Women) and the United Nations Global Compact. Please refer to the *statement of support*.

OUR STORIES



The Grindrod Wellness Day was a huge success

The recent Wellness Day held in Durban during the period under review was a success, with over 160 people benefitting from valuable resources and activities to enhance wellbeing.

Health screenings were conducted to identify any potential areas of concern and provide proactive guidance for improved health outcomes. Nurses provided professional care at the on-site clinic facility, which is well equipped, providing a safe, sterile and healthy environment for such consultations.

In addition to physical health, Old Mutual consultants advised on wills and provided free credit reports. Taking control of these aspects can alleviate future stress. Focusing on wellbeing contributes to a nurturing and thriving work environment.



OUR STORIES



Grindrod touches the lives of the communities in which it operates with the launch of the Sibaccuse Community Teaching and Learning Centre

In partnership with F&H Consultoria, Grindrod has developed a Community Centre for the community of Sibaccuse in the Marracuene district, Mozambique. The centre is to serve as a multifunctional space for education, training, health consultancy, and community involvement events and meetings, and will benefit 3 500 to 4 000 individuals. 25 individuals from the Sibaccuse Women-Led Community Association (SWLCA), are to be trained, empowering them to manage and maintain the community centre.

The successful opening ceremony held on 14 December 2023 in Bobole saw the active participation of the entire local community, alongside representatives of surrounding communities. Cultural activities marked the occasion, celebrating the collaborative effort of the Sibaccuse Community, Grindrod and the Local Secretary of Marracuene.

Ismenia Ferreira, HR Manager at Grindrod in Mozambique, expressed the company's joy in contributing to the community and neighbouring areas. “With this initiative, we believe we are truly impacting the Sibaccuse Community, making a difference in society by investing in women and children. Women are the educators, and children are the future.”



OUR VALUE OUTCOMES continued

SOCIALLY INCLUSIVE DEVELOPMENT



DIVERSITY, EQUITY AND INCLUSION

Grindrod has adopted a multi-pronged approach to diversity, equity and inclusion, focusing on critical aspects that form part of the organisation's holistic transformation objectives.

Overarching goal	Grindrod strives towards a diverse, equitable and inclusive work environment where all people are treated equitably and fairly.
Rationale	Improved diversity, equity and inclusion, especially within senior management, brings about higher levels of innovation, employee attraction and retention and customer satisfaction.
Performance topics	Diversity, equity and inclusion
2023 performance	<p>37.5% women on the Board.</p> <p>Of the total South African permanent workforce:</p> <ul style="list-style-type: none"> African employees comprise 61.25%. HDI employees make up 85.52%. Females make up 37.48%. African females make up 21.33% and African males make up 39.92%. Black females make up 31.70%. Priority recruitment to enhance representation of African female employees in middle management positions through the following initiatives: <ul style="list-style-type: none"> » The Grindrod Graduate programme, which provides extensive exposure and opportunity for progression for multiple African female graduates. » The Grindrod skills development strategy (which prioritises African female employees for training and development opportunities), is used as a vehicle to fast-track progression through the organisation. » A Leadership Development Programme (which focuses exclusively on aspiring female leaders), will give priority to African Female candidates identified for progression into middle and/or senior management positions.
Targets	<ul style="list-style-type: none"> Equity targets follow employment equity and B-BBEE requirements. 18 Graduate Programme Opportunities. 10 Graduate Programme participants absorption. 22 participants in the YES initiative. 37 People Living with Disability initiative.

GRINDROD'S DISABILITY LEARNERSHIPS

The Group seeks to foster representation of persons living with disabilities across the organisation. The Grindrod disability learnership therefore aims to empower and provide opportunities for skills development and employment. Grindrod's 2023 Persons Living with Disability Programme consisted of 36 learners, with a new programme launched in October 2023 consisting of a further ten learners.

GRINDROD EMPLOYEES WITH DISABILITIES

Grindrod encourages employment of persons living with disabilities in all its divisions and aims to maintain at least two percent of its respective workforces to be made up of persons living with disabilities.

GRINDROD GRADUATE PROGRAMME

Grindrod seeks to enrich its talent pipeline with high-calibre diverse candidates from top tertiary institutions around the country. The Group's inaugural intake of graduates for 2023 achieved this objective with 18 top achieving graduates joining the programme and receiving extensive exposure opportunities for progression in the business and their fields of interest.

PREFERENTIAL PROCUREMENT

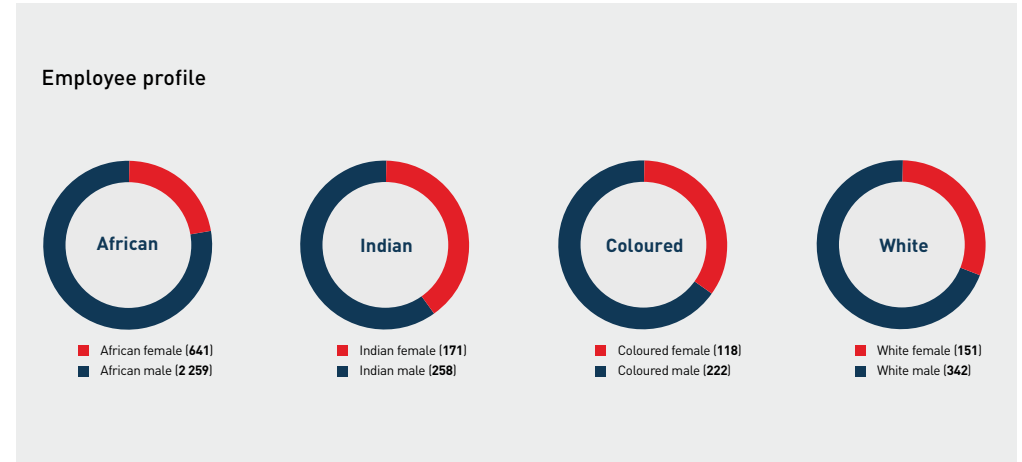
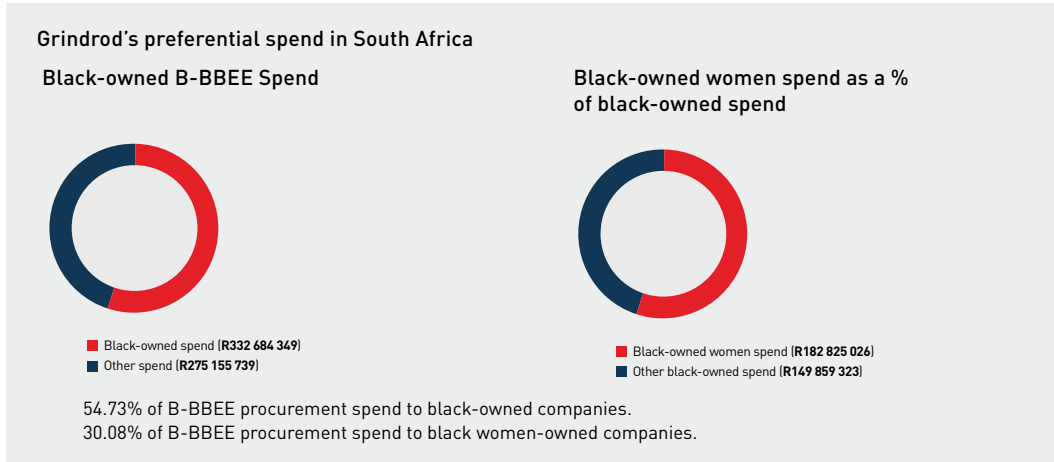
Grindrod continues to make progress on prioritising local procurement of goods and services and supporting SMMEs.



OUR VALUE OUTCOMES continued

SOCIALLY INCLUSIVE DEVELOPMENT

Procurement spend was apportioned to historically disadvantaged individuals as follows:



PARTNERING TO UNLOCK FURTHER VALUE

B-BBEE initiatives facilitate the empowerment of historically disadvantaged South Africans through implementation of strategies targeting improvement of black business ownership – notably black-women ownership, skills development, preferential procurement practices, support of new and existing black businesses and socio-economic development in surrounding communities. Diversity, equity and inclusion promotes partnerships and collaboration to collectively address industry challenges and societal problems. Grindrod partnered with Ntiso Logistics in 2023 to unlock further value in the business.

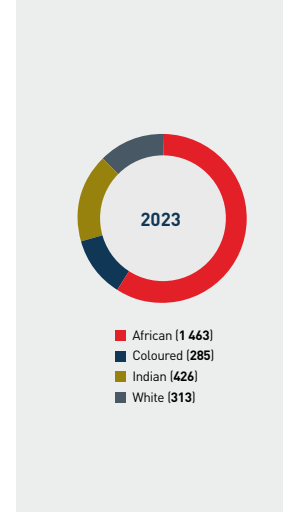
Grindrod race and gender profile

Females employees by Race					Male employees by Race					Permanent	FTC/Temp	Total
African	Coloured	Indian	White	Total females	African	Coloured	Indian	White	Total males			
641	118	171	151	1 081	2 259	222	258	342	3 081	3 798	364	4 162

Race and gender profile (South African permanent staff)

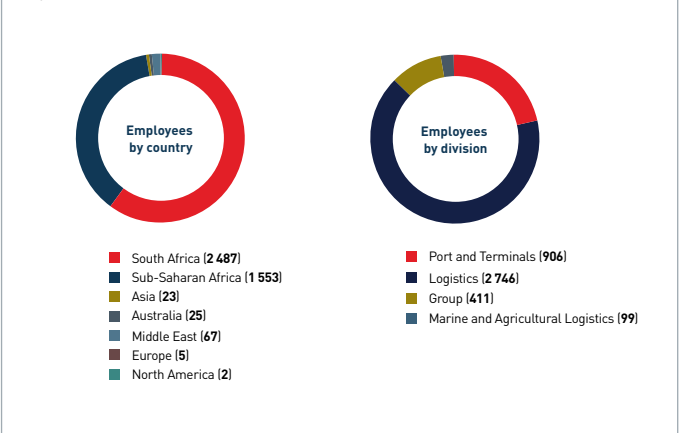
Race	Female			Male			Total employees
	Female	Percentage	5-year % targets	Male	Percentage	5-year % targets	
African	426	17	37	1 037	42	44	1 463
Coloured	105	4	4	180	7	4	285
Indian	169	7	1	257	10	2	426
White	147	6	3	166	7	5	313
Total	847	34	45	1 640	66	55	2 487

Total employees (South African permanent staff)



SUPPORTING LOCALISATION

Supporting local communities. Grindrod is in strong support of the principle of localisation and hiring from local communities, where possible, to support sustainable economic development in the areas in which it operates.



OUR VALUE OUTCOMES continued

SOCIALLY INCLUSIVE DEVELOPMENT



QUALITY EDUCATION

Grindrod aims to cultivate a culture of learning and continual educational development ultimately bettering the lives of our people and developing our talent. A learning organisation is a prosperous organisation.

Overarching goal	Grindrod aims to cultivate a culture of learning and continual educational development, ultimately bettering the lives of our people and developing our talent. A learning organisation is a prosperous organisation.		
Rationale	Quality education is a crucial tenet for continual improvement and maintaining the Group's position as a market leader.		
Performance topics	Continual education and upskilling	Executive continual education	Middle management continual education
2023 performance	965 training participants during 2023 with 117 training sessions concluded.	Two senior executives participated in continual education and learning.	Supervisory Development Programme: Ten junior managers embarked on an advanced learning programme focused on empowering first-line managers in their development process. Nine participants in our Business Management Development Programme.
Targets	1 000 employees upskilled.	Ten executive participants.	Fifteen management participants.
Planned for 2024	1 060 employees to receive training.	Three executives to attend GIBS Global Executive Development programme. Two executives attending the Harvard Professional Development Programme.	Five participants in the GIBS Management Development Programme. Five participants in the Leadership Development Programme.

TALENT AND SKILLS DEVELOPMENT

Grindrod places significant emphasis on talent development. We are proud to report that over 100 employees recently graduated after completing various programmes, ranging from artisan courses to management development courses to degrees and diplomas. Grindrod sponsored all of these programmes.

Grindrod has implemented a Supervisory Development Programme to ensure competent and confident supervisors that can lead change and nurture positive team cultures. This will be an ongoing process.

Furthermore, a two-phased high intensity Management Skills Training programme was implemented to develop next generation leaders. Participants are upskilled to (i) be engaged and bring impact through attitude and behaviour, and (ii) manage and coach high-performance teams. We look forward to progress in this space.

YES INITIATIVE

YES is a business-led collaboration with government, labour and civil society to provide youth with work experience, thereby enhancing their chances of employment in the long term. Grindrod continued the YES programme with 45 young participants in 2023.

GRADUATE PROGRAMME

Grindrod seeks to grow its talent pipeline with high-calibre candidates from top tertiary institutions around the country. On 1 March 2023, Grindrod welcomed a group of enthusiastic young graduates who are transitioning from student life to the corporate environment. The graduates were interviewed extensively and selected on merit, attitude, and fit-for-purpose qualifications. We are pleased to report that the group excelled in every step of the selection process and demonstrated qualities that were aligned with the Grindrod culture and values.

The graduate programme includes theory-based training as well as on-the-job learning. Each person has been placed within a business unit or department and allocated a mentor to assist them in their journey with Grindrod. We hope to absorb many of the graduates into the business at the end of the graduate programme.

Training spend by demographic grouping

	2023	2022
Black male	41%	51%
Black female	51%	42%
White male	7%	6%
White female	1%	1%
Total spend	R8.3 million	R11.5 million

STAFF TRAINING

Human resources conducted training on vital topics during the year, including diversity, equity and inclusion, employee relations and intoxicating substances.

OUR VALUE OUTCOMES continued

SOCIALLY INCLUSIVE DEVELOPMENT

OUR STORIES

Grindrod sponsors Generation Ready®

Grindrod is a sponsor of Generation Ready® and participated in the annual conference for its members and their guests. This exciting event convenes brilliant young Mozambicans with business leaders, government sectors, and educators to share ideas and network on how to prepare and train the youth of Mozambique to gain employment.

Our newly appointed Grindrod Graduates were selected through this platform.



OUR STORIES

Life after matric dialogue: #leavenoonebehind

Inhlanipho High School and Grindrod sponsored Cyril Ramaphosa Education Trust (CRET) alumni, (and now proud Grindrod employee), Thanduxolo Vezi, brought together stakeholders and sponsors to share their expertise and knowledge about work life with learners from the KwaMashu-based school. Several experts presented on the day including HR Executive, Thabo Moabi, HR Partner Nontobeko Machi, Transport Manager Mondli Memela and Business Analyst, Jodi Thorburn.

Thanduxolo Vezi matriculated from Inhlanipho High School in 2016, a school supported by Grindrod through the Adopt-a-School Foundation. While attending Inhlanipho High School, Thanduxolo's hard work produced excellent results, earning him a bursary from the CRET to further his studies. Grindrod proudly supports the trust by funding bursaries for deserving students.



OUR STORIES

Grindrod promotes pink October

Grindrod dressed its team in pink during October to raise awareness among its employees and partners about the importance of breast cancer prevention.

The breast cancer awareness event took place on 25 October at the Port of Maputo under the theme "Women's Self-Esteem", which aimed to help women recover after breast cancer treatment – a disease more prevalent among women.

At this function, in addition to the usual screening, 100 vouchers were distributed, allowing access to the breast cancer examination centres for employees, as well as for employees of partner companies.



OUR VALUE OUTCOMES continued

GOOD GOVERNANCE



ZERO BRIBERY AND CORRUPTION

Our core values underline Grindrod's zero tolerance for bribery, fraud, extortion, and all other forms of corruption. Grindrod is committed to the highest standards of integrity and ethical behaviour, recognising that good conduct, underpinned by ethics, is fundamental to the sustainability of the business. Good conduct must be consciously exercised through the daily behaviours of Grindrod's people and exhibited in individual and collective actions and decisions.

RESPONSIBLE TAXATION

Grindrod is committed to being a good tax citizen and thereby contributing to the communities in all the jurisdictions in which it operates through responsible tax practices. At the heart of this is our commitment to act lawfully and appropriately, in order to pay the right amount of tax at the right time.

Good governance is non-negotiable. Grindrod's Board is committed to sound corporate governance principles, policies and practices and seeks to continuously implement regulatory and compliance best practice and acting on feedback from stakeholders.

ANTI-BRIBERY AND CORRUPTION COMMITMENT

Any involvement in corrupt activity is a significant risk to Grindrod as well as to the individuals and other parties involved. All bribery is prohibited, be these bribes or other inducements to subvert a fair procedure or gain a particular advantage. This includes facilitation payments, that is, bribes sought by officials seeking an additional incentive to perform routine duties efficiently. Employees cannot make use of Grindrod's funds or assets or personal funds to pay to acquire any unfair advantage for the organisation.

Corruption involving government officials and holders of political office is an offence against the public interest and particularly severe penalties apply in terms of anti-corruption laws. Grindrod is committed to fair procurement processes, and any favouritism towards suppliers on improper grounds is prohibited. Improper grounds include not only bribes and kickbacks, but gifts and hospitality that aim to corrupt supplier selection. Stakeholders are obliged to follow Grindrod's internal procurement processes and policies as communicated from time to time.

Consistent with global best practice and legal requirements, certain groups have specific responsibilities for ensuring the sustained success of the Grindrod anti-corruption programme. Accordingly, the Board and its relevant committees articulate their unequivocal commitment to prohibiting and deterring corrupt activity in all Grindrod dealings. Likewise, the Board ensures that an effective anti-corruption policy framework, with associated procedures and controls, is maintained and operationalised and that an ethical culture is fostered – one that recognises and resists corruption in all its forms.

The Grindrod Executive clearly demonstrates visible, consistent support for Grindrod's ethics and anti-corruption policies, and ensures that Grindrod is appropriately resourced to enable the timely recognition and eradication of any corrupt practices. The Executive is supported by every Grindrod employee in this process, and an ongoing anti-corruption awareness programme is pursued.

Avenues by which employees and other stakeholders can confidently report suspicions or knowledge of corruption are made available. No corrupt act is considered too small or insignificant as not to warrant investigation and disciplinary action.

Grindrod stakeholders are expected to ensure that all relevant third parties understand and comply with Grindrod's ethics and anti-corruption policies.

Overarching goal	Zero bribery and corruption: To participate in the efforts towards a corruption-free South Africa and trading environment in which Grindrod operates.	Responsible taxation: To be a responsible tax citizen in all jurisdictions in which Grindrod operates.
Rationale	Bribery and corruption erode economic value and the social fabric of society, causing harm to the most vulnerable in our communities. It adds to the cost of doing business and trade, harms company morale and destabilises a sustainable, ethical business.	Responsible taxation is a critical element of our "social licence" to operate and reflects Grindrod's purpose of impacting the lives of communities in which it operates.
Performance topics	Zero bribery and corruption	Responsible taxation
2023 performance	<ul style="list-style-type: none"> Our comprehensive suite of anti-bribery and corruption policies and bespoke training videos were reviewed and communicated, and training and awareness programmes rolled out across the Group, which is done on an annual basis. Anti-Bribery and Corruption (ABC) awareness training was conducted by renowned ABC expert Mr Powell of ENS for the Board, senior management and staff. Our Ethics landing page on our intranet was updated and continues to provide staff with training materials, training videos, flyers, guides and links to our reporting hotlines, namely Deloitte Tipoffs Anonymous and Ethics Defender, as well as to our Group registers to declare all gifts and any conflicts of interest. Fraud risk workshops were conducted across our divisions and business units during 2023. Grindrod's annual ethics sign-off campaign, which requires all employees to sign a declaration confirming they have read and understood the suite of ABC and Ethics policies and emphasises the need to avoid and report conflict of interest, was successfully completed across the Group. 	<ul style="list-style-type: none"> Complied timeously with the tax laws and regulations of all jurisdictions in which Grindrod operates. The Grindrod Group tax risk management policy reviewed, updated and monitored. Successful outcomes of audits with SARS achieved during 2023. Completed transfer pricing documents for the Group. Paid over R700 million in various taxes in multiple jurisdictions, thereby contributing positively to the communities in which we operate.
Targets	<ul style="list-style-type: none"> Zero cases of bribery and corruption. Successful annual renewal of Tcertification by Ethixbase360. Annual anti-bribery training across businesses. 	Efficiently and transparently fulfil Grindrod's tax obligations in all the jurisdictions in which it operates, thereby contributing fairly to the fiscus in these countries and to the wellbeing of the people living there.

OUR VALUE OUTCOMES continued

GOOD GOVERNANCE

Appropriate safeguards, such as due diligence enquiries and contractual protection, are performed to ensure compliance. Any representative, agent or intermediary acting on behalf of Grindrod must comply with the spirit and the letter of the Grindrod anti-corruption policy and all related legislation.

Suppliers agree to adhere to Grindrod's position concerning corruption, to take measures to deter corruption in their operations and to immediately report to Grindrod any suspicion of corruption in their dealings, be these with Grindrod or on Grindrod's behalf. In addition, any potential business partner must fully disclose previous dealings and current relationships that may present a heightened risk of Grindrod being associated with corrupt activities.

Grindrod has two anonymous reporting hotlines, which all stakeholders can use to report wrongdoing. Moreover, the organisation enforces a comprehensive whistleblowing policy to protect those reporting.

Tcertification renewal

Tcertification is a heavily benchmarked and comprehensive due diligence review, analysis and approval process. Obtaining Ethixbase360 Tcertification means that Grindrod has been thoroughly vetted, trained and certified by Ethixbase360, the world's leading anti-bribery standard setting organisation. Tcertification membership helps companies conduct business ethically and in compliance with the U.S. Foreign Corrupt Practices Act, UK Bribery Act and other anti-bribery legislation. Ethixbase360 provides continuous monitoring of individuals and company names listed in its due diligence reports using a database of Politically Exposed Persons (PEP) and Denied Parties.

Anti-slavery and anti-trafficking policy

Grindrod is committed to the protection of human rights and the prevention of slavery and human trafficking in all its forms and has a zero tolerance approach to modern slavery. Grindrod's anti-slavery and anti-trafficking policy clearly articulates Grindrod's commitment to the protection of human rights and the prevention of slavery and human trafficking in all its forms. Please refer to *Grindrod's anti-slavery and anti-trafficking policy*.

Grindrod's supplier sustainability code

Grindrod is aware of its corporate responsibility towards people, communities and the environment and supports the global sustainable development agenda. Our suppliers are critical to our success, and we aim to build strong, proactive and long-term working relationships with them. Grindrod's Sustainability Code of Conduct for Suppliers (Code) sets out the minimum standards and expectations for environmental, social and ethical performance for all our suppliers and encourages all those with whom we do business to observe the same standards, and we expect our suppliers to apply similar requirements for their own supply chain.

This Code affirms Grindrod's commitment to labour and human rights, and the expectation that suppliers observe and respect internationally recognised human rights as described in the International Labour Organization (ILO)'s conventions, United Nations Universal Declaration of Human Rights, the UN Guiding Principles for Business and Human Rights and the United Nations Global Compact.

Additionally, Grindrod subscribes to the UN Global Compact and has made the commitment to the Ten Principles. Please refer to *Grindrod's Sustainability Code of Conduct for Suppliers*.

Grindrod code of ethics

Grindrod is committed to conducting its business in accordance with the highest ethical standards. The Grindrod way of doing business is underpinned by adherence to our six core values, namely Integrity, Respect, Fairness, Transparency, Accountability and Professionalism, while also embracing the United Nations Global Compact principles relating to the protection of human rights and the environment, ethical and fair labour practices and combatting corruption. The purpose of the Grindrod Code of Ethics is to guide stakeholders as to the standards of conduct required of all ambassadors of Grindrod. Please refer to *Grindrod's Code of Ethics*.

Data protection

Grindrod is committed to compliance with POPIA and other applicable legislation, protecting the privacy of data subjects and ensuring that their personal information is used appropriately, transparently and securely. Please refer to *Grindrod's POPIA policy*.

RESPONSIBLE TAXATION

Grindrod strives to create sustainable returns and long-term value for its stakeholders, while recognising its moral and legal responsibility to fulfil all its tax obligations, contributing fairly to the fiscus of the various countries in which it operates.

Tax compliance

The purpose of the establishment of Grindrod's effective tax function is to ensure that it complies fully with the tax laws and regulations of all jurisdictions while fulfilling its obligation to create sustainable value. The Group seeks to be efficient in its tax affairs and to ensure that all tax planning is built on sound commercial business activity and ensures that it has effective procedures and adequate resources in place to enable it to comply with its tax obligations in a timely, accurate and professional manner. The Group maintains open lines of communication with Revenue Authorities in all the countries and in all the jurisdictions in which it operates and develops cordial, constructive and professional working relationships with those Revenue Authorities.

Tax risk management

The Group is prepared to accept and manage tax risk where it involves activities in which it has appropriate competencies, and the Group tax function ensures that all significant tax risks are recognised and managed.



OUR VALUE OUTCOMES continued

GOOD GOVERNANCE

OUR STORIES

Giving back to communities

In the spirit of celebrating women whose love, compassion and unwavering strength make our world a better place, the Grindrod Logistics Africa team took some time to visit the residents at The Association for the Aged (TAFTA) in Durban. Everyone enjoyed the tea, delicious cakes, and wonderful company.



OUR STORIES

South African CEO's from over 115 companies pledge commitment to building the country

Grindrod's CEO, Xolani Mbambo, is among the 115 South African CEOs from leading corporations across all sectors who have pledged their collective belief in South Africa and their determination to realise its potential.

Xolani Mbambo is also a member of the President's National Logistics Crisis committee, further affirming Grindrod's commitment to making a positive difference in South Africa and Africa's trade with the world.

The pledge states: "As South African business leaders, we firmly believe in the immense potential of our country. We are committed to building it and have come together to address the current challenges with the aim of achieving sustainable, inclusive economic growth. Through strategic partnerships and focused interventions, we have the power to make a significant and positive impact on our nation, creating hope for all South Africans. We are resolutely committed to being a force for good."

PROSPERITY FOR ALL

OUR STORIES

Grindrod staff deliver care packages to brave firefighters in Richards Bay

Grindrod is dedicated to supporting local communities. The Grindrod Terminals and Stevedoring teams (HR, SHERQ, Operations and Procurement departments) collaborated to distribute care packages in response to the fire incident at NCT woodchip mill in Richards Bay which is near the Grindrod Terminal operations.

Firefighters battled the blaze, which continued to intensify from 30 September 2023, until it was brought under control on 7 October 2023.

On 5 October 2023, Grindrod staff delivered care packages containing water, Powerade, chocolates and food bags to the 200-plus courageous men and women battling the persistent fire. The nourishing food provided vital energy as the firefighters continued their efforts to contain the ongoing fire.



OUR STORIES

The Grindrod Logistics Africa team making a difference in communities

The Grindrod difference! On Mandela Day, Grindrod's business units, including the Corporate Services team, SGM, Grindrod Multi-Purpose Terminals, GLA and Rise Against Hunger, joined forces to pack 21 600 meals. These meals are now reaching the heart of our communities, including schools like Tholulwazi ECD and Khulakahl ECD in Umlazi. We are proud that GLA also stepped in to support Bobbi Bear's vital mission to aid sexually abused individuals across South Africa. Together, we are making a positive impact.

REGENERATIVE ENVIRONMENT

OUR STORIES

Assisting communities in need

From the beginning of February 2023, heavy rains caused floods in Maputo province and Maputo city, leaving more than 16 000 people displaced.

Tropical Cyclone Freddy left a trail of destruction, leaving more than 500 000 people homeless and sheltering in hundreds of camps across flood-affected areas in Malawi.




The Grindrod team in Malawi provided parcels, fresh water, and blanket to 70 families. In Mozambique, Grindrod supported drives initiated by the Port of Maputo and donated mattresses, capulanas, blankets, rain boots, cutlery, baby formula, diapers, toiletries, buckets, water purifier tablets, candles, mosquito repellent and nets, jerricans and clothes. We are proud of these humanitarian efforts.







STAKEHOLDER RELATIONSHIPS

Grindrod's approach to managing relationships is based on King IV, which recognises that stakeholder inclusivity and sustainable value creation are interdependent and interconnected. Transparent, pro-active, two-way engagement is the foundation for creating mutually rewarding benefits for the stakeholder groupings that rely and thrive on the sustainability of the business.

We prioritise our stakeholders according to their level of influence on us and the level of influence we have on them. Our purpose and our core values guide us in our interactions with stakeholders. To meet and improve on our stakeholder commitments, we continually strive for a safe and healthy working environment, ongoing and clear communication, driving a culture that views change as an opportunity to improve our customer solutions, delivering customer-focused business interactions and solutions and creating collaborative relationships with regulators and state-owned entities.

STAKEHOLDER GROUP	Key ESG objectives	Why they are important	How we engage	Key issues/areas of interest	Our response
Employees 4 162 employees 4 continents	<ul style="list-style-type: none"> Prosperity for all. Socially inclusive development. 	Our People are our greatest asset. We respect their rights, their talents, and their contribution. Employees are the cornerstone of Grindrod's sustainable business growth and performance.	Communication through: <ul style="list-style-type: none"> Face-to-face meetings. Campaigns. Emails. Newsletters. Roadshows. Workshops. Surveys. 	Grindrod's provision of: <ul style="list-style-type: none"> A safe working environment. Employment security. Competitive remuneration. Workplace transformation. Information and two-way dialogue. Participation and empowerment opportunities. Communication on strategy and direction. Employee benefits. Talent management and innovation. 	<ul style="list-style-type: none"> R0.9 billion in wealth distributed to employees. Ongoing health and safety initiatives. "Bhasobha" safety awareness campaign, meaning "Watch", designed to enhance safety. Continued investment in training, development and innovation. Wage adjustments. Strategic transformation targets. Benefits and education. Graduate programmes, YES, learnerships and internships. Code of Ethics. Environmental policy. Anti-Slavery policy.
Trade unions and bargaining councils 7 unions 373 employee members 1 council 42 employee members	<ul style="list-style-type: none"> Prosperity for all. Socially inclusive development. Good governance. 	With a contingent of our employees being part of unions and a bargaining council, these organisations can and do affect our operations.	<ul style="list-style-type: none"> Wage negotiations settled without major industrial action through fair and equitable negotiation. Skills training and development of staff. Strong focus on health and safety in the workplace. Transformation and diversity policies to promote inclusiveness. 	<ul style="list-style-type: none"> The fair treatment and remuneration of employees. Safe working conditions. Remuneration benchmarking. Good employee relationships and a positive workforce. Securing, retaining and developing necessary skills. 	<ul style="list-style-type: none"> Regular engagement and interaction with union leadership. Effective communication. Discussion of successes and challenges faced by the business and inviting union leadership to provide input into solutions.
Communities, including community-based and non-governmental organisations We support Adopt-a-School, CRET, The Wildlands Conservation Trust, Blue Fund, Home Run for Education, Rally to Read, Hlahlindlela School and Rise Against Hunger, Blossom Care, Mozambikes to name a few.	<ul style="list-style-type: none"> Prosperity for all. Socially inclusive development. Good governance. Regenerative environment. 	Establishing and maintaining respectful relationships with the communities in which we operate is central to our sustainability and Grindrod is committed to contributing positively to social and economic development. Our social responsibility favours investments in education and the environment and supports staff involved in these initiatives. Engaging and supporting the NGOs and communities in which we operate is not only the right thing to do, but builds goodwill, upholds our social licence to operate and creates prosperity.	<ul style="list-style-type: none"> Meetings. Teleconferences. Emails. Site visits. Career exhibitions. Breakfast sessions. Round table discussions. Workshops. Memorandums of Understanding. 	<ul style="list-style-type: none"> Employment opportunities for communities near our operations. Small business development opportunities for local businesses. Development of community infrastructure through enterprise supplier development (ESD) and corporate social investment (CSI) programmes. Compliance with laws and regulations. Positive impact on fiscus. 	Continued contribution to community interest and wellbeing through: <ul style="list-style-type: none"> Support for key community and environmental initiatives. Sponsorships and donations. Employment opportunities. Social and environmental responsibility. Local procurement. Social upliftment. Funding for community projects. Funding for education. Scholarships.

STAKEHOLDER RELATIONSHIPS continued

STAKEHOLDER GROUP	Key ESG objectives	Why they are important	How we engage	Key issues/areas of interest	Our response
<p>Investors, business partners and providers of financial capital, including banks</p> <p>38 323 beneficial ordinary shareholders</p> <p>1 849 preference shareholders</p>	<ul style="list-style-type: none"> Prosperity for all. Socially inclusive development. Good governance. 	<p>Investors support Grindrod's long-term growth. Our business partners enable us to expand its service offering and footprint to provide integrated, efficient and cost-effective solutions to customers.</p>	<p>Grindrod aligns with the King IV guidelines in how we adopt a pro-active investor relations (IR) engagement process with stakeholders through:</p> <ul style="list-style-type: none"> IR conferences. Independent interviews to gain insight into communication, reporting enhancements, risk analysis, valuation clarifying information and the need for deeper engagement. Enhanced IR website tools. Maintenance of an accurate investor communication database. 	<ul style="list-style-type: none"> Sustainable business growth and return on investment. Net asset value to share price equity. Responsible ESG management. Safety and reliability of operations. Balance sheet management. Ability to manage capital projects. Efficient and cost-effective solutions for customers. Diversification of revenue sources. ABC and sanctions controls. Operating environment. Ranking of claims relative to other financiers and creditors generally. 	<ul style="list-style-type: none"> R0.5 billion distributed in dividends. In addition to the interim and results presentations, engagement with analysts on an <i>ad hoc</i> basis, with continued management access and engagement with key analysts.
<p>Customers</p> <p>3 000+ customers</p> <p>>R5 billion in revenue from core businesses</p>	<ul style="list-style-type: none"> Prosperity for all. Good governance. 	<p>Customers are our first strategic pillar and our core focus. We aim to meet and exceed customer expectations through consistently providing efficient and cost-effective integrated logistics solutions thereby forging strong long-term partnerships.</p>	<ul style="list-style-type: none"> One-on-one interactions. Site visits. Meetings. Community forums. Project management. Consultation. 	<ul style="list-style-type: none"> Building and improving relationships with stakeholders. Competitive pricing. Convert business inquiries into solutions. Reduce the cost of logistics. Customer service. Regional economic growth. Dynamic operating environment and market constraints. 	<p>Grindrod continues to:</p> <ul style="list-style-type: none"> Enforce a one-touchpoint approach to customer relationships. Focus on integrated initiatives by providing customer-centric, end-to-end freight solutions with improved service delivery to current and new customers. Explore new business opportunities that will reduce business costs. Conduct customer engagements. Pursue cross-border opportunities. Innovate and repurpose and renew ways of doing things. Build and expand on capacity and capabilities. Focus on operational excellence. Diversify cargo and commodities.
<p>Suppliers</p> <p>2 700+ suppliers</p> <p>>R3.9 billion in procurement spend</p>	<ul style="list-style-type: none"> Prosperity for all. Good governance. 	<p>Long-term, sustainable and mutually beneficial relationships with suppliers and within Grindrod's supply chain support operational efficiency and customer service.</p>	<ul style="list-style-type: none"> Site visits. Meetings. Performance audits. 	<ul style="list-style-type: none"> Ethical business. Strong anti-corruption policies and practices. ESD. Fair and transparent procurement. Fair payment terms. Responsible ESG. 	<ul style="list-style-type: none"> Focus on economic development spend to help grow SMMEs. Establish supply contracts with performance management metrics. Foster partnerships and mentoring as required. Work with suppliers to strengthen their commitment to sustainability and ESG performance, aligned with Grindrod's responsible purchasing standards and supplier performance management system. Sustainability Supplier Code. Environmental policy. Anti-bribery and corruption policy.
<p>Government departments and regulatory bodies</p> <p>23+ countries</p>	<ul style="list-style-type: none"> Good governance. 	<p>Municipal, regional, local, national and international governments and governmental departments, the JSE, TRP, Competition Commission, SARS, Prudential Authority and SOEs all contribute toward an enabling environment for Grindrod.</p>	<ul style="list-style-type: none"> Routine engagement through required reports and submissions. <i>Ad hoc</i> engagement to raise or respond to issues. 	<ul style="list-style-type: none"> Compliance in all aspects related to governance, the environment and society. Contribution to the national fiscus of the countries in which we operate. Sound governance policies and procedures. 	<ul style="list-style-type: none"> Compliance with laws and regulations. Skills development. Transformation. Employment equity. Gender diversity. Code of Ethics. Environmental policy. Responsible taxation.

PERFORMANCE REVIEW

- 56 Report of the Chief Financial Officer
- 59 Five-year review
- 60 Divisional review
- 62 Port and Terminals
- 64 Logistics
- 67 Non-core business

Moving Africa's wealth of resources to create **shared value** and **opportunity** across the African continent.

REPORT OF THE CHIEF FINANCIAL OFFICER



In 2023, Grindrod's core business delivered 29% growth in headline earnings and 84% improvement in interim and final dividends to shareholders. Despite challenging market conditions, we ended the year with a healthy core business and a strong balance sheet, well positioned for growth in terms of our strategy.

Fathima Ally Chief Financial Officer

Grindrod's core business delivered a consecutive year of record-breaking Mozambique port and dry-bulk terminals volume performance, and despite challenging market conditions, achieved a 29% increase in headline earnings from core operations of R1.4 billion.

The Port and Terminals segment delivered headline earnings growth of 35% despite the decline in commodity prices compared to the highs of 2022. The performance was underpinned by record volume growth wherein the Port of Maputo reported volume growth of 28% to 12.6 million tonnes, and the Mozambique drybulk Terminals delivered volume growth of 14% to 12.9 million tonnes. Two mobile harbour cranes at a cost of R391.9 million (at 100% shareholding) were delivered and commissioned during the year, adding to the port's vessel loading capacity. The Matola terminal upgrade to 12 million tonnes is underway with financial close expected by June 2024. The Maputo port concession extension to 2058 was approved by the Conceding Authority and the extension of the sub-concessions is well advanced.

Grindrod's Logistics segment did well despite the depressed seafreight charter markets and container markets. Additionally, effective 1 January 2023, the Maersk joint venture transaction was implemented, wherein both Maersk and Grindrod merged certain of their container landside and depot businesses. FY2023 was a year of integration and transitioning for the Grindrod Logistics JV wherein Grindrod holds a 49% shareholding. Overall, the Logistics segment grew its headline earnings by 12% excluding the impact of the charter markets and sale of 51% of the container depot business. Headline earnings from the ships agency and clearing and forwarding businesses grew by 49% on the prior year. Progress to drive a sustainable rail offering to advance Grindrod's integrated pit-to-port customer solutions is advancing with 70% of rolling stock deployed at year-end and strong opportunities to achieve full deployment early in the 2024 financial year. The Group also concluded the acquisition of a rail siding operation in Zambia on 31 December 2023.

The Group segment reported improved results as it benefitted from a full year of interest income on ring-fenced cash from the sale of Grindrod Bank in November 2022. Value added services earnings, which was the initiative launched in FY2022 to improve profit participation through coal trading during the commodity price boom, were subdued at R45 million, being 73% lower the prior year. This was offset in the prior year by the impairment of R222 million on the Richards Bay empowerment structure preference share loan.

With respect to non-core operations, the Marine Fuels segment headline earnings was 39% lower than the prior year due to the softer oil price and the last material private equity investment in the asset financing business was impaired to Rnil leaving no further material exposure in the private equity investment portfolio. Grindrod improved its security ranking with respect to the North Coast land advances in the current year, although recovery thereof is not expected in the short or medium term. Net fair value losses of R93 million were recorded in the year and the loans had a carrying value of R1 billion at year-end.

Financial review

Key segmental continuing income statement metrics (includes share of joint ventures on a line-by-line basis):

Rmillion	2023	2022	Variance %
Revenue			
Core operations	7 490	7 405	1
Non-core operations	16 044	16 955	(5)
Trading profit/(loss)			
Core operations	2 513	2 174	16
Non-core operations	(317)	(257)	(23)
Share of associate earnings	255	163	57
Non-trading items	(17)	54	(>100)
Net profit/(loss) attributable to ordinary shareholders	988	776	27
Core operations	1 334	1 090	22
Non-core operations	(346)	(314)	10

Core revenue and trading profit reflected growth of 16% once adjusted for Value Added Services and Charters revenue. This was mainly attributable to the Mozambique drybulk Terminals volume growth and Logistics cross border truck brokering, Ships Agencies and Clearing and forwarding business performance. Core trading profit was also adjusted for the R222 million impairment on the Richards Bay empowerment structure preference share loan. Core EBITDA margins were maintained at 34.5%.

REPORT OF THE CHIEF FINANCIAL OFFICER continued

Share of associates' earnings mainly relates to Grindrod's investment in the Port of Maputo, which delivered strong results capitalising on increased efficiencies and increased rail allocation resulting in record volumes handled.

The non-core trading loss is largely attributable to the fair value losses of R348.7 million on the private equity portfolio and North Coast land advances. The reduced oil price negatively impacted the Marine Fuels segment earnings.

Non-trading items arose mainly from net impairments to intangible and tangible assets offset by profit on disposal of investments, PPE and non-current assets held for sale.

Group headline earnings reconciliation

Rmillion	Continued core operations	Non-core operations	Total
Net profit/(loss) attributable to ordinary shareholders	1 334	(347)	988
Impairment of goodwill	137	–	137
Net profit on disposal of investments and net non-current assets held for sale	(113)	–	(113)
Release of foreign currency translation reserve	7	–	7
Net impairments of non-current assets	26	–	26
Net profit on disposals of fixed assets	(12)	–	(12)
Insurance compensation	(20)	–	(20)
Headline earnings/(loss)	1 359	(347)	1 012

Core headline earnings at R1.4 billion represent a 29% uplift from the 2022 core headline earnings of R1.1 billion.

Statement of financial position

Key segmental statement of financial position metrics (includes share of joint ventures on a line-by-line basis).

Rmillion	2023	2022	Variance %
Property, plant and equipment (PPE), right-of-use assets and intangible assets	6 677	5 099	31
Investments and other assets	1 844	1 988	(7)
North coast property advances	1 014	1 073	(5)
Current assets and bank and cash	9 262	8 013	16
Assets held for sale	–	975	(100)
Total assets	18 797	17 148	10
Total equity	9 878	8 821	12
Interest-bearing debt	4 082	3 417	19
Current and other liabilities	4 837	4 546	6
Liabilities associated with assets held for sale	–	364	100
Total equity and liabilities	18 797	17 148	10

PPE, right-of-use assets and intangible assets increase mainly relates to capital expenditure during the year. R1.1 billion was spent on PPE of which R509 million was expansionary in nature.

The assets held for sale and liabilities associated with assets held for sale in the prior year related to the container landside and depot businesses contributed to the joint venture with Maersk, which became effective on 01 January 2023.

The decrease in investments and other assets relates mainly to the reduced private equity investment portfolio with a carrying value of R59 million (2022: R319 million). The fair value losses on the private equity portfolio were offset by the increase in investment in associates due to the improved port earnings. The Select Industrial Real Estate UK Fund Limited (SIRE) receivable of R253 million was also classified as current (2022 non-current).

The increase in net current assets relates mainly to improved trading, the reinstatement of 49% of net current assets relating to the Maersk JV (previously 100% in held for sale) and the classification of the SIRE receivable as current as described above.

Interest-bearing borrowings have increased mainly due to an increase in borrowings related to capital expenditure.

Exchange rate and current-year profits offset by dividends to both ordinary and preference shareholders contributed to the increased equity.

Capital allocation

Grindrod's capital allocation fundamentals aim to safeguard the strength of the balance sheet whilst reinvesting to ensure the sustainability and growth of the business and simultaneously deliver returns to shareholders.

The Group generated positive cash from operations of R1.2 billion, which was utilised to settle interest, taxation and dividend obligations of R717 million. R745 million was utilised for investment and capital expenditure whilst R377 million was generated from the disposal of PPE and businesses. During the year, the Group raised borrowings of R1.2 billion and settled borrowings of R1.3 billion.

Excluding joint venture cash and ringfenced cash from the sale of Grindrod Bank allocated for capital expansion projects and warranties of R1.1 billion, the Group's net debt is R1.2 billion as at 31 December 2023. This equates to a net debt-to-equity ratio of 12%. Headroom exists to facilitate the raising of funding to support the expansion strategy, ensuring that net debt to EBITDA, which is a more stringent measure, of less than 2.5 times is always maintained.

Capital projects

Capital commitments of R719 million (2022: R556 million) were approved as of 31 December 2023, relating predominantly to the Matola terminal upgrade and rail infrastructure.

Annually, Grindrod sets the weighted average cost of capital (WACC) and project hurdle rates to ensure that all projects are assessed in detail and that a robust process for allocating capital is adhered to. Hurdle rates are as set below:

	Medium risk	High risk
Hurdle rate	16%	18%

All projects are deemed high risk unless substantiated otherwise for factors such as guaranteed contractual off-take, solid counter-party or low country risk, amongst others.

Dividend declaration

A final gross ordinary dividend of 38.0 cents was declared, resulting in a total ordinary dividend for the year of 72.4 cents. Total preference share dividends of R74 million (2022: R56 million) were declared to preference shareholders during the 2023 financial year.

Foreign currency exposures

Grindrod has US\$320 million (2022: US\$265 million) of net assets based outside South Africa, generating US Dollar revenues, thereby reducing the exposure of the Group to any one country or currency. It is worth noting that the majority of Grindrod's operations in Mozambique trade in US Dollar currency, mitigating exposure to the Metical. Foreign exchange risks are monitored and mitigated in terms of approved policies.

Financial controls and risk management

Key financial personnel are employed across Grindrod to manage the financial departments, which monitor and support the operations through the analysis and reporting of results. These finance teams, with enabling financial systems, ensure that the financial information reported is complete, accurate, relevant and timely.

Internal control systems are designed to provide reasonable assurance against material losses, and the misstatement of financial results and are intended to manage all significant risks. Safeguarding and preventing the misuse of assets are other important aspects of internal control.

REPORT OF THE CHIEF FINANCIAL OFFICER continued

Principal features of the Group's internal financial controls are:

- An organisational structure comprising clearly defined reporting lines, responsibilities and levels of authority.
- Policies, procedures and guidelines to ensure that best practice standards are maintained and achieved.
- A system of financial planning, budgeting and reporting that enables performance to be monitored against predetermined objectives.
- Internal financial controls, which are supported by the Group's IT systems.
- A finance team with the appropriate level of skill and technical training.
- Independent oversight by the internal audit division through developing and testing financial control frameworks.

During 2023, internal financial control frameworks were tested by the internal audit division at several locations. Areas of non-compliance or deficiency were reported to and discussed with management, following which action plans were drafted and implemented to address the risk of material misstatement of financial results. In line with the requirements of JSE listing rule 3.84(k), the deficiencies and remediation plans were also shared with the Audit committee and external auditors.

Accounting policies

The accounting policies adopted and methods of computation used in the preparation of the consolidated financial statements are in terms of IFRS and are consistent with those of the Annual Financial Statements for the year ended 31 December 2022 except for IAS 40: Investment property and IFRS 17: Insurance contracts, for which no restatement was necessary.

Refer to the Accounting Policies section of the Annual Financial Statements available on Grindrod's website for further detail on the above and new standards and interpretations not yet adopted. Key accounting estimates and judgements are disclosed in note 1 of the Annual Financial Statements.

Events after the reporting date

The concession to operate the port of Maputo by MPDC, in which Grindrod holds a 24.7% share, was officially extended by 25 years to 2058. There are no other material post-balance sheet events to report.

External auditor rotation

The change in audit firm to PwC was approved by the shareholders under non-binding vote at the Company's Annual General Meeting on 25 May 2023. Subsequent to this approval the requirement for mandatory external auditor rotation was removed. The Group has elected to continue with external auditor rotation on a voluntary basis and a binding approval for PwC's appointment will be sought at the Company's Annual General Meeting on 23 May 2024.



Fathima Ally
Chief Financial Officer

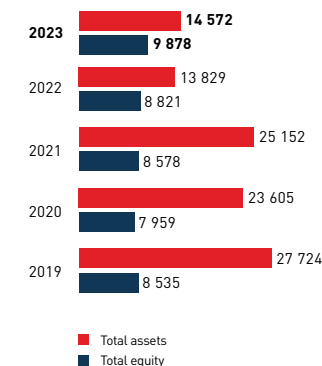
04 April 2024



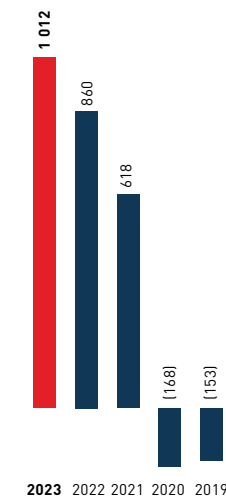
FIVE-YEAR REVIEW

Rmillion	2023	2022	2021	2020	2019
GROUP INCOME STATEMENT					
Revenue*	4 846	5 884	3 905	3 751	3 834
Trading profit before expected credit loss, interest, taxation, depreciation and amortisation***	1 015	1 372	1 074	547	1 097
Expected credit loss***^	(92)	(267)	12	(213)	(561)
Trading profit before interest, taxation, depreciation and amortisation	923	1 105	1 062	334	536
Depreciation and amortisation	(392)	(486)	(488)	(526)	(501)
Profit/(loss) before net interest, taxation and non-trading items	531	619	574	(192)	35
Non-trading items	(15)	61	(401)	(194)	(335)
Net interest income/(expense)	21	(77)	(127)	(211)	(142)
Profit/(loss) before associated and joint venture companies	537	603	(46)	(597)	(442)
Associated and joint venture companies	824	575	307	306	(117)
Profit/(loss) before taxation	1 361	1 178	353	(291)	(559)
Taxation	(302)	(348)	(102)	(120)	9
Profit/(loss) after taxation including associated companies	1 059	830	251	(411)	(550)
Loss after taxation from discontinued operation***	-	(175)	-	-	-
Profit/(loss) for the year	1 059	655	251	(141)	(550)
Outside shareholders' interest	2	2	(30)	47	-
Profit/(loss) for the year before preference dividends	1 061	657	221	(364)	(550)
Preference dividends	(74)	(56)	(45)	(51)	(66)
Profit/(loss) attributable to ordinary shareholders	987	601	176	(415)	(616)
Ordinary shareholders' interest in non-trading items	25	259	442	247	463
Headline earnings/(loss)	1 012	860	618	(168)	(153)
GROUP STATEMENT OF FINANCIAL POSITION					
Non-current assets	8 946	7 425	8 391	8 777	9 666
Loans and advances	1 014	1 073	9 537	8 933	8 431
Current assets	4 612	5 331	7 224	5 894	9 627
Total assets	14 572	13 829	25 152	23 605	27 724
Total equity	9 878	8 821	8 578	7 959	8 535
Non-current liabilities	2 348	1 818	2 066	1 603	2 581
Deposits from bank customers	-	-	11 221	9 434	11 180
Current liabilities	2 346	3 190	3 287	4 609	5 428
Total equity and liabilities	14 572	13 829	25 152	23 605	27 724
GROUP CASH FLOWS					
Cash available from/(used in) operations	661	824	798	(1 993)	472
Distribution/dividends received/(paid)	(230)	(300)	198	218	(134)
Cash retained from/(utilised in) operations	431	524	996	(1 775)	338
Net cash proceeds on disposal of property, plant and equipment and other items	377	544	655	35	397
Cash available for investment/(utilised)	808	1 068	1 651	(1 740)	735
Cash invested	(1 150)	(455)	(393)	(311)	(305)
Net cash available for financing/(utilised)	(342)	613	1 258	(2 051)	430

Total equity and assets (Rm)

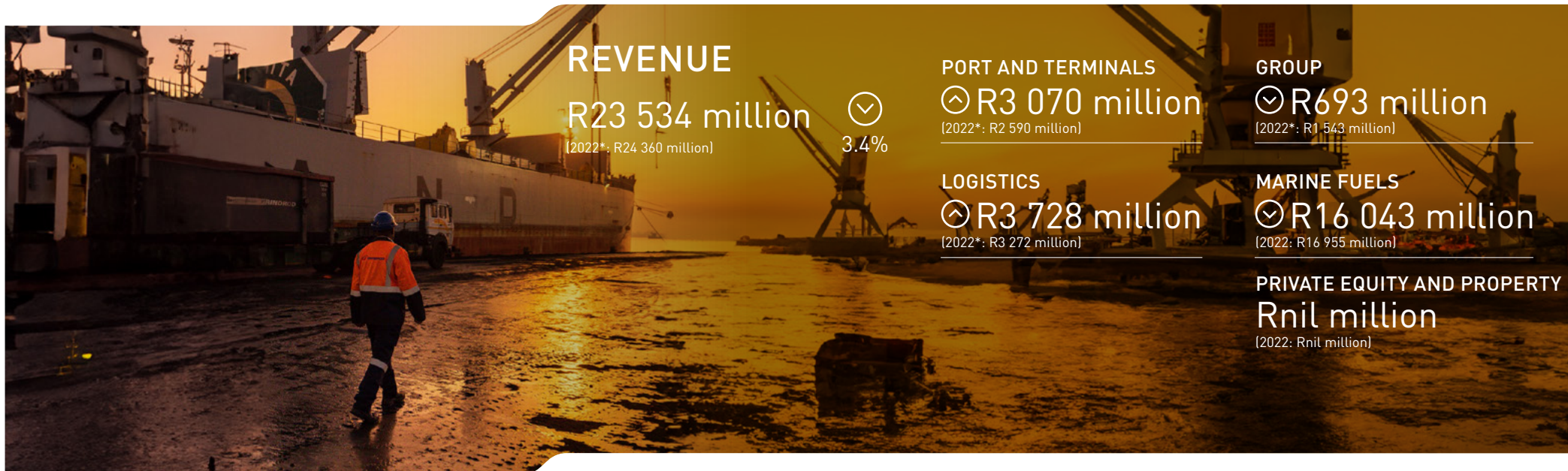


Headline earnings/(loss) (Rm)



* Revenue was impacted by reduced value added service mineral export sales, charters and the disposal of Grindrod Logistics in the current year. Revenue includes R999.4 million (2022: R3 024.5 million) relating to the above-mentioned revenue streams.
 ** Current year trading profit includes R348.7 million net fair value losses (2022: R311.4 million) relating to the private equity and property segment.
 *** Relates to disposal of Grindrod bank on 1 November 2022.
 ^ These items combined constitute earnings before interest, taxation, depreciation and amortisation (EBITDA).
 # Prior year includes impairments of R24.5 million relating to the private equity and property portfolio and an impairment of R222.5 million on the loan previously advanced to set up the Richards Bay black empowerment structure.

OPERATIONAL REVIEWS: DIVISIONAL REVIEW



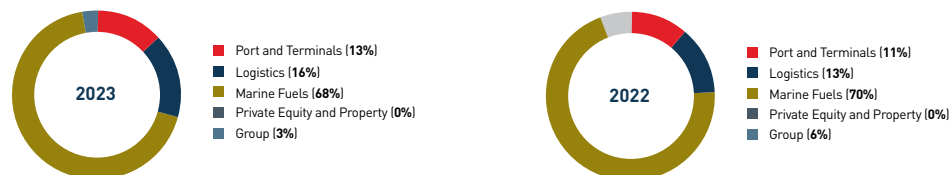
* Represented for changes in the composition of segments.

Note that Grindrod's value added services business, which is Grindrod's profit participation initiative, now forms part of the Group segment (it was previously part of the Port and Terminals segment). In addition, Grindrod's Multi-Purpose Terminal (GMPT) is a bulk, break-bulk and container operation which now forms part of the Port and Terminals segment (previously the Logistics segment). GMPT did not form part of the joint venture transaction with Maersk. The prior year numbers have been re-presented in line with the aforementioned.

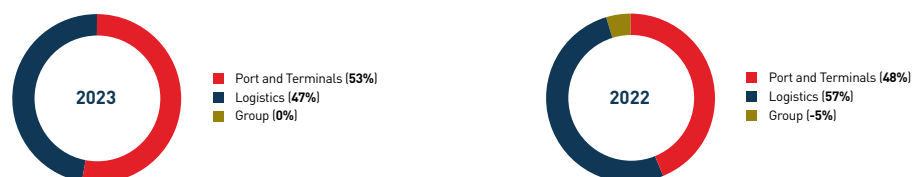
OPERATIONAL REVIEWS: DIVISIONAL REVIEW continued

CONTRIBUTION TO FINANCIAL PERFORMANCE

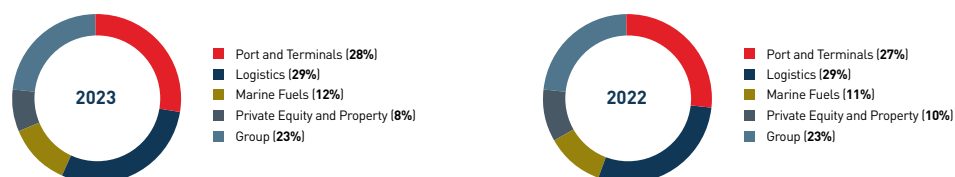
Revenue (Continuing) by business area



Trading profit/(loss) from core operations (Continuing) by business area



Total assets by business area



Capital expenditure by business area

R million	2023	2022	2021	2020	2019
Port and Terminals	372	266	65	49	98
Logistics	719	486	499	355	356
Group	15	13	-	-	-
Bank	-	2	4	-	2
Total capital expenditure	1 106	767	568	404	456

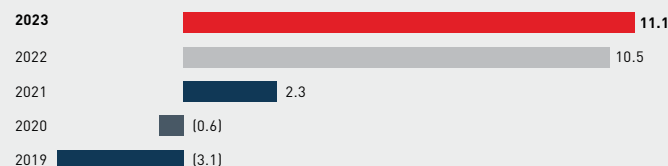
Investment in assets (at cost)

^ **44.2%**
R1 106 million
(2022: R767 million)

Return on net assets

^ **11.1%**
(2022: 10.5%)

Return on net assets (%)



Port capacity and utilisation

tonnes	H1 2023	H2 2023	FY 2023	FY 2022	Change %
Own handled ¹	5 893 393	6 670 490	12 563 883	9 835 273	28
Sub-concession and other	8 693 429	9 983 285	18 676 714	16 936 943	10
Port of Maputo	14 586 822	16 653 775	31 240 597	26 772 216	17
Trucks per day into Maputo (average)	637	720	678	541	25

1 Own handled includes chrome, ferrochrome and other commodities.

Terminals

tonnes	H1 2023	H2 2023	FY 2023	FY 2022	Change %	Terminal capacity
Drybulk	8 169 852	9 433 772	17 603 624	17 682 645	-	17 150 000
Matola terminal ^{1,2}	4 233 885	4 699 499	8 933 384	8 110 700	10	7 300 000
Maputo terminal ^{1,3}	1 791 391	2 140 118	3 931 509	3 221 643	22	1 200 000
Richards Bay	1 337 017	1 513 990	2 851 007	4 057 575	(30)	6 100 000
Walvis Bay	126 190	179 146	305 336	594 670	(49)	550 000
Maydon Wharf ⁴	681 369	901 019	1 582 388	1 698 057	(7)	2 000 000

1 Physical tonnage excluding take or pay volumes.

2 Capacity is based on rail. Including trucking volumes, capacity is c.9.0 million.

3 Annual capacity is temporarily scalable to 4.5 million tonnes.

4 Annual capacity is scalable to 3.6 million tonnes.

OPERATIONAL REVIEWS: DIVISIONAL REVIEW continued



PORT

The investment in Maputo Port Development Company (MPDC), which holds the concession for the Maputo Port in Mozambique, enables an effective customer solution. The port is an important regional gateway for sub-Saharan Africa, is connected to an extensive road and rail network, and is the closest deep water port to the Gauteng industrial hub as well as the Limpopo and Mpumalanga mining regions.

TERMINALS

Our infrastructure is designed to handle a variety of bulk, breakbulk commodities, vehicles and containers:

- Car terminal.
- Drybulk terminals.
- Multi-purpose terminals.
- Stevedoring.

Key achievements 2023

Port:

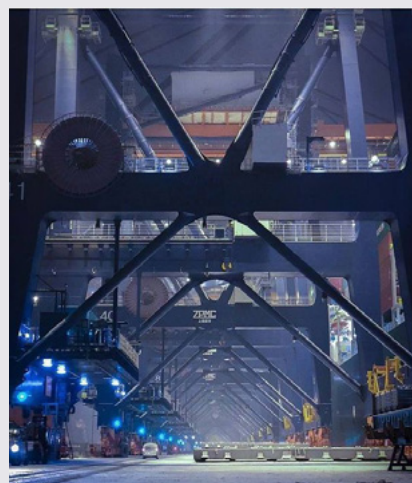
- Extension of the MPDC Maputo Port concession to 2058.
- Maputo Port volumes grew 28% to a record 12.6 million tonnes.
- Maputo Port achieved a record monthly performance of 1.0 million tonnes – April and May 2023.
- Unlocking of the Mozambique border.
- Two additional mobile harbour cranes were delivered to Maputo Port.
- Increasing rail.
- Maputo port handled 61% by road, 39% transported by rail, indicating a significant increase of 8.4% in rail use compared to the previous year.

Terminals:

- Maputo terminal volume increased 22% against prior period.
- The Grindrod team at Maputo Port drybulk terminal facility delivered exceptional efficiencies reaching a record of 408 423 tonnes of coal handled in July.
- Grindrod drybulk terminals handled 17.6 million tonnes in volume.
- Matola drybulk terminal volumes grew by 10% to 8.9 million tonnes, despite the impact of cyclone Freddy.
- The first phase of the Matola drybulk export terminal upgrade is progressing, feasibility well progressed and funding secured. Back of terminal phase has commenced.
- Junior miners engagement.
- Completed deployment of SHERQ portal.
- Successful launch of Bhasobha safety awareness campaign.
- Successful ISO and IMS audits.
- Appointment of new CEO (Terminals).
- Eswatini corridor continued to support volumes.

Key challenges 2023

- Safety.
- Continued flooding in KwaZulu-Natal, Cyclone Freddy and extreme weather.
- The Richards Bay back-of-port drybulk terminal's performance was impacted by operational constraints in and out of the port due to trucking.
- Driver strikes.
- Derailments and infrastructure vandalism.
- Border congestion between South Africa and Mozambique.
- Power supply issues.



Number of employees

906 employees

(2022: 1 077)



LTIFR

0.50 LTIFR

(2022: 0.37)

Fatalities

One

(2022: Zero)

Total GHG emissions (tCO₂e)

17 802 tonnes

(2022#: 16 270 tonnes)



Electricity usage

7 141 kWh

(2022#: 6 743 kWh)



Revenue

R3 070 million

(2022*: R2 590 million)



US\$-based revenue

R2 255 million

(2022*: R1 669 million)



Trading profit

R1 336 million

(2022*: R1 038 million)



Water usage

144 118 kl

(2022#: 72 068 kl)



Total land-based diesel

2 619 kl

(2022#: 2 352 kl)



* Represented for changes in the composition of segments.

2022 values have been restated to exclude Grindrod Bank, Grindrod Fuelogic, Petrologistics, Grindrod Automotive, Maputo Intermodal Container Depot (MICD), Grindrod Rail South Africa and joint venture Grindrod Logistics (GLO).

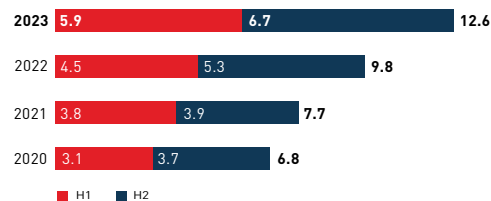
OPERATIONAL REVIEWS: DIVISIONAL REVIEW continued

OPERATING CONTEXT AND MARKET TRENDS

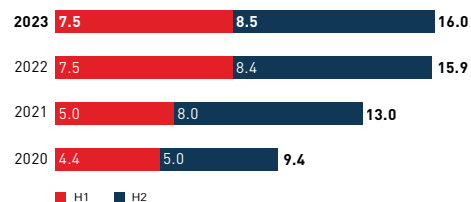
The year presented challenges for activity in sub-Saharan African economies and for the Ports and Terminals business segment. Mega-trends including recent escalations in geopolitical tensions and conflicts, notably subdued global goods trade, weakness in China's property sector and, more locally, economic bottlenecks, infrastructure and energy constraints, and extreme weather events, each had an impact on the commodities markets. This is not limited to the commodities themselves but also includes the varying impacts on transporters' ability to move Africa's precious commodities to the rest of the world. Taking into account the mixed bag of events and prevailing trends, Ports and Terminals delivered impressive results. Continued demand, a strong commitment to purpose, strategic actions taken in areas including key infrastructure and asset improvements, and a focus on operational excellence drove performance.

Going forward, Grindrod will look to meet demand through continued purpose-led strategic focus and capacity and capability building while looking to cater to new commodity markets and opportunities, not least of which the push for battery metals.

Port volumes (mpta)*



Terminal volumes (mpta)*



* Excludes GMPT volumes.

PERFORMANCE

Port of Maputo

The Grindrod teams in Maputo Port performed well in 2023. Maputo Port volumes increased by 28% compared to the prior period. This resulted in a record performance of 12.6 million tonnes exported during 2023. The Port also achieved a remarkable monthly volume performance of 1 million tonnes in April and May 2023, driven by efficiencies in its quayside operations. The total volume handled in 2023 was 31.2 million tonnes, against 26.8 million tonnes in 2022.

Apart from consistent delivery on operational excellence, efficiencies and efforts by Grindrod teams, this performance is also a result of a number of key improvements in line with the implementation and progression of the objectives of the MPDC Port Master Plan. The port's vessel-loading capacity was greatly improved by the addition of two mobile harbour cranes at a cost of R391.9 million at 100% shareholding which were delivered and commissioned during the period.

The Maputo Port channel maintenance dredging that commenced towards the end of 2022, with the arrival of the dredging vessel, ILEMBE, having arrived at the end of November 2022, had a significant and positive impact on port operations in 2023. Dredger ILEMBE is a TSHD (Trailer Suction Hopper Dredger) with a capacity of 5 500m³ and looked to remove approximately 550 000m³ of sediment.

A focus on operational efficiencies and investment in capacity and capability improvements are set to continue at the port well into 2024 off the back of strong demand for Grindrod's integrated logistics solutions.

The extension of the Maputo port concession until 2058 will allow for increased investment to further expand port handling capacity.

Terminals

Supported by continued strong demand for the existing export footprint, Grindrod's Mozambique drybulk terminals in Maputo and Matola handled 12.9 million tonnes, up 14% on the prior period.

Viewed separately, Maputo terminal volume increased by 22% on the prior period. A record of 408 423 tonnes of coal was handled in July due to operational excellence and efficiencies throughout the Maputo Port drybulk terminal facility.

Matola terminal volumes grew 10% to 8.9 million tonnes despite the impacts of cyclone Freddy. The first phase of the Matola drybulk export terminal upgrade is progressing well with debt raising underway to fund the project and a bankable feasibility study well advanced. Detailed design work on key plant components has also commenced.

The Eswatini corridor continued to support volumes with in excess of 1 million tonnes during 2023.

Towards the end of the year, Kwazi Mabaso, the CEO of Grindrod Terminals, had occasion to congratulate the team on the successful acquisition of the DPMT business at WBBT. The expectation is that volumes of between 550 000 and 750 000 tonnes of DPMT copper concentrate are expected to be imported via Walvis Bay between 2023 and 2026. The cargo will be offloaded from the vessel, stockpiled, loaded into trucks or rail wagons and transported to Tsumeb, a smelter facility approximately 600km from the Port of Walvis Bay. Grindrod's Terminal facilities in Walvis Bay will provide a daily handling/storage service to DPMT.

Grindrod's car terminal in Maputo continues to demonstrate operational excellence. The car terminal spans an area of 85 109m² with 4 126 parking bays and a throughput capacity of 115 000 cars per annum. The terminal is a trans-shipment hub for the east and west coast of Africa and a distribution hub locally and internationally.

The Richards Bay back-of-port drybulk terminal performance was impacted by operational constraints in and out of the port due to trucking, resulting in volume contraction of 30% compared to the prior period. The belt linking Grindrod's Navitrade and Transnet's Richards Bay export drybulk port, which was destroyed by a fire in 2022, has been recommissioned, with a resultant positive impact on throughput expected during 2024.



KEY FOCUS AREAS 2024

- SHERQ awareness and training.
- Focus on operational efficiencies in Richards Bay following the recommissioning of the belt.
- Delivering integrated solutions.
- TCM replacement capital expenditure project.
- Diversification in value-added services volumes.
- Capacity and capability expansion through infrastructure and asset purchase projects.
- Commodity and regional diversification.
- Continued support to the communities in which we operate, drive local employment and local socio-economic development and enterprise and supplier development programmes.
- Implementation and progression of the MPDC Port Master Plan.
- Exploration of off-grid power solution opportunities for ports and terminals.
- Regular and genuine engagements with the unions and government.
- Continued development and integration of our ESG strategy into Grindrod's Group strategy.
- Ongoing engagement with strategic partners and relevant stakeholders.

OPERATIONAL REVIEWS: DIVISIONAL REVIEW continued



OVERVIEW

Grindrod provides tailored integrated logistics solutions across the supply chain for the efficient and cost-effective, end-to-end delivery of diversified cargo.

Logistics connects inland corridors to the ports and on to global markets.

Key achievements 2023

- Record handling achieved by Richards Bay Stevedoring.
- Completion of the Pemba port warehouse.
- Northern Mozambique performance up 9% on prior period.
- East Africa expansion.
- Expenditure of R120.1 million for the project cargo handling equipment and vehicles deployed in SADC, for the crude oil pipeline logistics solution.
- Expansion of United Container Depot (UCD) and appointment of new UCD executive.
- Rail operations resumed in Zambia.
- Collaboration on "borderless" trains.
- UCD took delivery of two brand new Kalmar 7-high container handlers at their depot facility.
- The Eswatini corridor continued to support volumes with over a million tonnes in 2023.
- Acceleration of locomotives refurbishment programme.
- Improved rolling stock availability and deployment.
- East Africa Lake Victoria transport solution progressing well.
- Alternative graphite route to market through Port of Pemba successfully ramped up.
- Increased freight management footprint in SADC, including Zambia and Malawi.
- Established a new footprint in Uganda.
- Completion of rail siding in Zambia, access to SNCC network secured with focus on extension of concession from Beitbridge to Bulawayo.
- Strong performances by Ships Agency and Röhlig-Grindrod.
- Investment in rail rolling stock.

Key challenges 2023

- Increased power cuts.
- Driver strikes.
- Reduced container volumes.
- Fuel price increases.
- Cost-push inflation.
- Shortage of freight logistics skills in new footprint areas.
- Ongoing rail challenges.



INTERMODAL

Various business units within the Group offer intermodal services, including Grindrod's operations in Mozambique and United Container Depots. The end-to-end service is reliable, flexible, innovative and structured around the customer's needs. Solutions include comprehensive full and empty container depot operations, warehousing of general cargo and mining minerals, road and rail transport and, in addition, container and genset sales.

CONTAINER LOGISTICS

Container depots in Johannesburg, Cape Town, Gqeberha and Durban provide logistics solutions that include container handling and storage, container structural repairs, reefer services, container transport and parts sales.

CROSS-BORDER AND PROJECT LOGISTICS

Offices in all the major transit corridors in southern Africa manage projects from start to finish for customers across a variety of industries in the southern African region.

CLEARING AND FORWARDING

An integrated service consisting of freight forwarding, customs brokerage and related logistics solutions across five continents.

SEAFREIGHT LOGISTICS

Door-to-door seafreight solutions with a feeder service for containerised cargo in the southern African region.

SHIPS AGENCY AND MARINE TECHNICAL SERVICES

Ships agency, logistics and marine technical and engineering services to the maritime, offshore and oil and gas sectors in the Indian Ocean region.

RAIL

Grindrod's rail business provides full end-to-end customer logistics solutions that include cost-effective rolling stock leasing solutions and rail operations. As a strategic imperative, Grindrod is focusing on a systematic increase of its rollingstock capacity over the coming years and participating in key rail operator concession opportunities.

TRANSPORTATION

Grindrod assesses all options for transporting bulk/ breakbulk cargo to a hub for storage, distribution or export. Road transportation is integrated into our logistics operations. Through strong strategic partnerships with reputable airlines, Röhlig-Grindrod secures preferential rates and delivers reliable, cost-effective, flexible solutions.

Number of employees

2 746 employees
(2022: 2 432) ↑ 12.9%

Revenue

R3 728 million
(2022*: R3 272 million) ↑ 13.9%

Electricity usage

7 290 kWh
(2022#: 2 989 kWh) ↑ 143.9%

LTIFR

0.44
(2022#: 0.52)

US\$-based revenue

R836 million
(2022*: R598 million) ↑ 39.8%

Water usage

41 775 kl
(2022#: 29 344 kl) ↑ 39.8%

Fatalities

Zero
(2022: Zero)

Trading profit

1 174 million
(2022*: R1 245 million) ↓ 5.7%

Total land-based diesel

5 055 kl
(2022#: 5 513 kl) ↓ 8.3%

Total GHG emissions (tCO₂e)

29 782 tonnes
(2022#: 25 955 tonnes) ↑ 14.7%

* Represented for changes in the composition of segments.

2022 values have been restated to exclude Grindrod Bank, Grindrod Fuelogic, Petrologistics, Grindrod Automotive, Maputo Intermodal Container Depot (MICD), Grindrod Rail South Africa and joint venture Grindrod Logistics (GLO).

OPERATIONAL REVIEWS: DIVISIONAL REVIEW continued

OPERATING CONTEXT AND MARKET TRENDS

While global supply chains have normalised to a degree, and food and energy prices have fallen, the Russo-Ukraine conflict has continued to play a role in trade, and has had broader implications for logistics, especially shipping, including disruptions and as a result of sanctions imposed. The recent conflict in the Middle East has raised the risk of disruption to global supply chains.

Apart from these macro-trends, for logistics service providers in sub-Saharan Africa, in particular for operations in Southern and East Africa, infrastructure and energy constraints, political and regulatory reform, and investment challenges and debt vulnerabilities continue to be significant factors shaping the operating landscape. However, the transport and logistics remains a high-potential sector given its important role as an enabler of the trade of goods.

According to the World Economic Forum (WEF) (January 2024), the trade and logistics sector is the largest contributor to imports, the value of imports of freight transportation to African countries is US\$36.8 billion annually. This also follows the emergence of China and other Asian countries as key trading partners and shifts in the economic feasibility of certain hub and spoke initiatives and the linking of commodity producers to export points.

The WEF reported that maritime trade is projected to increase from 58 million to 132 million tonnes by 2030 with the implementation of the African Continental Free Trade Area (AfCFTA) presenting a sizeable opportunity for logistics service providers.

The global economy's response to climate change with the introduction of dynamic manufacturing processes and alternative low-carbon technologies is expected to bring about considerable demand for critical minerals and metals important for the low-carbon transition: copper, manganese, chromium, lithium, natural graphite, nickel, rare earth metals, silver, and titanium. Additionally, there is a growing trend of greening supply chains where service providers are considering ways of improving on emissions reductions through the introduction to operations of lower-carbon materials and renewables. Grindrod is well-placed to respond to these market opportunities.

PERFORMANCE

Grindrod continues to drive the improvement of infrastructure and increase investments in order to progress Grindrod's logistics footprint in Africa to benefit our customers.

The Eswatini multi-modal corridor solution performed well, enabling export drybulk volume growth of 40% through this route.

The northern Mozambique operations delivered good results for the period with headline earnings up 9% on the prior period.

Grindrod's East Africa expansion has progressed well, with capital expenditure of R74.5 million made during the period for the purchase of a landing craft vessel to facilitate a frequent marine freight service between the various commercial ports on the East African seaboard.

Further expenditure of R120.1 million for the project cargo handling equipment and vehicles deployed in Uganda, for the crude oil pipeline logistics solution, was made during the period.

Grindrod's ships agency and clearing and forwarding headline earnings were strong, up 49% on the prior period, due to new customer contracts and an increase in the number of port calls.

Grindrod's United Container Depots (UCD) business has benefited from capital expenditure and an additional 26 626m² of container handling footprint development in Denver, Johannesburg has been completed at a cost of R21.6 million.

On 1 August 2023, the Pemba Port warehouse was delivered by the building contractors to Grindrod. The project was completed on time and below budget, the construction phase being completed in under five months.

The facility constitutes a 3 000m² warehouse with a 6 000-tonne storage capacity. It will support a new route to market for customers and form the basis of other strategic initiatives with the Pemba Port Authority.

KEY FOCUS AREAS 2024

- Commodity, customer and geographic diversification.
- Continued development and expansion of the container business.
- Improving locomotive availability and deployment, and stakeholder engagement with rail operators and extension of railway concessions.
- Development of new rail corridors.
- Continued development of the Pemba warehouse facilities.
- Establishing an integrated freight solution in the east Africa to complement land-based activities.
- Expansion of the Eswatini corridor.
- Appropriate investment in logistics infrastructure in the Port of Pemba and Uganda.
- Engage collaboratively and consultatively with regional governments and communities.
- Continued investment in meaningful social upliftment initiatives.



EXCEEDING CUSTOMER EXPECTATIONS

Our ever-committed people and a keen focus on operational excellence is at the heart of this year's achievements. Operational challenges were met with our characteristic can-do attitude. Together, we remain a united, agile, enthusiastic force committed to providing our customers with integrated, efficient and cost-effective logistics solutions.

OUR STORIES

Grindrod breaking records

The Grindrod team at the Maputo Port delivered exceptional efficiencies throughout the drybulk terminal facility. A record of 408 423 tonnes of coal was handled in July 2023 and then again in November a new record was set of 416 220 tonnes of coal handled. Additionally, Grindrod's Multi Purpose Terminal in the port of Durban recorded an impressive 259 370 tonnes of cargo handled in November 2023, representing a 85% increase on average volumes handled.

OUR STORIES

Operational excellence at Grindrod's Car Terminal in Maputo

The Grindrod team drove exceptional efficiencies at the Grindrod Car Terminal operation. The terminal spans an area of 85 109m² with 4 126 parking bays and a throughput capacity of 115 000 cars per annum. The terminal is a trans-shipment hub for the east and west coast of Africa and a distribution hub locally and internationally.



OUR STORIES

United Container Depot (UCD) has invested in equipment to enhance its customer service

UCD, a subsidiary of Grindrod, took delivery of two Bobcat skid-steer loaders, a 45-tonne Reach Stacker and a front-end loader machine at its container depot facility in Denver, Gauteng.

UCD's Denver facility spans an area of 33 000m² and is expanding to 55 000m². This investment is in line with UCD's expansion and diversification strategy to offer its customer more than just empty container depot services but also bulk minerals packing and full container storage. UCD's facilities are based in Johannesburg, Cape Town and Durban, with a combined footprint of 102 000m² and the capacity to accommodate 12 000 TEUs.

UCD has over 35 years of experience servicing, storing, and handling containers for the world's major shipping lines. "We are passionate about operational excellence and ensuring that we understand and meet our customers' requirements," said Simangaliso Mzimela, Divisional Executive, UCD.



OUR STORIES

Maputo Port Development Company (MPDC) reaches remarkable milestone

MPDC reached a remarkable milestone of 1 million tonnes of cargo handled in one month from direct operations during 2023.



OUR STORIES



Pemba warehouse facility

The Pemba port warehouse was completed in August 2023.

The facility constitutes a 3 000 m² warehouse with a 6 000-tonne storage capacity and will provide a new route to market for customers, and form the basis of other strategic integrated logistics solutions with the Pemba Port Authority.

OPERATIONAL REVIEWS: DIVISIONAL REVIEW continued



THE PRIMARY NON-CORE BUSINESSES ARE	KEY FOCUS AREAS 2024
<ul style="list-style-type: none"> • Marine Fuels. • Private Equity and Property portfolio investments. 	<ul style="list-style-type: none"> • Capital allocation. • Return on Equity and ROIC. • Managing realisation of assets.

NORTH COAST LAND ADVANCES

Results include fair value losses of R93.0 million relating to the KwaZulu-Natal north coast property loans and advances, mainly due to the increase in interest rates. The carrying value of the loans and advances as at 31 December 2023 amounted to R1.0 billion.

PRIVATE EQUITY

The private equity investment portfolio has been impaired, with no further material exposure.

MARINE FUELS

Marine Fuels achieved positive headline earnings, although these were down 39% from the prior period due to the softer oil prices.

EXCEEDING CUSTOMER EXPECTATIONS

OUR STORIES

Another record for Grindrod

Grindrod Stevedores has joined the Terminal operations in setting a new benchmark in performance, reporting 1 374 335 tonnes of import and export cargo handled in December 2023.

Chasing the January 2023 record of 1 061 018 tonnes handled, the Grindrod Stevedores teams in Richards Bay and Durban focused on every element of the business. Cost savings would ensure a cost-effective solution for customers, operational efficiencies delivered on customer expectations, and equipment maintenance.

This focused approach started paying off in October 2023 with the new benchmark of 1 082 726 tonnes of volume handled. In November 2023, Grindrod Stevedores broke another record, reporting a volume of 1 192 168 tonnes handled, and in December 2023, a new performance benchmark of 1 374 335 tonnes was set.

The reported volumes include import and export cargo such as chrome, ferrochrome, pig iron and other commodities for major customers in the mining sector. Grindrod's investment in grabs and hoppers has significantly contributed to the increased volumes handled.

"A combined effort by the entire Grindrod Stevedores team benchmarked this achievement, making the team a force to be reckoned with in the stevedoring industry in Richards Bay and Durban. We achieved new records and focused on SHERQ within the business, looking after the people who made this possible. We have always aimed to deliver efficiency without compromising safety and operational excellence," said Kwazi Mabaso, CEO of Grindrod Terminals.

OUR STORIES

Grindrod's coal export line in the Port of Richards Bay is up and running

Grindrod is pleased to report that the conveyor belt from its coal terminal in Richards Bay (Navitrade) to the Port is up and running. The conveyor belt infrastructure was destroyed in a fire in October 2021, preventing coal export from Grindrod's facility.

The Grindrod team quickly put a contingency solution in place whereby cargo was transferred by road to an allocated laydown area from where Grindrod Stevedores provided a skip-loading solution. The contingency plan provided a short-term solution for Grindrod's customers through collaboration with Transnet Port Terminals (TPT) and other stakeholders.

With the export conveyor belt up and running, efficiencies will be significantly improved, providing the capacity to load 1 000 tonnes per hour versus 160 tonnes per hour by skip.

"On behalf of Grindrod, I commend Transnet Port Terminals for ensuring that this export line is again operating efficiently," said Kwazi Mabaso, CEO of Grindrod Terminals.

GOVERNANCE PRINCIPLES AND PRACTICES

- 69 Corporate governance report
- 75 Committee reports
- 78 Social, Ethics and Sustainability committee report
- 80 Remuneration report
- 82 Remuneration policy
- 87 Implementation report
- 93 Limited assurance report on certain non-financial information



Sound **corporate governance** and **leadership** ensure that we act **responsibly** and **transparently** from an ESG perspective, while creating **sustainable value** for stakeholders.

CORPORATE GOVERNANCE REPORT

KING IV DISCLOSURE

A sound corporate governance framework commits Grindrod to high standards of business ethics. Our framework is aligned with Grindrod’s purpose and core values and guides the Board, in their role as guardian of responsible corporate governance, in the formulation and implementation of Grindrod’s strategy to achieve targeted performance and create sustainable value for all stakeholders. The framework comprises appropriate policies, procedures and executive powers to ensure that governance objectives are properly implemented, managed, reviewed and adjusted; and ensures compliance with legislative and regulatory requirements.

Ultimately, Grindrod’s governance framework drives responsible corporate citizenship through regulatory and best-practice adherence, effective and ethical leadership and sustainable value creation. It promotes an integrated approach to ESG factors that influence Grindrod’s ability to create value.

The Grindrod governance framework is aligned with King IV to achieve an ethical culture, good performance, effective control and legitimacy.

GOVERNANCE PRINCIPLES AND PRACTICES

Governance structure

GRINDROD LIMITED BOARD

BOARD COMMITTEES

GROUP COMPANY SECRETARY

Ensures legal and regulatory compliance and proper corporate governance principles.

SOCIAL, ETHICS AND SUSTAINABILITY COMMITTEE
Ensures that Grindrod is a responsible corporate citizen, with focused oversight over ethics, sustainable development, stakeholder engagement, strategic empowerment and compliance.

RISK COMMITTEE
Provides focused support to achieve effective risk management governance, with oversight of risk management procedures and risk control infrastructure, implementing and monitoring compliance and the mitigation of risk.

INVESTMENT COMMITTEE
Makes recommendations that support strategy and the efficient application of capital in alignment with strategic short-, medium- and long-term objectives.

NOMINATION AND GOVERNANCE COMMITTEE
Reviews, monitors and advises on directors’ nominations, election, appointment and performance, and Group governance, with a focus on board recruitment and succession planning, annual board evaluations, linking of Company strategy to recruitment, induction, training and the development of new directors.

REMUNERATION COMMITTEE
Assists in recommending, determining and implementing remuneration policy, ensuring that directors, executives and prescribed officers are remunerated fairly and responsibly, that remuneration policy is aligned with strategy, and that the remuneration report is transparent and complete.

AUDIT COMMITTEE
Provides independent assistance in audit and finance-related governance supervision through monitoring the process around financial reporting and the effectiveness of internal controls.

HEAD OF INTERNAL AUDIT

EXECUTIVE MANAGEMENT assisting the CEO to implement board-approved strategy

CORPORATE GOVERNANCE REPORT continued

KING IV PRINCIPLE

Application

ETHICAL CULTURE

<p>Principle 1: The governing body should lead ethically and effectively</p>	<ul style="list-style-type: none"> The principles and recommendations contained in King IV are entrenched in Grindrod's governance and risk-management structures, policies and procedures. The Board cultivates an effective and ethical internal environment to meet the highest ethical standards in all its dealings, acts in the best interest of the Company, and ensures that a culture of ethical conduct is maintained, supported by the Social, Ethics and Sustainability committee. Directors are not permitted to deal directly or indirectly in the shares of Grindrod during any closed period, nor any prohibited period, as defined in the JSE Listings Requirements. The Board and Executives are responsible for leading ethically and effectively, and formal written assessments are conducted annually as an accountability mechanism.
<p>Principle 2: The governing body should govern the ethics of Grindrod in a way that supports the establishment of an ethical culture</p>	<ul style="list-style-type: none"> The Board is responsible for the governance of ethics and the approval of stakeholder-inclusive codes of conduct and ethics policies and acts in good faith and with proper purpose, with care, skill and diligence, and in the best interest of the Company and the Group. The Group Company Secretary is the custodian of governance and the Grindrod ethics officer and is responsible for ensuring that Grindrod, its employees and relevant stakeholders adhere to its ethical standards and culture. During 2023, all ethics policies were reviewed and approved by the Board. Grindrod's Code of Ethics raises ethical awareness, guides day-to-day decision-making and provides assurance on the integrity of the Group companies. All employees are required to annually reconfirm their adherence to the Code and related governance policies. Compliance with the Code is monitored through internal audits to assess the adequacy and effectiveness of the internal control environment. In 2023, the Code and all related governance policies were reviewed and updated. Grindrod operates two independent, toll-free fraud reporting and whistleblowing hotlines through Deloitte Tip-offs Anonymous (incidents reported: 2023: 15; 2022: 12) and EthicsDefender, an interactive anonymous site with an App and website for reporting fraud or unethical behaviour (incidents reported: 2023: 1; 2022: 1). All reports are investigated and captured into a register. Any incidents of corruption, including at management level, are investigated. If deemed appropriate, these are referred to disciplinary proceedings or law enforcement agencies. No instances of corruption at management level were identified during 2023 (2022: 0). Grindrod's POPIA and anti-fraud landing pages are housed on the Group's intranet, which provides access to staff for training courses, manuals, flyers, information and provides links to relevant policies and guides. Intensive business-wide ethics, anti-bribery and corruption programmes and training workshops, including Anti-Bribery and Corruption (ABC) Awareness Training by subject specialist Mr Steven Powell of ENS, together with an international Fraud Awareness week, were held in 2023, along with Annual Ethics Sign-Off campaign. During the reporting period, no material gifts were recorded in the Grindrod Limited gift register and email flyers are sent to Grindrod employees regularly reminding employees of their obligations under the gift policy and allied ethics policies. All gifts, irrespective of quantum, are required to be reported. The 2023 Fraud Risk-Management (FRMS) strategy is proceeding as planned and is on schedule, with fraud risk workshops held with each Division and Business Unit in December 2023. Grindrod South Africa, Grindrod Mauritius and Sturrock Grindrod Maritime have Tcertification. Ethixbase360 is a leading global anti-bribery standards-setting organisation. Supplier due diligence is guided by the Group procurement policy and includes anti-bribery, anti-corruption, PEP and sanctions verifications being done for each supplier. Suppliers are required to confirm their commitment to Grindrod's Supplier Sustainability Code, which requires all suppliers to uphold the highest corporate governance standards and to align with Grindrod's ethics and human rights policies. The Executive committee and Social, Ethics and Sustainability committee are provided with non-compliance statistics.
<p>Principle 3: The governing body should ensure that Grindrod is, and is seen to be, a responsible corporate citizen</p>	<ul style="list-style-type: none"> Grindrod's corporate citizenship is underpinned by the policies, procedures and review mechanisms of the corporate governance framework. It is overseen or executed by the various Board sub-committees and corporate and divisional management, supported by internal and external assurance providers. The Social, Ethics and Sustainability committee is primarily responsible for monitoring Grindrod's standing as a good corporate citizen and ensures adherence to sound corporate governance principles, organisational ethics, sustainable development, constructive stakeholder engagement, employee health and workplace safety. The committee also monitors the impacts of Grindrod's operations on the environment and oversees diversity, transformation and B-BBEE. Grindrod approved and introduced a comprehensive anti-slavery and anti-trafficking policy to clearly articulate its zero tolerance approach to any form of modern slavery, and the new environmental policy during the year under review.
<p>Principle 4: The governing body should appreciate that Grindrod's core purpose, risk and opportunities, strategy, business model, performance and sustainable development are inseparable elements of the value-creation process</p>	<ul style="list-style-type: none"> Grindrod's corporate governance framework provides the context within which Grindrod pursues its core purpose, executes strategy and responds to risks and opportunities. Grindrod's strategy is implemented by management, which sets key performance measures and targets. The Board provides overall guidance and direction for the development and monitoring of Grindrod's strategy within the context of its operating environment. Grindrod's strategy is continually reviewed. The Group's annual business plan and budgeting process follows the Board's strategy review. The Audit committee and Board formally considered and confirmed the going concern declaration for the coming year.

CORPORATE GOVERNANCE REPORT continued

KING IV PRINCIPLE

Application

PERFORMANCE AND VALUE CREATION

Principle 5: The governing body should ensure that reports issued by Grindrod enable stakeholders to make informed assessments for Grindrod's performance and its short-, medium- and long-term prospects

- Grindrod's IAR, approved by the Board on the recommendation of the Executive and Audit committees, aims to provide stakeholders with a balanced assessment of Grindrod's ability to create and sustain value to ensure its short-, medium- and long-term viability.
- Disclosures in the IAR are guided by material economic, environmental and social issues. Double materiality is applied. It is compiled in accordance with the JSE Listings Requirements, IFRS and the Companies Act, as read with the principles and concepts of the International <IR> Framework and the GRI Universal Standards.
- Assurance on sustainability performance indicators is provided by Grindrod's internal audit function, and Promethium Carbon assisted Grindrod in the verification of Grindrod's carbon footprint and other sustainability data. This corporate governance report is reviewed by the Social, Ethics and Sustainability committee.

EFFECTIVE CONTROL

Principle 6: The governing body should serve as the focal point and custodian of corporate governance in Grindrod

- The Board is responsible for ensuring the application of Grindrod's corporate governance framework to its strategy, implementation and performance.
- The roles, responsibilities, membership requirements and procedural conduct of the Board and its sub-committees are documented in the Board Charter and sub-committee Terms of Reference. Sub-committees are authorised to investigate any activity within their respective mandates and interact with employees to obtain relevant information. Sub-committees may obtain external professional advice in matters relevant to their mandate.
- Based on an internal assessment of adherence to the Board Charter completed in 2023, the Board was satisfied that it had fulfilled its responsibilities in accordance with its Charter.
- The Board Charter provides for a clear division of responsibilities at Board level to ensure a balance of power and authority, such that no one individual has unfettered powers of decision-making.



CORPORATE GOVERNANCE REPORT continued

KING IV PRINCIPLE

Application

EFFECTIVE CONTROL continued

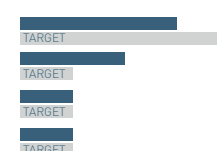
Principle 7: The governing body should comprise the appropriate balance of knowledge, skills, experience, diversity and independence for it to discharge its governance role and responsibilities objectively and effectively

- Composition:** Suitable candidates are appointed to the Board through a robust and formal selection process. The Nomination and Governance committee identifies and reviews suitable candidates for election by shareholders. Board appointments are based on the leadership skills, knowledge, experience and expertise that Grindrod requires to advance its strategic direction, with due consideration given to diversity (including culture, age, gender and race). Gender equality is guided by the Group's diversity policy, voluntary diversity targets as set and the gender equality framework. In the Board's assessment, all directors have the relevant knowledge, skills and experience to make a meaningful contribution to Grindrod's purpose. Directors who join the Board during the course of a year are required to have their appointments confirmed by shareholders at the subsequent Annual General Meeting (AGM). The Board comprises eight directors, two of whom are executive directors.
- Evaluation:** During February 2024, the Nomination and Governance committee evaluated the composition of the Board and its committees against their core functions and Group strategy. The evaluation included a review of members' diversity in terms of gender, age, race, board tenure, qualifications and skills. Based on its evaluation, the Nomination and Governance committee was satisfied with the composition of the Board and its committees.
- Rotation:** Grindrod's MOI requires one-third of its non-executive directors to retire by rotation at the AGM each year. Retiring directors may offer themselves for re-appointment by the shareholders. The Nomination and Governance committee considered the suitability of the directors retiring by rotation and, following assessment, the Board resolved in February 2024 to recommend Walter Grindrod and Deepak Malik to shareholders for re-election. The Nomination and Governance committee also formally evaluated the suitability of the proposed members of the Audit committee. Based on the recommendation of the committee, the Board proposed the appointment of Zimkhitha Zatu Moloi (Chair), Deepak Malik and Ben Magara as Audit committee members.
- Chair and Lead Independent Director:** In terms of Section 5.3 of the Memorandum of Incorporation of Grindrod Limited, the directors are required to elect a Chair and Lead Independent Director annually at the first meeting of the governing body following the AGM. Cheryl Carolus and Nkululeko Sowazi were unanimously elected as Chair and Lead Independent Director respectively by the governing body at a meeting of the governing body held on 24 August 2023.
- Professional development:** The Group Company Secretary guides the Board on governance, compliance, fiduciary responsibilities, sustainability, and training as required. Members appointed to the Board follow an induction process as outlined in Grindrod's director induction policy.
- Independence:** In February 2024, in accordance with King IV, the Nomination and Governance committee evaluated the independence of all serving Board members on a substance-over-form basis. This evaluation was considered and reviewed by the Board in March 2024. The Nomination and Governance committee resolved that while Walter Grindrod at all times acted independently and in good faith, he could not be classified as independent due to the 11.02% shareholding in Grindrod Limited by Grindrod Investments Proprietary Limited, of which Mr Grindrod was an associate. The remaining non-executive directors were deemed to be independent. Nkululeko Sowazi has served as an independent non-executive director for a ten-year tenure. Following a robust review and evaluation and given his continued independence of management and being free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of the company, the Board has concluded that Nkululeko Sowazi be and is considered independent. Mr Sowazi has been asked by the Grindrod Board to remain in office in order for the Company to benefit from his vast experience, and his institutional knowledge of legacy matters that are in the process of being finalised, such as the non-core business disposals. Mr Sowazi has graciously acceded to this request.
- Directors' declarations:** Members of the Board are required to declare all directly and indirectly held financial, economic and other interests and any conflict of interest in respect of matters on the Board agenda. Formal written declarations are provided to the Group Company Secretary bi-annually. Declarations on specific transactions are also minuted at Board and Board committee meetings.
- Voluntary diversity targets:** As a purpose-led and values-driven Company, Grindrod aspires to create a diverse and inclusive workplace. In May 2021, the Board reviewed and approved the Group's minimum voluntary diversity targets to be achieved by 2024, based on the recommendation of the Social, Ethics and Sustainability committee. The Board recognises the importance of having an appropriate combination of skills to manage an increasingly volatile and uncertain environment and the critical role diversity plays in governance and sustainability.

Non-executive directors as at 31 December 2023

	Current NEDs	Current %	Voluntary target	2024 Target %
Race				
African	3	50%	4	57%
Coloured	1	17%	1	14%
Indian	1	17%	1	14%
White	1	17%	1	14%

Race



Gender

	Current NEDs	Current %	Voluntary target	2024 Target %
Gender				
Male	4	67%	4	57%
Female	2	33%	3	43%

Gender



CORPORATE GOVERNANCE REPORT continued

KING IV PRINCIPLE

Application

EFFECTIVE CONTROL continued

Principle 8: The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with the balance of power and the effective discharge of its duties

- The Board is assisted in its responsibility to manage Grindrod and identify, oversee and manage economic, environmental and social risk and opportunities by the management, executives and Board sub-committees, all of whom report back to the Board on matters delegated by the Board at each Board meeting. Diverse backgrounds and cross-membership between committees ensure that there is an appropriate balance of judgement and influence.
- The Grindrod Limits of Authority, in terms of which the Board, Executive and management may act and bind Grindrod, outlines matters reserved for Board and shareholder decision-making and the delegation of authority to management. These limits are reviewed annually by the Board.
- Certain functions of the Board are delegated to properly constituted Board committees, each of which has formal Terms of Reference that are reviewed annually.

Principle 9: The governing body should ensure that the evaluation of its own performance and that of its committees, its chair and its individual members support continued improvement in its performance and effectiveness

- During February 2024, the Board and its committees undertook a detailed, formal self-evaluation based on the governance outcomes outlined in King IV. The Group Company Secretary used an accredited evaluation tool to compile the questionnaire for these evaluations.
- Board members also evaluated the performance and effectiveness of the Chair and the Board sub-committees.
- Based on this evaluation process, the Nomination and Governance committee was satisfied with the Board composition, performance of the Chair, levels of governance, and the skills, experience and qualifications of the members.
- This evaluation process did not reveal any matters requiring remedial action.

Principle 10: The governing body should ensure that the appointment of and delegation to management contributes to role clarity and the effective exercise of authority and responsibilities

- The Board is responsible for appointing the CEO as an executive director with a separate role to that of the Chair and the Financial Director.
- The Executive committee assists the CEO in managing the business at an operational level. This committee's scope of authority and responsibilities are defined in the Executive committee Terms of Reference, which is reviewed annually. These Terms of Reference make provision for the annual evaluation of executive members against their key performance areas. This evaluation is undertaken by the CEO and reviewed by the Remuneration committee.
- The Audit committee confirmed that the Group Financial Director and the finance function met the required standards for expertise and experience.
- The Group Company Secretary ensures corporate governance and legal compliance with the JSE Listings Requirements, while also guiding on corporate governance principles. The Group Company Secretary is not a director of the Board. Vicky Commaile is a chartered secretary and holds a BCom (Accounting); ACIS and SMDP qualification. Based on a formal assessment, which included a review of the Group Company Secretary's qualifications, experience and demonstration of competence, the Board is satisfied that Vicky Commaile possesses the requisite competence, qualifications and experience to hold the position. The Board considered the interactions between the Group Company Secretary and the Board and is satisfied that an arm's-length relationship exists between the Board and the Group Company Secretary. The Group Company Secretary is responsible for a detailed annual compliance audit against JSE Listings Requirements and submission to the JSE of an annual compliance certificate.

Principle 11: The governing body should govern risk in a way that supports Grindrod in setting and achieving its strategic objectives

- The Board is ultimately responsible for governing risk-management processes to support the setting and achieving of strategic objectives.
- Executive management encourages a risk-conscious business culture by embedding internal controls and mitigating actions through all levels of management and supervisory staff. Risk management is a key performance area for line managers.
- The Risk committee reviews the Group's risk appetite and tolerance levels. It recommends the approval of the Group risk-management plan for the ensuing year by the Board. The Risk committee also identifies and reports on pervasive risks.
- Board sub-committees are assigned specific risks relevant to their portfolios. They provide inputs to quarterly Board meetings.
- The effectiveness of risk management is assessed by internal and external assurance providers in terms of the Group's combined assurance model.
- The Grindrod risk-management framework, based on the principles of King IV, ISO 31000 and the COSO ERM, was reviewed and approved by the Risk committee. Internal audit reviews the effectiveness of this framework.

CORPORATE GOVERNANCE REPORT continued

KING IV PRINCIPLE

Application

EFFECTIVE CONTROL continued

Principle 12: The governing body should govern technology and information in a way that supports Grindrod setting and achieving its strategic objectives

- The Board, supported by the Audit committee, is responsible for IT governance and the strategic alignment of IT with Grindrod's objectives. IT governance is based on best-practice principles and frameworks, including PMBOK and Prince II, and is aligned with the Grindrod strategy. A continually refined three-year IT governance roadmap provides for IT strategy, governance, legal and other compliance. This roadmap is aligned with the principles of King IV.
- The IT governance charter ensures that the IT function is focused on alignment of IT activities with collaborative IT planning to capitalise on economies of scale across the Group.
- The Audit committee reviews and evaluates audit assessments of IT-related controls performed by the internal and external auditors, together with the appropriateness of actions taken by management to address identified issues. Projects to drive automation, and thereby mitigate risk, have been implemented. Compliance with a rapidly evolving governance and statutory environment is a key focus area, as is the mitigation of ever-increasing cyber threats through system reviews, software and end-user verification.

Principle 13: The governing body should govern compliance with applicable laws and adopted non-binding rules, codes and standards in a way that supports Grindrod being ethical and a good corporate citizen

- The Board is responsible for the governance of compliance with applicable laws and adopted non-binding rules, codes and standards. Management has been tasked with implementing compliance. Compliance with applicable laws and consideration of non-binding rules, codes and standards is reviewed by the Social, Ethics and Sustainability committee bi-annually and by the Audit committee.
- The Board resolved that the Company and its Board of Directors have, during the 12 months ended 31 December 2023, complied with all of the JSE Listings Requirements and every disclosure requirement for continued listing on the JSE imposed by the JSE during that period.

Principle 14: The governing body should ensure that Grindrod remunerates fairly, responsibly and transparently to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term

- Grindrod supports the objectives of economic empowerment in compliance with the requirements of the B-BBEE, Act No 46 of 2013, as amended, the B-BBEE Regulations 2016 and the JSE Listings Requirements.
- Grindrod established an employment-equity framework with inputs from the Department of Labour to enable a collaborative approach to implementing employment-equity targets.
- Grindrod aims to comply fully with the tax laws and regulations of the countries in which it operates. These compliances are guided by a tax-governance framework that covers all jurisdictions and is incorporated into the Group's corporate governance framework.
- The Board, assisted by the Audit committee, monitors and reviews the implementation of the Group tax compliance and tax risk policy.
- The Board tables the Group's Remuneration Policy and Implementation Report at the AGM, for a separate non-binding vote and the director's emoluments are duly disclosed in terms of section 30 of the Companies Act and 3.84(j) of the JSE Listings Requirements.

Principle 15: The governing body should ensure that assurance services and functions enable an effective control environment and that these support the integrity of information for internal decision-making and Grindrod's external reports

- The Board is ultimately responsible for Grindrod's system of internal control, which is subject to independent review by internal audit and external assurance providers. Our combined assurance model aligns with the principles and supporting practices of King IV. This model assures the Board, through the Audit and Risk committees, that all significant risks and associated opportunities are adequately managed. Risk audits are assigned to specialist assurance providers, who monitor the effectiveness of the action plans.
- A bi-annual report on material internal audit findings and matters of significance is submitted to the Audit committee.
- The financial information contained in the annual financial statements is independently audited by Deloitte & Touche, and external assurance is sought on non-financial data, such as the Group's B-BBEE verification and sustainability data.

TRUST, GOOD REPUTATION AND LEGITIMACY

Principle 16: The governing body should, in the execution of its governance role and responsibilities, adopt a stakeholder inclusive approach that balances the needs, interests and expectations of material stakeholders in the best interests of Grindrod over time

- The Board supports stakeholder engagement strategies that facilitate transparent and reciprocal interaction. The Group maintains continual engagement with its identified key stakeholder groups to promote business objectives and ensure economically, socially and environmentally sustainable business practices.
- The Board recognises that stakeholder inclusivity and sustainable value creation are interdependent, and drives engagement through the Group's Stakeholder Engagement Framework (refer page 53) which speaks to the Group's four strategic ESG objectives of Prosperity for All, Regenerative Environment, Socially Inclusive Development and Good Governance.

COMMITTEE REPORTS

The committees established by the Board play an important role in safeguarding and enhancing governance and effectiveness in the Group and assist the Board in the effective and diligent execution of its duties. Board committees contribute to achieving the good governance outcomes of ethical and effective leadership required by King IV. Principle 8 of King IV notes the objectives for these delegation arrangements as being to promote independent judgement, assist with the balance of power, and help the Board to discharge its duties effectively. Grindrod's Board committees function within specific Board-approved Terms of Reference, which, together with the Board Charter, are reviewed annually.

Social, Ethics and Sustainability committee	Risk committee	Investment committee	Nomination and Governance committee	Remuneration committee	Audit committee
 <p>Chair WALTER GRINDROD</p> <p>Members Cheryl Carolus Zimkhitha Zatu Moloi Xolani Mbambo</p> <p>Number of meetings: 2</p>	 <p>Chair DEEPAK MALIK</p> <p>Members Cheryl Carolus Ben Magara Xolani Mbambo Nkululeko Sowazi</p> <p>Number of meetings: 2</p>	 <p>Chair NKULULEKO SOWAZI</p> <p>Members Cheryl Carolus Walter Grindrod Xolani Mbambo</p> <p>Number of meetings: 5</p>	 <p>Chair CHERYL CAROLUS</p> <p>Members Nkululeko Sowazi Walter Grindrod</p> <p>Number of meetings: 2</p>	 <p>Chair BEN MAGARA</p> <p>Members Cheryl Carolus Nkululeko Sowazi</p> <p>Number of meetings: 3</p>	 <p>Chair ZIMKHITHA ZATU MOLOI</p> <p>Members Ben Magara Deepak Malik</p> <p>Number of meetings: 6</p>
MANDATE	MANDATE	MANDATE	MANDATE	MANDATE	MANDATE
<p>The committee:</p> <ul style="list-style-type: none"> Performs the role of the committee as required in terms of the Companies Act. Ensures adherence to principles of sound corporate governance, organisational ethics, sustainable development, constructive stakeholder engagement, employee health and workplace safety. Monitors the impacts of Grindrod's operations on the environment and Grindrod's ESG performance. Oversees transformation and B-BBEE and monitors the promotion of diversity and equity across the Group. Ensures compliance with relevant laws, regulations and codes. Reviews corporate governance reports for inclusion in the IAR. 	<p>The committee:</p> <ul style="list-style-type: none"> Reviews, monitors and advises on the effective management of opportunities and risks, and allied strategies of mitigation and control. Monitors potential positive and negative effects of risks on Grindrod's objectives. Oversees the development and implementation of policy, plans and systems to ensure business performance is within the defined risk appetite and tolerance limits. Reviews and assesses the adequacy of Group insurance cover. 	<p>The committee:</p> <ul style="list-style-type: none"> Assesses capital allocation for projects and/or acquisitions to support the achievement of Grindrod's strategic objectives. Evaluates, approves and recommends to the Board as appropriate the mergers, acquisitions, divestments and disposals aligned with Grindrod's growth strategy. Monitors progress on the implementation of projects or integration of new acquisitions, ensuring these are delivered in line with stated metrics. Reviews and advises the Board on capital and other strategic applications in terms of Grindrod's Limits of Authority Framework. 	<p>The committee:</p> <ul style="list-style-type: none"> Reviews, monitors, advises on and makes recommendations regarding the nomination of directors for consideration and final approval by the Board and election by shareholders. Evaluates the performance of directors and committees. Ensures succession planning is in place. Evaluates the composition of the Board. Monitors and maintains director and officer insurance. Ensures effective corporate governance mechanisms to align with the Group's strategy and operating environment. 	<p>The committee:</p> <ul style="list-style-type: none"> Recommends and determines remuneration policy and oversees implementation of the policy. Ensures the Group remunerates employees fairly, responsibly and transparently. Implements and monitors competitive and fair reward practices to achieve strategic objectives. Promotes an environment conducive to the achievement of strategic objectives and encourages individual performance. Aligns incentives with shareholder value delivery. 	<p>The committee:</p> <ul style="list-style-type: none"> Ensures the integrity of integrated and financial reporting, and that adequate systems, controls and financial-risk management policies, procedures and standards are in place. Has access to all financial information of Grindrod allowing for effective preparation and reporting of the Consolidated Financial Statements. Oversees the qualification, independence and effectiveness of the internal and external audit. Investigates any activity within the scope of its Terms of Reference. Obtains independent professional advice to ensure effective governance.

COMMITTEE REPORTS continued

Social, Ethics and Sustainability committee	Risk committee	Investment committee	Nomination and Governance committee	Remuneration committee	Audit committee
FOCUS AREAS FOR 2024	FOCUS AREAS FOR 2024	FOCUS AREAS FOR 2024	FOCUS AREAS FOR 2024	FOCUS AREAS FOR 2024	FOCUS AREAS FOR 2024
<ul style="list-style-type: none"> Driving transformation, an ethical culture, the safety of employees and stakeholders and Grindrod's good citizenship. Oversee policies and practices in place to ensure that our people return home safely from work every day. Ensuring sustainability. Continued integration of the ESG Transformation Framework into all aspects of the business. Ongoing assessment and monitoring of stakeholder's expectations to ensure meaningful stakeholder engagement. Monitoring of anti-bribery and corruption initiatives. Overseeing diversity and inclusion programmes. Integrating human rights into all business processes. Medical aid cover for all staff, especially lower tier earners. 	<ul style="list-style-type: none"> Reviewing and approving the ERM framework of the Group's risk management framework and risk tolerances. Ongoing integration of the ESG risk framework. Ensuring that effective combined assurance, internal control and risk management in place across the Group. Heightened focus on Cyber risk and testing. Review of the Risk Management and Internal Audit functions in line with best practice. Oversight of compliance with the new Global Internal Audit Standards. 	<ul style="list-style-type: none"> Monitoring implementation of Board approved strategy in terms of investments. Overseeing diversity efforts of capital expenditure projects. Overseeing disposals and monitoring updates. Monitoring the Group's capital performance. 	<ul style="list-style-type: none"> Overseeing Board composition. Ensuring optimal performance by the Board and its committees through robust evaluations and alignment with Group strategy. Driving shareholder engagement. Ensuring succession planning. Monitoring independence and tenure. 	<ul style="list-style-type: none"> Release and implementation of the reviewed Remuneration Policy and Implementation Plan in response to shareholder engagements and best practice. Ongoing evaluation of short- and long-term relevance of remuneration and incentive schemes in line with best practice and strategic objectives. Review of staff retention risks and mitigation plans. 	<ul style="list-style-type: none"> Overseeing financial performance, financial management, key audit matters and significant areas of judgement. Ensuring effective balance sheet and liquidity management. Overseeing non-audit services for ongoing projects. Overseeing and ensuring a smooth transition of new external auditors for the 2024 audit. Ensuring compliance with JSE pro-active monitoring.



COMMITTEE REPORTS continued

Social, Ethics and Sustainability committee	Risk committee	Investment committee	Nomination and Governance committee	Remuneration committee	Audit committee
KEY MATTERS DEALT WITH	KEY MATTERS DEALT WITH	KEY MATTERS DEALT WITH	KEY MATTERS DEALT WITH	KEY MATTERS DEALT WITH	KEY MATTERS DEALT WITH
<ul style="list-style-type: none"> Monitoring and reviewing Grindrod's standing as a good corporate citizen. The 2023 IAR corporate governance report. Reviews of compliance with applicable laws and consideration of non-binding rules, codes and standards. Overseeing the integration of the new strategic ESG transformation framework, into Grindrod's overarching strategy and all business processes. Stakeholder engagement and the approval of Grindrod's stakeholder engagement policy and framework. Successful implementation of the new B-BBEE transaction. Human rights incorporated into the new anti-slavery and anti-trafficking policy. Successful roll-out of the "Bhasobha" Safety Awareness Campaign. Legal compliance. Review of Group ethics policies and oversight of the annual Ethics sign-off. Medical aid plan for employees without cover. Oversight of CSI education initiatives and the addition of two new bursary beneficiaries through the CRET and the building of three classrooms at the Mabhodla Primary School in Richards Bay through AAS. <p><i>Refer to our Social, Ethics and Sustainability committee report on page 78.</i></p>	<ul style="list-style-type: none"> Approval of the risk management plan. Identifying and monitoring pervasive, industry and global risks. Review of the risk-management framework and policy. Monitoring requirements for the new Global Internal Audit Standards. Group ERM review. Insurance claims and loss ratios. Monitoring of risk registers. Approval of fraud response plan. Internal audit effectiveness of risk management assessment. Assessment of risks relating to financial reporting. Reviewed the effectiveness of the internal audit financial controls, fraud and IT risks relating to financial reporting. ESG risk inclusion in the risk framework. Interrogation of grid collapse risk and response plans in mitigation. Focus on risks associated with expansion of operations into east Africa. 	<ul style="list-style-type: none"> Driving the Grindrod core business strategy. Approving and overseeing the disposals strategy and processes. Overseeing the effective investment of funds received from the sale of Grindrod Bank. Oversight and successful finalisation of a new B-BBEE partnership. Recommendations for new investments. Commercial agreement approvals and reviews. Approval and oversight of major transactions, assessments and reviews. Dividend assessment in terms of the investment policy. 	<ul style="list-style-type: none"> Succession planning for executive/senior management. Evaluating the composition and independence of the Board. Performance evaluations of the Chair, Board sub-committees and Board. Evaluation of Board members retiring by rotation. Review of the suitability of the proposed members of the Audit committee and the independence of this committee. Diversity targets review. Directors and officers insurance. 	<ul style="list-style-type: none"> Monitoring the Group's remuneration policy and its implementation. Comprehensive review of the Group's Remuneration Policy in consultation with stakeholders and subject specialists. Remuneration and implementation reports for the integrated annual report. Review of Group CEO and CFO incentive payments. KPIs set for the Group CEO and Group CFO. CEO to lowest earner ratio reviewed. Approval of annual salary increases and non-executive directors' fees. Monitoring the share-price-linked options payments and allocations, and FSP summary. Monitoring of pension and provident fund performance. Benchmarking to align with best practice. <p><i>Refer to the Remuneration Report on page 80.</i></p>	<ul style="list-style-type: none"> Ensuring that appropriate financial reporting procedures are in place and functioning, including consideration of all entities forming part of the Consolidated Financial Statements. Ensuring the integrity and effectiveness of reporting in the IAR. Going concern and dividend reviews. Considered the expertise and experience of the financial director and internal audit manager. Reviewed the IT governance report. JSE pro-active monitoring. Oversight of the internal financial controls attestation. Evaluation of external auditor independence, and adherence to the non-audit services policy. Requested and received all decision letters, findings and reports from the external auditors in compliance with the JSE Listings Requirements. Reviewing the ERM framework, financial reporting risks, internal controls and the combined assurance received. Finalised the external auditor rotation and process for the 2024 financial year-end. <p><i>Refer to the Audit committee report in our Consolidated Financial Statements, available on our website https://www.grindrod.com/investor-proposition/shareholder-documents</i></p>

The complete terms of reference of the committees are available on Grindrod's website, <https://grindrod.com/investor-proposition/shareholder-documents#integrated-reports>.

SOCIAL, ETHICS AND SUSTAINABILITY COMMITTEE REPORT



Walter Grindrod Chair, Social, Ethics and Sustainability Committee

Mandate and oversight

Grindrod's Social, Ethics and Sustainability committee ensures adherence to sound corporate governance principles, organisational ethics, sustainable development, constructive stakeholder engagement, employee health and workplace safety. The committee also monitors the impacts of Grindrod's operations and that of its subsidiaries, on the environment and oversees transformation and B-BBEE.

The committee ensures compliance with relevant laws, regulations and codes, and furthermore reviews corporate governance reports for inclusion in the IAR. It also seeks to draw matters within its mandate to the attention of the Board as occasion requires and reports to its shareholders, through the Social, Ethics and Sustainability committee report in the IAR, on the matters within its mandate prior to the Annual General Meeting.

In compliance with the Companies Regulation 43, the committee monitors Grindrod's activities concerning social and economic development, including the Group's standing in terms of:

- The 10 principles set out in the United Nations Global Compact Principles.
- The OECD recommendations regarding corruption.
- The B-BBEE Act, No 53 of 2003.
- The Employment Equity Act, No 55 of 1998.

The committee is also responsible for:

- Supporting good corporate citizenship, ensuring Grindrod's promotion of equality, the prevention of unfair discrimination, and measures to address corruption.
- Monitoring the Group's contribution to the development of the communities in which its activities are conducted in line with Grindrod's purpose.
- Overseeing Grindrod's corporate social investment programmes and spending.

- Ensuring the health and safety of all staff.
- Monitoring the impact of the Group's activities and services.
- Managing stakeholder relations and engagement, including reviewing the adequacy and effectiveness of the Group's engagement and interaction with its stakeholders.

Composition

- During the year under review, the committee comprised the Chair, Walter Grindrod, two independent non-executive directors (Board Chair, Cheryl Carolus, and Zimkhitha Zatu Moloil), and one executive director, CEO, Xolani Mbambo.
- Committee members met at scheduled meetings twice a year. In addition, unscheduled meetings are held when required to address urgent matters within the committee's scope of responsibility. No unscheduled meetings were necessary during 2023.
- Committee members' attendance at the committee meetings is listed on page 9 of this report, and fees paid to committee members are detailed on page 91.

Terms of reference

The committee operates in accordance with its formal terms of reference and annual work plan, which are reviewed and amended annually. A copy of the committee's terms of reference is available on Grindrod's website.

Sustainability

The committee supports the fundamental concepts of King IV that value creation is to be accomplished sustainably. This aligns with the United Nations SDGs and South Africa's National Development Plan. Under the leadership of the Board and the committee, Grindrod's ESG transformation framework was developed and approved for integration into the Group's overarching strategy (refer to page 28). Grindrod continues to ensure compliance with its Supplier Sustainability Code.

Stakeholder engagement

Grindrod recognises that it depends on its stakeholders to deliver on its purpose. Under the committee's leadership, a new comprehensive stakeholder engagement framework was approved outlining the approach to communicating and working with stakeholders consistently. Engagement is critical to understanding stakeholders' needs, interests and expectations, which feeds into strategy and responsible decision-making. The committee also assists the Group and its subsidiaries in identifying initiatives to uplift disadvantaged communities within the areas where the Group's operations are situated, and in line with the Group's CSI policy, focusing on educational upliftment.

Human capital, safety and health

The committee:

- Assesses, monitors and guides the Group's standing in terms of the International Labour Organization Protocol on decent work and working conditions, employment relationships, and contribution by the Group towards the educational development of its employees.
- Oversees legal compliance relating to human capital and guides the Group on areas that require focus.
- Monitors and guides the Group's SHERQ policies and performance, where employee safety is paramount.
- Ensures that the Group has embraced and duly executed the necessary measures to ensure proper implementation of transformation and B-BBEE. Further, that the Group develops and implements programmes to address the requirements of B-BBEE and all other appropriate legislation and monitors the implementation of these initiatives.

SOCIAL ETHICS AND SUSTAINABILITY REPORT continued

Ethics and human rights

- The committee drives the creation of a culture that embraces and supports legal compliance and good ethical conduct.
- The Grindrod way of doing business is underpinned by adherence to the Group's core values: we earn our customers' trust every day, we respect our people, we touch lives of the communities in which we operate, we innovate for operational excellence, and we embrace long-term thinking and deliver on short-term action. We subscribe to the United Nations Global Compact principles relating to the protection of human rights and the environment, ethical and fair labour practices and combating corruption. The committee approved a comprehensive anti-slavery and anti-trafficking policy during the reporting period, reaffirming Grindrod's zero tolerance of all forms of modern slavery.
- The purpose of the Grindrod Code of Ethics is to guide stakeholders regarding the standards of conduct required of all ambassadors of Grindrod – this includes all directors, employees, business partners, communities, suppliers, contractors and anyone else representing Grindrod's interests. Grindrod has a comprehensive ethics awareness programme and requires all employees to annually confirm their compliance with the Group's Code of Ethics, including the Anti-corruption, Conflict of Interest, Competition Compliance, Gifts and Whistleblowing policies. The committee reviews these policies annually, and the Group follows a zero tolerance approach to unethical behaviour.
- Grindrod is committed to playing a responsible role in the socioeconomic development of the regions in which it operates and strives to be a role model for ethical business conduct.

- Corruption has an adverse impact on society in that it results in the circumvention of fair processes and diverts benefits away from the rightful, intended beneficiaries. For this reason, various social compacts and laws prohibit corrupt business dealings, and Grindrod is committed to complying with these.
- The committee reinforces the obligation of those who contract with Grindrod to bring to its attention information regarding unethical and illegal activity affecting it and enable all employees to fulfil their duty to Grindrod in terms of the Code of Ethics, overseeing effective channels for related reporting, including safe and anonymous methods, where Grindrod has two reporting hotlines, supported by the whistleblowing policy in place, namely Deloitte's Tip-offs Anonymous and EthicsDefender.
- The committee also provides oversight pertaining to consumer relationships.



Key matters in 2023 and focus areas for 2024

Please refer to the Committee Reports on page 75. Key matters overseen during 2023 included, among others, the monitoring and reviewing of Grindrod's standing as a good corporate citizen, reviewing and approval of the IAR corporate governance report, review of compliance with applicable laws and consideration of non-binding rules, codes and standards, driving the strategic ESG transformation framework and ensuring continued integration into Grindrod's overarching strategy, stakeholder engagement, diversity policy and voluntary diversity targets and recommendations to the Board, all legal compliance, the review and approval of Group policies, oversight of the ethics annual sign-off by employees and update of ethics policies, and the continued implementation and awareness of the prevention and elimination of harassment in the workplace policies, and introduction of the anti-slavery and anti-trafficking policy, and environmental policy.

Confirmation

The Social, Ethics and Sustainability committee confirms that during the year under review, the committee:

- Fulfilled its mandate and allied responsibilities as prescribed by the Companies Regulations to the Companies Act, and there was no material non-compliance regarding disclosure.
- Ensured it was appropriately constituted with clearly defined terms of reference and reporting lines to the Board.
- Confirmed that the frequency and duration of committee meetings were appropriate to enable members to discharge their mandate and responsibilities.
- Ensured an appropriate mix of required skills to address a range of issues and risks under its mandate.

Walter Grindrod
Chair

04 April 2024

REMUNERATION REPORT



Ben Magara Chair, Remuneration Committee



BACKGROUND STATEMENT

Committee composition

Grindrod's Remuneration committee comprised Ben Magara (Chair), Cheryl Carolus and Nkululeko Sowazi.

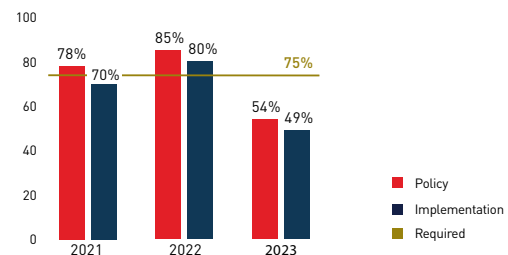
Business review

Grindrod achieved headline earnings growth of 29% in its core operations in 2023. Port and Terminals headline earnings grew 35% on the prior period underpinned by strong volume growth in both of the Port of Maputo and Grindrod's drybulk terminals in Mozambique. Grindrod's Logistics segment delivered strong results despite subdued charter markets in the seafreight business. The Group's pleasing performance is indicative that our remuneration philosophy and policies support the achievement of Grindrod's strategic objectives. The Group continues to attract, reward, and retain the talent necessary to promote and maintain sustainable growth of the Group.

Advisory vote

The shareholder voting outcome on the non-binding advisory votes on remuneration at the last Annual General Meetings are indicated in the graph below:

Shareholder remuneration voting % votes in favour



Shareholder engagement

The voice of shareholders is very important to Grindrod. In that regard, Grindrod invited shareholders through a SENS announcement on 25 May 2023 to share their concerns. While no shareholders responded to the invitation, the Group proactively engaged to understand the concerns that led to the unfavourable votes.

Addressing shareholder feedback

In response to the low votes on the non-binding advisory votes, Grindrod appointed an independent remuneration expert to perform a comprehensive review of Grindrod's Remuneration Policy. The scope of the work included a detailed review of the current policy and implementation thereof, including disclosure levels in line with best practice and peer group benchmarks and most importantly address shareholder feedback.

A summary of the specific matters raised and the Remuneration committee's response is set out below:

MATTER RAISED	GRINDROD RESPONSE
1 Lack of disclosure of performance metrics, weighting (including the split of financial and non-financial metrics) and minimum and maximum pay thresholds	Short-term incentive plan (STIP) and long-term incentive plan (LTIP) performance metrics and the respective weightings are henceforth comprehensively disclosed. Refer to page 84. The revised policy now clearly articulates the minimum and maximum pay thresholds and the STIP and LTIP matrices outline achievement levels required for awards.
2 Insufficient disclosure of performance achievements against targets	STIP actual achievement against targets is now disclosed prospectively. Target measures for LTIP awards are now disclosed prospectively. Refer to page 86.
3 Retention awards and contingent bonus payments	The retention awards and contingent bonus payments made in the prior year were non-recurring in nature and related to the disposal of Grindrod Bank, and will not be repeated. No retention awards or transaction-linked bonuses were paid to executive directors in 2023. Where transactions form part of strategy these will be incorporated into an individual's performance scorecard. STIP awards have historically always been linked to performance criteria and will continue accordingly. Further, LTIP vesting is now fully linked to performance matrices which are disclosed prospectively.

REMUNERATION REPORT continued

2023 focus areas

The Remuneration committee focused on reviewing the remuneration policy and the disclosure of the implementation thereof in line with best practice and addressing shareholder concerns.

The main areas of focus and review for 2023 are indicated below, including a summary of the work undertaken:

2023 FOCUS AREA	SUMMARY
Target pay mix	Target pay mix for executive directors has been revised to align with market practice.
STIP performance	The weightings between the Group and individual performance have been revised and clearly defined and split between financial and non-financial metrics.
LTIP performance	A prospective LTIP vesting matrix has been designed and will replace the previous retrospective three-year average individual performance metric.
LTIP scheme rules	Certain amendments in respect of the FSP scheme rules are being presented to the shareholders for approval at the AGM. This is necessitated by the requirements of the revised policy amendments.
Disclosure	Detailed disclosure has been provided across all the remuneration components in the 2023 report.

The committee believes that the focus for the coming year will be the refinement of the policy framework in order to further enhance the achievement of strategic objectives that promotes fair, responsible and transparent remuneration.

In that regard, our focus in the coming year will be:

- Compliance with 2023 Companies Amendment Bill as and when it becomes effective.
- Enhancing the Group's remuneration policy and implementation.
- Ensuring the pay for performance culture is articulated and implemented throughout the Group.
- Definition of an appropriate peer group for benchmarking purposes.
- Conducting internal pay ratio and pay equity comparisons and implementing corrective actions.

Factors affecting remuneration

Despite commodity headwinds and logistics constraints, particularly in South Africa, the Group delivered a strong set of results in line with its customer-focused strategy, a testament to the resilience and agility of our people.

In line with our commitment to integrate ESG into the core of our business, ESG performance measures have been embedded into both LTIP and STIP performance metrics.

Remuneration committee advisors

The committee appointed an independent external remuneration consultant to advise on the review of the Group's remuneration policy and implementation disclosure. The committee is satisfied that the advisor's input was independent and objective.

Remuneration committee objectives

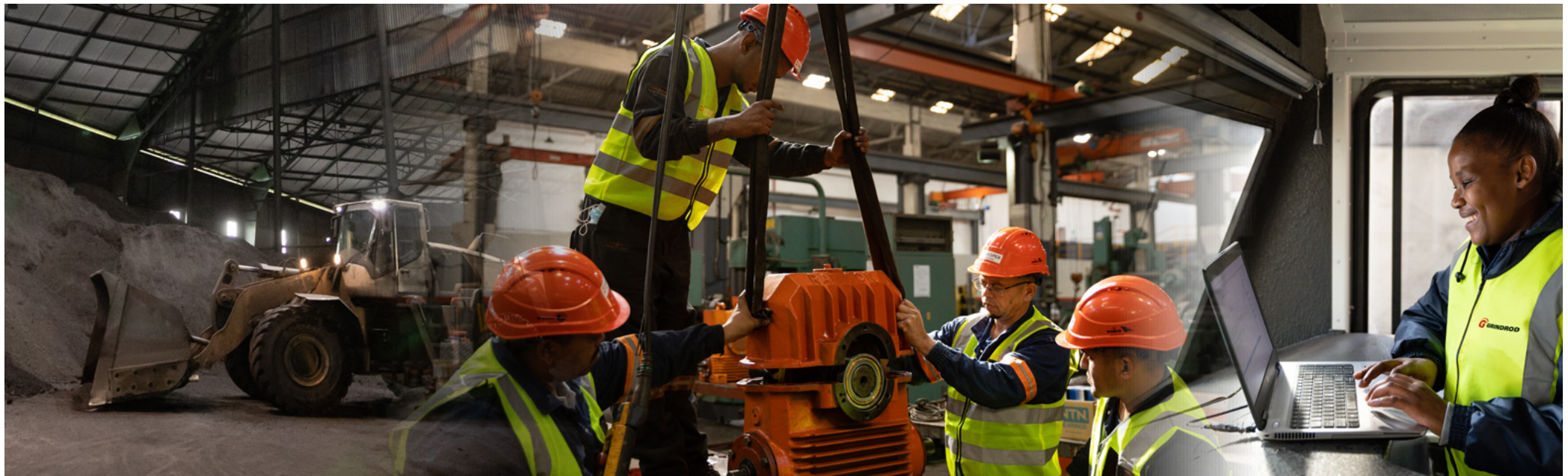
The committee has acknowledged that there were certain shortcomings in both the configuration of the remuneration policy as well as in the level of disclosure on the implementation thereof. Accordingly, the committee has reviewed the Group's policy with the intention to develop a holistic policy framework that promotes the Group's high standard of aligning to industry best practice and aligning remuneration and creating sustainable value for shareholders.

I thank my fellow committee members for their work on the review of the Group's remuneration policy and trust that the enhancements made in the current year will be met with shareholder support.



Ben Magara
Chair

04 April 2024



REMUNERATION REPORT continued

REMUNERATION POLICY

Remuneration principles

The Grindrod Policy has been designed around the following principles:

PRINCIPLES	INTENT
Non-discriminatory	Compensation policy and practices adhere to fair practices and only distinguish on valid grounds.
Pay Equity	Pay Equity refers to similar pay for similar work responsibilities or duties.
Transparency	Compensation management is implemented with appropriate levels of visibility, good faith and confidentiality where required.
Affordability	The compensation costs must take into account the group/team performance, competitiveness, wage inflation, profitability and cash flow constraints.

Strategic alignment

Remuneration policies are designed to attract, motivate, reward and retain talented individuals to enable the achievement of strategic objectives and optimise returns for shareholders and all other stakeholders.

The Grindrod remuneration philosophy rewards both individual and group/team performance. To ensure fairness and accountability, both Group and individual performance is measured against set objective structures. The process is aligned in support of organisational sustainability, a high-performance culture and the retention of scarce and specialised skills.

Remuneration governance

The Remuneration committee is mandated to assist the Board to compensate employees fairly and responsibly for specific roles. The policies provide a basis for the structured grading of jobs and formulation of role descriptions, with regular evaluations supporting fair reward for employees also based on their skills and performance.

Policy frameworks adhere to legislation and sound governance criteria and are aligned with the business strategy and objectives.

The remuneration of executive management is monitored in terms of the overall remuneration across the Group. Monitoring criteria include levels and benchmark trends in salary, collective bargaining outcomes and bonus participation.

Human resource business partners and management regularly engage with recognised trade unions and bargaining councils to ensure all objectives are addressed over time.

Pay ratios and gaps

Grindrod strives to ensure that there is no unfair discrimination in pay, that pay equity is achieved and that the company is transparent in its approach to pay. Therefore, pay ratios and pay gaps will be some of the main focus areas for 2024. The Group reviews any pay ratios as well as disparity in race and gender to enable the Group to take corrective action where appropriate.

Sign-on, retention and restraint payments

Sign-on, retention and restraint of trade payments are not part of normal remuneration unless the committee determines otherwise in specific cases.

There may be occasions where compensation needs to be offered to potential executive directors, as part of the recruitment process, in lieu of forfeiture of potential variable pay from their previous employer. In such circumstances, the committee ensures that these awards are aligned with market practice, fully disclose any such awards made to executive directors and endeavour to ensure appropriate performance metrics and restraints are in place if such awards are made.





REMUNERATION REPORT continued

REMUNERATION POLICY continued

Remuneration components

TOTAL GUARANTEED PAY	Total guaranteed pay (TGP) comprises basic salary and compulsory benefits and is inclusive of 13th cheque. Compulsory benefits include relevant pension/provident funds and elective medical aid membership.
STIP	The Grindrod STIP is applicable to all TASK Grade 14 and above Grindrod employees. It is designed to promote performance and deliver consequent annual cash rewards for the achievement of specific financial and non-financial targets. Non-financial targets include ESG metrics as appropriate for relevant roles.
LTIP	The Grindrod LTIP is a combination of both equity and cash-settled options. Participation is limited to those roles which directly influence the Company's attainment of strategic objectives.
ALLOWANCES	Shift allowances are paid in line with the BCEA and prevailing agreements. Other reimbursable allowances such as use of private vehicles for business purposes are governed by relevant policies.
JOB EVALUATION	In order to ensure fairness and equity in establishing the relative value of a position for determining compensation, a job evaluation system has been implemented and consistently applied across all jobs. Posts shall be evaluated according to the TASK® Evaluation System. The job description will be the reference point in conducting the evaluation. This is supplemented by inputs from the responsible manager and, where necessary, the job incumbent.
PERFORMANCE MANAGEMENT	A scorecarding approach is used for relevant management roles to ensure that individuals are provided with a clear line of sight to the metrics, goals and achievement standards which are relevant for them to execute their responsibilities effectively.

Payments for termination of office

The payments applicable to employees based on different forms of termination are indicated in the table below:

TERMINATION REASON	STATUTORY	STIP	LTIP
Resignation/dismissal	Notice pay/leave	Forfeiture	Forfeiture of award
Death in service	Notice pay/leave	Prorated to termination date and subject to approval	<p>Forfeitable share plan</p> <p>A prorated allocation based on completed number of months of service from award date to termination date</p> <p>Share price linked option plan</p> <p>Accelerated vesting of unvested awards</p>
Retirement	Notice pay/leave	Paid subject to Audit and Remuneration committee approval	Prorated allocation based on completed number of months of service from award date to retirement date

Executives

Executives and key managers receive remuneration comprising TGP and a variable portion that incorporates short- and long-term incentives linked to performance and sustainability targets. This structure seeks to align the interests of individuals to that of the shareholders.

Executive remuneration is reviewed and approved annually by the Remuneration committee against each individual's level of experience, responsibilities and performance, the scarcity of knowledge and skills and the premium placed on such a resource in the market. Current remuneration levels are benchmarked at the median of the relevant global grades and/or comparator group, which include listed JSE companies.

Executives' guaranteed remuneration considers the complexity of the role of each executive, their level of experience and their contribution to the Group's overall performance. Increases in guaranteed remuneration are awarded based on performance and amended responsibilities.

Participation in the Group's variable pay schemes (STIP and LTIP) is dependent on role and ability to influence the Group's strategic objectives and drive overall Group financial and non-financial outcomes.

Employment contracts of executive directors contain a six-month notice period to ensure continuity and promote the overall sustainability of Grindrod.

Non-executive directors

Non-executive director fees are reviewed annually by the Remuneration committee. Reviews are undertaken in consultation with independent and objective remuneration specialists or, when considered appropriate, benchmarked externally based on independent and reputable remuneration research reports.

The proposed fees, aligned with the remuneration levels of comparable listed companies, target a median positioning.

After review by the committee, non-executive director fees are referred to the Board for shareholder approval at the Annual General Meeting. Non-executive directors are excluded from participation in the short- and long-term incentive schemes.

Executive target pay-mix

In previous years, STIP and LTIP awards were capped at 100%, however the revised policy will incentivise and reward outperformance in the future.

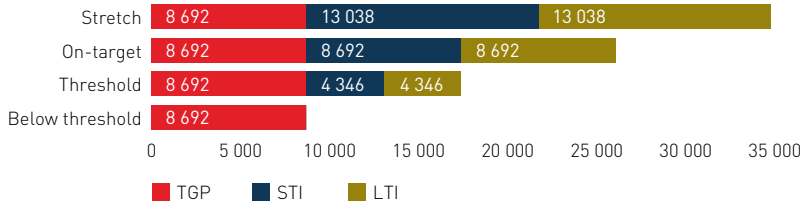
The policy for executive directors (CEO and CFO) for 2024 is based on a target of 100% STIP and 100% LTIP which the Remuneration committee believes is market aligned. There is potential for outperformance of up to a multiple of 1.5 times target on both STIP and LTIP. Maximum LTIP represents the maximum number of shares that will vest at award price and does not factor in any potential share price appreciation.

REMUNERATION REPORT continued

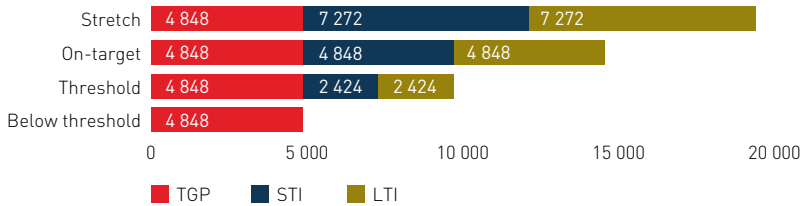
REMUNERATION POLICY continued

The pay mix and possible pay outcome for the 2024 financial year are set out below for the CEO and CFO

CEO pay mix (R'000)



CFO pay mix (R'000)



Malus and Clawback

The Remuneration committee proposes the implementation of a malus and clawback policy for all variable pay awards made to executive directors from 1 January 2025.

Malus would be applicable to variable pay incentives, which have not vested or have not been paid. The committee and Board, in its sole discretion would have the right, when a trigger event occurs, to reduce or cancel a variable award in full or in part.

Clawback would be applicable to variable pay incentives which have already been settled/vested. The Remuneration committee and Board, in its sole discretion would have the right, when a trigger event occurs, to recoup an incentive remuneration amount in full or in part. Clawback would be applicable for a period of three years after payment or vesting of an award.

A trigger event includes, but is not limited to:

- Material financial misstatements.
- Inaccurate and/or misleading information which is used to measure performance metrics.
- Events or behaviour of an individual which leads to the censure of the Group by a regulatory authority or has a significant detrimental impact on the reputation of the Group.

- Actions or events, in the reasonable opinion of the Board, amounting to serious misconduct, including breaching the Group's code of conduct, ethics, or risk policies.

Through the approval of the Remuneration policy by shareholders at the upcoming AGM, the Remuneration committee will be mandated to implement the proposed Malus and Clawback policy for executive directors.

Minimum shareholding requirement

As part of good practice, Minimum Shareholding Requirements (MSR) are proposed for implementation. The purpose of MSR is to align executive directors' interests with those of shareholders by ensuring that executives build and maintain a meaningful shareholding over the long term. Through the approval of the Remuneration policy at the upcoming AGM, the Remuneration committee will be mandated by shareholders to implement the proposed MSR for executive directors with effect from 1 January 2025.

The following target MSR will be applicable:

- CEO – 200% of TGP.
- CFO – 150% of TGP.

Until the shareholding requirement is met, executive directors must retain 50% of the vested FSP awards. Progress towards compliance will be disclosed annually in the remuneration report.



REMUNERATION REPORT continued

REMUNERATION POLICY continued

Short-term incentive plan

In response to feedback from shareholders, the short-term incentive plan (STIP) has been prospectively revised into Group and individual performance criteria. The split for executive directors is as follows:

	GROUP PERFORMANCE	INDIVIDUAL PERFORMANCE
CEO	75%	25%
CFO	75%	25%

Each performance metric is weighted and has threshold, on-target and stretch considerations. For each performance criteria there is a corresponding bonus multiplier. A balanced scorecard will be used to determine the STIP.

Group STIP 2024 scorecard

The Group component of the STIP will be determined by performance against the following scorecard measuring Group performance against both financial and non-financial metrics. The target for financial metrics is extracted from the Board-approved business plan.

Metrics/KPIs	Unit of measure	Below Threshold	Threshold	Target	Stretch	Weighting
Multiplier		0	0.5	1	1.5	
Financial						80%
Core headline earnings	Core operations includes Port and Terminals, Logistics and Group and is inclusive of joint ventures R million	<85%	85%	100%	112%	30%
Core EBITDA	Earnings before interest, tax, depreciation, and amortisation inclusive of joint ventures R million	<80%	80%	100%	109%	25%
Core ROE	Return on equity %	<14	14	16	18	25%
ESG						20%
LTIFR	Lost Time Injury frequency rate rate	>0.6	0.6	0.5	0.4	10%
B-BBEE level	Broad-Based Black Economic Empowerment level	>level 5	level 5	level 4	level 3	10%

Individual STIP 2024 scorecard

The Remuneration committee approves the individual performance scorecard for each executive director at the start of the financial year. There are a combination of quantitative and qualitative objectives for each metric which are assessed on a scale of 1 to 5 for each metric.

CEO

Metrics/KPIs	Unit of measure	Below Threshold	Threshold	Target	Stretch	Weighting
Multiplier		0	0.5	1	1.5	
Financial						25%
Exit non-core assets	Execute exit at best possible proceeds	1	2	3	5	25%
Strategic						75%
Execute strategic capital projects	Project approval	1	2	3	5	25%
Sub-concession extensions	Agreements in place	1	2	3	5	25%
Execute business strategy	Commodity and regional diversification	1	2	3	5	25%
Total						100%



REMUNERATION REPORT continued

REMUNERATION POLICY continued

CFO

Metrics/KPIs	Unit of measure	Below Threshold	Threshold	Target	Stretch	Weighting
Multiplier		0	0.5	1	1.5	
Financial						25%
Effective working capital management	%	1	2	3	5	10%
Achieve strong cash conversion of earnings	Ratio	1	2	3	5	15%
Strategic						75%
Funding for growth projects including rail	Based on growth project requirements	1	2	3	5	25%
Reposition rail for growth opportunities	Rail reorganisation	1	2	3	5	20%
Maintain optimal capital structure	Appropriate level of business capitalisation, comply with debt covenants	1	2	3	5	20%
Cost containment	Drive cost savings across the Group	1	2	3	5	10%
Total						100%

The achievement of targets is reviewed by the Remuneration committee and recommended to the Board, before any incentive payments are made.

Long-term incentive plan

Grindrod previously operated a share-price linked option cash-settled plan as well as a forfeitable share plan (FSP). The Remuneration committee considered market leading practice in respect of LTIP awards and concluded that "full value" share schemes which are 100% linked to Group LTIP performance targets were the most appropriate means of rewarding performance whilst avoiding the retention risks of "underwater" options.

Forfeitable share plan

The FSP scheme will be the primary LTIP vehicle for executive directors. The FSP performance targets will be disclosed prospectively, i.e. ahead of performance. To accommodate the pay mix, a revised set of rules is being tabled to shareholders for support at the forthcoming AGM to be held on 23 May 2024 (refer AGM Notice page 98).

Salient changes include:

- Increasing the overall scheme limit from six million shares to 35 million shares to be utilised over a period of ten years, representing 5% of issued shares.
- Increasing the individual participant limit from one million shares to seven million shares.

The increase in limits enables sustainability of the scheme for a minimum of ten years before shareholder's approval is sought again. The 10-year burn rate of shares would represent 0.5% of issued shares per annum assuming awards are allocated on a straight-line basis over the 10-year period.

Share-price linked option plan

The share-price linked option scheme will be the primary vehicle for rewarding key management. The Remuneration committee has revised the scheme rules to allow for "nil cost" option awards with appropriate reduction in the award multiple to compensate for the "full value" nature of "nil cost" options. This scheme conveys the same intrinsic value to the participants as if they were participating in the FSP scheme.

Whilst "nil cost" options will not be granted to executive directors, going forward, the committee has approved the award of these options in the 2024 transition year only in order to reward executive directors in line with revised target pay mix.

2024 Group LTIP

The full vesting of FSP awards made to participating executives in 2024 is subject to performance criteria.

The vesting profile of shares awarded in 2024 will be over five years ensuring an effective two-year holding period.

TRANCHE	% OF SHARES SETTLED	VESTING CONDITIONS	VESTING DATE
March 2024 – Tranche 1	33%	2024 Matrix outcome measured at 2026 year end	March 2027
March 2024 – Tranche 2	33%	Tenure only since performance measured at the end of 2026	March 2028
March 2024 – Tranche 3	34%	Tenure only since performance measured at the end of 2026	March 2029

The initial award will be granted in terms of the target pay ratio. However, the final number of shares vesting will be determined using the Group LTIP scorecard. The vesting will be subject to a multiplier ranging from a minimum of 0 times for a below threshold achievement, resulting in none of the initial shares awarded vesting, to a maximum of 1.5 times, for a stretch achievement, resulting in 50% more shares vesting than initially awarded. Shares will vest according to the vesting schedule outlined above.

Group LTIP scorecard

Metrics/KPIs	Unit of measure	Minimum multiplier = 0	Threshold multiplier = 0.5	Target multiplier = 1.0	Maximum multiplier = 1.5	Weight
Multiplier		0	0.5	1	1.5	
Financial						75%
HEPS growth	%	<CPI	CPI	CPI + 3%	CPI + 5%	25%
ROIC	%	<WACC	WACC	WACC + 1%	WACC + 2%	30%
TSR*	%	<J201 Avg	J201 Avg	J201 Avg + 1%	J201 Avg + 2%	20%
ESG						25%
Black female	% of management	<26	26	30	33	15%
Emissions intensity (tCO ₂ e)	Tonnes of carbon dioxide equivalent (tCO ₂ e)	>6.36	6.36	5.80	5.60	10%
Total						100%

* Total Shareholder Return.

REMUNERATION REPORT continued

IMPLEMENTATION REPORT

Benchmarking

The fees for non-executive directors were benchmarked during the period. The reference group is a group comparable to Grindrod in terms of market sector competitors. The executive remuneration was again benchmarked by using an appropriate reference group of peers in the market. The benchmarking exercise was conducted by an independent consultant, Willis Towers Watson.

Guaranteed pay increases

The overall annual salary review increase pool granted by the Remuneration committee to staff other than those belonging to recognised trade unions and collective bargaining groups for the past two years has been as follows:

	2023	2022
Management and non-unionised staff	6%	6%

Grindrod has wage agreements (multi-year in certain cases) with a number of recognised local and non-South African trade unions. These are negotiated and in many instances exceed the average increase granted to the rest of staff.

Executive director increases

Increases for executive directors are effective on 1 March 2024 and the following increases were granted to each executive director during 2023:

Executive	Role	TGP 2023 R'000	TGP 2022 R'000	y/y %
XF Mbambo	CEO	8 200	6 149	33
FB Ally	CFO	4 531	4 277	6

XF Mbambo was appointed as CEO effective 01 January 2023.



CEO – 2023 remuneration outcomes

Description	Single Figure		
	2023 R'000	2022 R'000	% increase ²
XF Mbambo			
Basic	6 507	5 134	
Retirement medical and other benefits	1 693	1 015	
TGP	8 200	6 149	33
STIP	7 872	6 017	
Sub-total	16 072	12 166	32
LTIP vested			
FSP	913 ¹	797 ³	
Share price linked options	10 186 ¹	4 141 ⁴	
Dividends	385	626	
Total single figure remuneration	27 556	17 730	

- 1 For the current year this relates to LTIP awards that will vest in 2024 and is based on the 31 December 2023 closing share price of R11.46.
- 2 Appointed as CEO on 1 January 2023.
- 3 Based on 31 December 2022 closing share price of R10.00. Refer to page 89 for actual vesting price.
- 4 Based on 31 December 2022 closing share price of R10.00. Refer to page 92 for actual payment made.

STI performance scorecard outcome

The metrics, weightings and resultant outcome the 2023 performance year are indicated in the table below:

XF Mbambo	Target weighting	Performance against target
Headline earnings – Group	10	10
Headline earnings – Freight	30	30
ROIC – Group	5	5
ROE – Freight	15	15
Operational excellence	10	9
Strategy execution	10	10
Strategic relationships	10	10
Sustainability, safety, transformation and employee engagement	10	8
Total	100	97

REMUNERATION REPORT continued

IMPLEMENTATION REPORT continued

CFO – 2023 remuneration outcomes

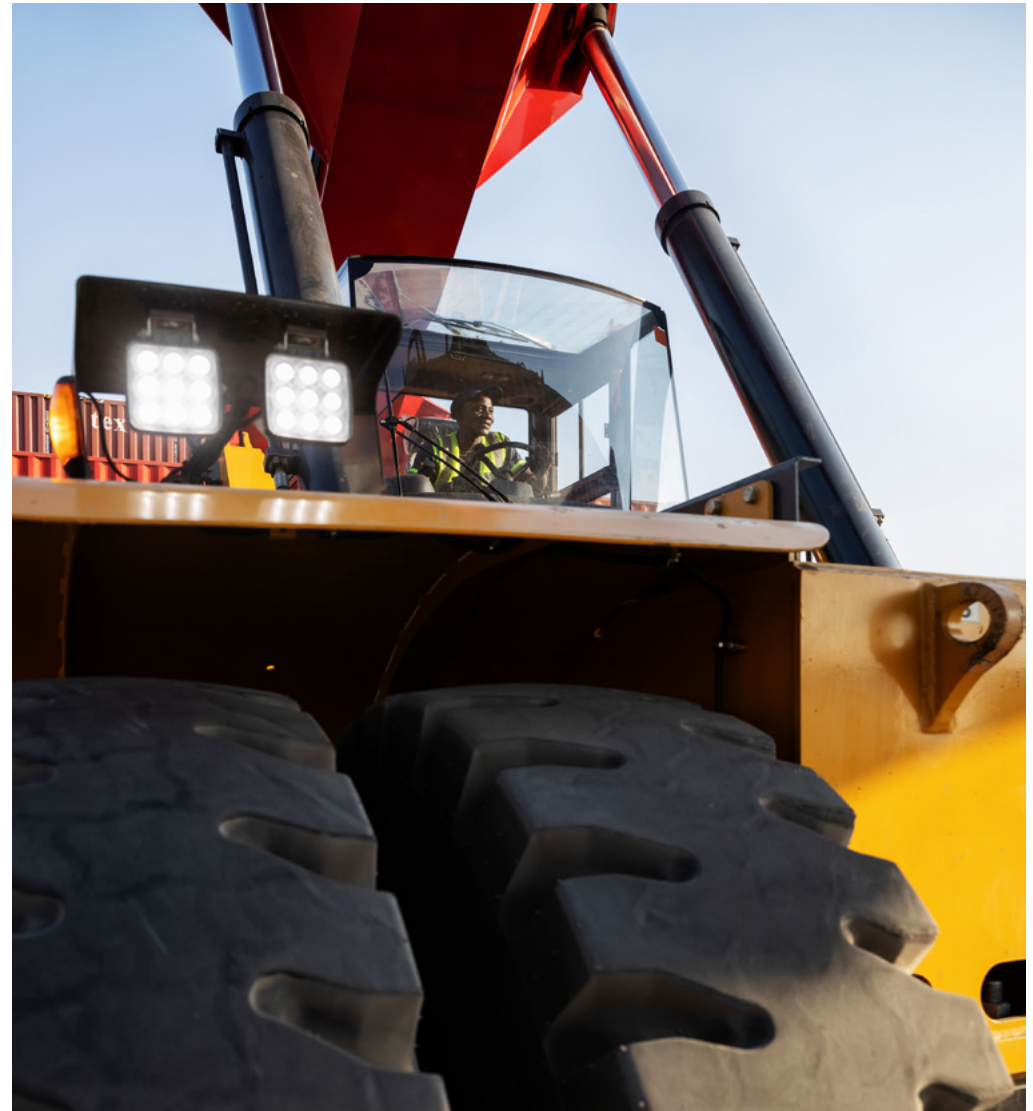
Description	Single Figure		
	2023 R'000	2022 R'000	% increase
FB Ally			
Basic	3 285	3 097	
Retirement medical and other benefits	1 246	1 180	
TGP	4 531	4 277	6
STIP	4 116	3 236	
Sub-total	8 647	7 513	15
LTIP vested			
FSP ¹	-	-	
Share price linked options	2 468 ¹	-	
Dividends	169	280	
Total single figure remuneration	11 284	7 793	

1 For the current year this relates to LTIP awards that will vest in 2024 and is based on the 31 December 2023 closing share price of R11.46.

STI performance scorecard outcome

The metrics, weightings and resultant outcome the 2023 performance year are indicated in the table below:

FB Ally	Target weighting	Performance against target
Headline earnings – Group	10	10
Headline earnings – Freight	30	30
ROIC – Group	5	5
ROE – Freight	15	15
B-BBEE structure	15	12
Auditor rotation process	5	5
IT strategy	10	5
Back office support optimisation	10	8
Total	100	90



REMUNERATION REPORT continued

IMPLEMENTATION REPORT continued

Table of invested share awards

The details of awards granted to XF Mbambo, CEO as at 31 December 2023 are as follows:

XF Mbambo, CEO		Shares/ Options/ Shares at 1 January 2023	Granted during the year	Vested during the year	Shares/ Options/ Shares at 31 December 2023	Strike price R	Vesting price R	Year end price R	Value of vested awards R	Value of unvested awards R
Award date – Tranche	Vesting dates									
March 2018 – Tranche 3	February 2023	95 944	–	(95 944)	–	7.40	10.03	11.46	252 333	–
March 2019 – Tranche 2	March 2023	331 333	–	(331 333)	–	8.13	10.31	11.46	722 306	–
March 2019 – Tranche 3	March 2024	331 334	–	–	331 334	8.13		11.46	–	1 103 342
March 2020 – Tranche 1	August 2023	516 900	–	(516 900)	–	3.67	10.08	11.46	3 313 329	–
March 2020 – Tranche 2	August 2024	516 900	–	–	516 900	3.67		11.46	–	4 026 651
March 2020 – Tranche 3	August 2025	516 900	–	–	516 900	3.67		11.46	–	4 026 651
March 2021 – Tranche 1	March 2024	795 000	–	–	795 000	5.10		11.46	–	5 056 200
March 2021 – Tranche 2	March 2025	795 000	–	–	795 000	5.10		11.46	–	5 056 200
March 2021 – Tranche 3	March 2026	795 000	–	–	795 000	5.10		11.46	–	5 056 200
March 2022 – Tranche 1	March 2025	497 334	–	–	497 334	5.73		11.46	–	2 849 724
March 2022 – Tranche 2	March 2026	497 333	–	–	497 333	5.73		11.46	–	2 849 718
March 2022 – Tranche 3	March 2027	497 333	–	–	497 333	5.73		11.46	–	2 849 718
March 2023 – Tranche 1	February 2026	–	539 333	–	539 333	10.01		11.46	–	782 033
March 2023 – Tranche 2	February 2027	–	539 333	–	539 333	10.01		11.46	–	782 033
March 2023 – Tranche 3	February 2028	–	539 334	–	539 334	10.01		11.46	–	782 034
Options		6 186 311	1 618 000	(944 177)	6 860 134				4 287 968	35 220 504
March 2020 – Tranche 1	March 2023	79 667	–	(79 667)	–		10.37	11.46	826 147	–
March 2020 – Tranche 2	March 2024	79 667	–	–	79 667			11.46	–	912 984
March 2020 – Tranche 3	March 2025	79 666	–	–	79 666			11.46	–	912 972
March 2022 – Tranche 1	March 2025	133 334	–	–	133 334			11.46	–	1 528 008
March 2022 – Tranche 2	March 2026	133 333	–	–	133 333			11.46	–	1 527 996
March 2022 – Tranche 3	March 2027	133 333	–	–	133 333			11.46	–	1 527 996
March 2023 – Tranche 1	March 2026	–	40 000	–	40 000			11.46	–	458 400
March 2023 – Tranche 2	March 2027	–	40 000	–	40 000			11.46	–	458 400
March 2023 – Tranche 3	March 2028	–	40 000	–	40 000			11.46	–	458 400
FSP shares		639 000	120 000	(79 667)	679 333				826 147	7 785 156

REMUNERATION REPORT continued

IMPLEMENTATION REPORT continued

Table of invested share awards

The details of awards granted to FB Ally, CFO as at 31 December 2023 are as follows:

FB Ally, CFO		Shares/ Options/ Shares at 1 January 2023	Granted during the year	Vested during the year	Shares/ Options/ Shares at 31 December 2023	Strike price R	Vesting price R	Year end price R	Value of vested awards R	Value of unvested awards R
Award date – Tranche	Vesting dates									
March 2021 – Tranche 1	March 2024	388 000	–	–	388 000	5.10		11.46	–	2 467 680
March 2021 – Tranche 2	March 2025	388 000	–	–	388 000	5.10		11.46	–	2 467 680
March 2021 – Tranche 3	March 2026	388 000	–	–	388 000	5.10		11.46	–	2 467 680
March 2022 – Tranche 1	March 2025	371 666	–	–	371 666	5.73		11.46	–	2 129 646
March 2022 – Tranche 2	March 2026	371 667	–	–	371 667	5.73		11.46	–	2 129 652
March 2022 – Tranche 3	March 2027	371 667	–	–	371 667	5.73		11.46	–	2 129 652
March 2023 – Tranche 1	February 2026	–	69 666	–	69 666	10.01		11.46	–	101 016
March 2023 – Tranche 2	February 2027	–	69 667	–	69 667	10.01		11.46	–	101 017
March 2023 – Tranche 3	February 2028	–	69 667	–	69 667	10.01		11.46	–	101 017
Options		2 279 000	209 000	–	2 488 000				–	14 095 040
March 2022 – Tranche 1	March 2025	100 000	–	–	100 000			11.46	–	1 146 000
March 2022 – Tranche 2	March 2026	100 000	–	–	100 000			11.46	–	1 146 000
March 2022 – Tranche 3	March 2027	100 000	–	–	100 000			11.46	–	1 146 000
FSP shares		300 000	–	–	300 000				–	3 438 000



REMUNERATION REPORT continued

IMPLEMENTATION REPORT continued

Emoluments paid to directors and prescribed officers

The table below provides an analysis of the emoluments paid to executive and non-executive directors and prescribed officers of Grindrod in relation to the 2023 and 2022 financial years:

	Directors/ Board fees R'000	Committee fees R'000	Basic remuneration R'000	Retirement, medical and other benefits R'000	Total package R'000	Bonus R'000	2023 % increase from 2022 excluding bonus	
2023								
Executive directors								
XF Mbambo ¹	-	-	6 507	1 693	8 200	7 872	16 072	33
FB Ally	-	-	3 285	1 246	4 531	4 116	8 647	6
Sub-total	-	-	9 792	2 939	12 731	11 988	24 719	
Non-executive directors								
CA Carolus	1 214	615	-	-	1 829	-	1 829	
GG Gelink ²	180	127	-	-	307	-	307	
NL Sowazi	889	470	-	-	1 359	-	1 359	
WJ Grindrod	444	419	-	-	863	-	863	
B Magara	444	377	-	-	821	-	821	
ZP Zatu Moloi	444	361	-	-	805	-	805	
D Malik	444	381	-	-	825	-	825	
Sub-total	4 059	2 750	-	-	6 809	-	6 809	
Total emoluments	4 059	2 750	9 792	2 939	19 540	11 988	31 528	

1 Appointed as CEO effective 1 January 2023.

2 GG Gelink resigned from the Board effective 25 May 2023.



	Directors/ Board fees R'000	Committee fees R'000	Basic remuneration R'000	Retirement, medical and other benefits R'000	Total package R'000	Bonus R'000	2022 total R'000	% increase, excluding bonus
2022*								
Executive directors								
DA Polkinghorne ^{1,8}	-	-	4 341	1 001	5 342	6 616	11 958	-
AG Waller ^{2,9}	-	-	6 876	1 625	8 501	17 270	25 771	5.3
XF Mbambo ³	-	-	5 134	1 015	6 149	6 017	12 166	5.5
FB Ally	-	-	3 097	1 180	4 277	3 236	7 513	5.0
Sub-total	-	-	19 448	4 821	24 269	33 139	57 408	
Non-executive directors								
CA Carolus ⁵	794	299	-	-	1 093	-	1 093	
MJ Hankinson ⁴	465	225	-	-	690	-	690	
GG Gelink	420	296	-	-	716	-	716	
NL Sowazi	840	337	-	-	1 177	-	1 177	
PJ Uys ⁶	348	463	-	-	812	-	812	
WJ Grindrod	420	285	-	-	705	-	705	
WO van Wyk ⁷	-	13	-	-	13	-	13	
B Magara	420	124	-	-	544	-	544	
ZP Zatu Moloi	420	260	-	-	680	-	680	
D Malik	420	180	-	-	600	-	600	
Sub-total	4 547	2 482	-	-	7 030	-	7 030	
Total emoluments	4 547	2 482	19 448	4 821	31 299	33 139	64 438	

* No remuneration or benefits were received or receivable from subsidiaries and fellow subsidiaries, associates, joint ventures or entities that provide management or advisory services to the Company.

1 DA Polkinghorne emoluments have been calculated until 1 November 2022 due to the disposal of Grindrod Bank. Consequently, the salary increase was not calculated as this is distorted relative to a full 12 months of emoluments.

2 AG Waller retired with effect from 31 December 2022.

3 XF Mbambo was appointed CEO effective 1 January 2023.

4 MJ Hankinson retired as non-executive director and Chair of the Board with effect from 3 June 2022.

5 CA Carolus was appointed as Chair of the Board with effect from 3 June 2022.

6 PJ Uys resigned effective 17 October 2022. All fees earned in 2022 were ceded to Remgro.

7 WO van Wyk resigned effective 17 October 2022. All fees earned in 2022 were ceded to Remgro.

8 Includes R6.5 million relating to a retention bonus.

9 Includes R11.6 million special incentive bonus payment.

REMUNERATION REPORT continued

IMPLEMENTATION REPORT continued

Directors' interests in Grindrod

At 31 December 2023, the directors held interests in Grindrod as follows:

	2023		2022	
	Beneficial direct	Non-beneficial and indirect	Beneficial direct	Non-beneficial and indirect
WJ Grindrod*	-	76 931 244	-	76 931 244
XF Mbambo	42 667	-	-	-
AG Waller	-	-	1 388 991	-
	42 667	76 931 244	1 388 991	76 931 244

* Pursuant to Mr Grindrod's status as an associate of Grindrod Investments Proprietary Limited, his shareholding reported above includes the following:

- 21 610 shares held by immediate family; and
- 76 909 634 shares (11.02% of Grindrod's issued ordinary share capital) held by Grindrod Investments Proprietary Limited, where Mr Grindrod has been determined to be an associate. Grindrod Investments Proprietary Limited is an anchor shareholder of Grindrod which acquired the 11.02% shareholding on 29 October 1990.

Post year-end, the beneficial direct shareholding of XF Mbambo increased by 79 667 due to vesting in terms of the FSP.

Grindrod Limited share-price-linked option scheme

The summary of options granted to executives and senior management, still to vest as at 31 December 2023, is as follows:

Date option granted	2018	2019	2020	2021	2022	2023	Total
Price (R)	7.40	8.13	3.67	5.10	5.73	10.01	
Number of options granted	5 197 287	6 397 000	10 655 100	15 160 000	9 342 000	5 887 000	52 638 387
Vesting on retirement/ transfer	(333 472)	(1 755 462)	(2 249 734)	(1 739 324)	(752 776)	-	(6 830 768)
Vested	(3 148 664)	(2 793 996)	(2 012 400)	-	-	-	(7 955 060)
Sub-total	1 715 151	1 847 542	6 392 966	13 420 676	8 589 224	5 887 000	37 852 559
Forfeiture	(1 707 690)	(746 667)	(1 178 100)	(1 584 000)	(451 000)	(81 000)	(5 748 457)
Forfeiture on retirement	(7 461)	(278 875)	(1 190 066)	(1 803 676)	(2 156 224)	-	(5 436 302)
	-	822 000	4 024 800	10 033 000	5 982 000	5 806 000	26 667 800

As at 31 December 2023 the fair value of these options was R89.8 million.

The Remuneration committee approved the following payments, in terms of the Scheme, to the executive directors as set out below:

	2023 R'000	2022 R'000
Executive directors		
XF Mbambo	3 857	-
DA Polkinghorne	-	4 199
AG Waller	-	15 795
Total	3 857	19 994

Grindrod Limited forfeitable share plan:

The following table summarised the movements in the forfeitable share plan during the year:

Award date	Date option granted	Number of options granted	Price ¹	Number of forfeitable shares vested	Number of forfeitable shares forfeited	Vesting on retirement	Forfeiture on retirement	Total forfeitable shares ³
2 March 2020	2 020	859 000	4.05 ²	(119 667)	(540 000)	-	-	199 333
2 March 2020	2 020	120 000	3.19 ²	(40 000)	-	-	-	80 000
31 August 2020*	2 020	500 000	3.68	-	-	(304 629)	(195 371)	-
1 March 2022	2 022	900 000	5.50	-	-	-	-	900 000
2 March 2023	2023	400 000	10.26	-	-	-	-	400 000
28 August 2023	2023	200 000	10.83	-	-	-	-	200 000
Total		2 979 000		(159 667)	(540 000)	(304 629)	(195 371)	1 779 333

* This award relates to AG Waller. Following approval by the Remuneration committee, AG Waller received his prorated allocation of shares in line with the forfeitable share scheme based on the rules of the schemes that cover retirement. The number of shares vested was 304 629 and 195 371 shares were forfeited. The value of the vested shares based on a 31 December 2022 closing share price of R10.0 was R3.0 million.

1 The price reflects the market price on the date of the awards.

2 The vesting price for the March 2020 awards was R10.37.

3 At 31 December 2023, the fair value of these options based on a closing share price of R11.46 was R20.4 million.

Note: Repurchased shares are held as treasury shares as required by the JSE Listings Requirements.

LIMITED ASSURANCE REPORT ON CERTAIN NON-FINANCIAL INFORMATION

LIMITED ASSURANCE REPORT

Limited assurance report of internal audit on the sustainability performance indicator disclosures as presented in the Grindrod integrated annual report for the year ended 31 December 2023 (the report).

SCOPE OF WORK

We have performed limited assurance practices on selected sustainability indicators presented in the report. The selected sustainability performance indicators are as follows:

- Emissions:
 - » Total direct and indirect GHG Emissions Scope 1 and 2 (CO₂e tonnes)
- SHERQ:
 - » LTIFR
 - » Fatalities
- Consumption:
 - » Petrol (MJ)
 - » Diesel (MJ)
 - » Electricity (MW)

LIMITATION OF AUDIT SCOPE

The limited assurance procedures for the above selected sustainability performance indicators were restricted to the Grindrod Port and Terminals and Logistics divisions only. As such, this assurance report is applicable only to those selected sustainability performance indicators listed above for these named divisions.

INTERNAL AUDIT RESPONSIBILITIES AND APPROACH

Our responsibility is to express our limited assurance conclusion on the above selected sustainability performance indicators for the year ended 31 December 2023 based on the procedures we have performed and evidence we have obtained. We conducted our limited assurance in a manner which requires that we plan and perform our audit to obtain limited assurance about whether the selected sustainability performance indicators are free from material misstatement.

Our audit approach was as follows:

- Interviewed management to obtain an understanding of the internal control environment, risk assessment process and information systems relevant to the sustainability reporting process.
- Inspected documentation to corroborate the statements of management in our interviews.

- Reviewed the processes that Grindrod Group has in place to collate data, validate to source on a sample basis to ensure sustainability data reported is valid, accurate and complete.
- Tested the processes and systems to generate, collate, aggregate, monitor and report the selected key sustainability performance indicators.
- Performed control walkthroughs and inspected supporting documentation on a sample basis and performed analytical procedures to evaluate the data generation and reporting processes against the reporting criteria.

OUR INDEPENDENCE AND QUALITY CONTROL

Internal audit functions independently of all other business operations and has free and unrestricted access to all areas within the Group, including management, personnel, activities, locations and information.

Internal audit activities were carried out in accordance with the approved 2023 Internal Audit Plan and Internal Audit Charter. Internal audit methodology applied follows the principles, guidelines and standard of the Institute of Internal Auditors.

OUR CONCLUSION

Based on the procedures we have performed and evidence we have obtained, nothing has come to our attention that causes us to believe that for the year ended 31 December 2023 the selected sustainability performance indicators set out above, in relation to Grindrod Port and Terminals and Logistics divisions, are not prepared, in all material respects, in accordance with Grindrod's internally developed policies and procedures.

Grindrod Internal Audit

06 March 2024

Promethium Carbon assisted Grindrod in the calculation of Grindrod's carbon footprint and the compilation of other sustainability data. This support included the collation of data from the operational databases, the specification of the calculation methods, the selection of emissions factors, the review of historic data as well as the restatement of historic emissions where required. The greenhouse gas calculations are in accordance with the International Greenhouse Gas Protocol Standard as well as the South African Technical Guidelines for Mandatory Greenhouse Gas Reporting.

Promethium Carbon

05 March 2024



SHAREHOLDERS' INFORMATION

- 95 Share analysis of ordinary shareholders
- 96 Share analysis of cumulative, non-redeemable, non-participating, non-convertible preference shares
- 97 Notice of the Annual General Meeting
- 102 Form of proxy
- 102 Notes to the form of proxy
- 103 Electronic participation in the Annual General Meeting
- 103 Electronic participation application form



Stakeholder inclusivity and sustainable value creation are interdependent and interconnected.

Transparent, pro-active, two-way engagement is the foundation of our mutually-rewarding relationships with key stakeholders.

SHARE ANALYSIS OF ORDINARY SHAREHOLDERS as at 31 December 2023

	Number of shareholdings	Percentage holdings	Number of shares	Percentage of shares
Shareholder spread				
1 to 5 000 shares	34 848	90.92	15 065 732	2.16
5 001 to 10 000 shares	1 298	3.39	9 651 225	1.38
10 001 to 50 000 shares	1 490	3.89	32 055 180	4.59
50 001 to 100 000 shares	250	0.65	17 841 190	2.56
100 001 to 1 000 000 shares	351	0.92	111 561 652	15.98
1 000 001 to 10 000 000 shares	80	0.21	263 787 677	37.79
10 000 001 shares and over	6	0.02	248 068 930	35.54
	38 323	100.00	698 031 586	100.00
Non-public shareholders				
Directors of the Company (includes share options)	2	0.01	64 277	0.01
Treasury stock (including share options)*	1	0.00	30 271 332	4.33
Strategic holdings (more than 10%)	4	0.01	179 385 684	25.70
Public shareholders	38 316	99.98	488 310 293	69.96
	38 323	100.00	698 031 586	100.00
Investor profile				
Banks and Brokers	142	0.37	81 279 268	11.64
Close Corporations	220	0.57	5 745 990	0.82
Endowment Funds	80	0.21	4 308 804	0.62
Individuals	31 587	82.42	71 450 839	10.24
Insurance Companies	104	0.27	13 126 138	1.88
Investment Companies	6	0.02	636 622	0.09
Medical Schemes	17	0.04	2 328 950	0.33
Mutual Funds	241	0.63	195 633 173	28.03
Other Corporations	192	0.50	653 814	0.09
Treasury Stock (including share options)*	1	0.00	30 271 332	4.34
Private Companies	810	2.11	111 890 581	16.03
Public Companies	11	0.03	1 651 143	0.24
Retirement Funds	1 436	3.75	155 472 832	22.27
Sovereign Wealth Funds	2	0.01	2 378 605	0.34
Trusts	3 474	9.07	21 203 495	3.04
	38 323	100.00	698 031 586	100.00

* Includes 1 799 333 share options granted under the Forfeitable Share Plan scheme. Refer to page 86 for further details.

	Number of shareholdings	Percentage holdings	Number of shares	Percentage of shares
Geographical breakdown				
South Africa	37 751	98.51	628 345 368	90.02
United States of America and Canada	55	0.14	32 253 984	4.62
United Kingdom	80	0.21	20 664 084	2.96
Rest of the World	361	0.94	3 309 908	0.47
Rest of Europe	76	0.20	13 458 242	1.93
	38 323	100.00	698 031 586	100.00

	Number of shares	Percentage of shares
Beneficial shareholders holding 5% or more		
Government Employees Pension Fund	117 158 241	16.78
Grindrod Investments Proprietary Limited	76 949 632	11.02
36ONE Asset Management	42 193 339	6.04
	236 301 212	33.84

	Number of shares	Percentage of shares
Top 10 Fund managers		
Public Investment Corporation	105 639 603	15.13
36ONE Asset Management	72 266 486	10.35
Truffle Asset Management	29 992 777	4.30
Coronation Fund Managers	24 410 494	3.50
PSG Asset Management	22 677 478	3.25
Steyn Capital Management	20 145 678	2.89
Sanlam Investment Management	14 678 532	2.10
BlackRock	11 648 751	1.67
All Weather Capital	11 428 343	1.64
Laurium Capital	11 377 592	1.63
Cumulative totals	324 265 734	46.46

SHARE ANALYSIS OF CUMULATIVE, NON-REDEEMABLE, NON-PARTICIPATING, NON-CONVERTIBLE PREFERENCE SHARES

as at 31 December 2023

	Number of shareholdings	Percentage holdings	Number of shares	Percentage of shares
Shareholder spread				
1 to 5 000 shares	1 598	86.43	1 565 160	21.15
5 001 to 10 000 shares	133	7.19	970 629	13.12
10 001 to 50 000 shares	95	5.14	1 915 046	25.87
50 001 to 100 000 shares	17	0.92	1 227 507	16.59
100 001 shares and over	6	0.32	1 721 658	23.27
	1 849	100.00	7 400 000	100.00
Public shareholders	1 849	100.00	7 400 000	100.00
	1 849	100.00	7 400 000	100.00
Investor profile				
Banks and Brokers	6	0.32	493 495	6.67
Close Corporations	17	0.92	230 648	3.12
Endowment Funds	14	0.76	146 591	1.98
Individuals	1 482	80.16	3 004 022	40.59
Insurance Companies	4	0.22	86 712	1.17
Investment Companies	1	0.05	2 425	0.03
Medical Schemes	1	0.05	2 989	0.04
Mutual Funds	25	1.35	1 507 412	20.37
Other Corporations	11	0.59	26 354	0.36
Private Companies	82	4.43	691 466	9.34
Public Companies	1	0.05	178 390	2.41
Retirement Funds	5	0.27	55 964	0.76
Trusts	200	10.83	973 532	13.16
	1 849	100.00	7 400 000	100.00
Geographical breakdown				
South Africa	1 826	98.76	6 935 698	93.73
Rest of the World	12	0.65	14 469	0.20
Rest of Europe	5	0.27	38 895	0.53
United States of America and Canada	1	0.05	1 400	0.02
United Kingdom	5	0.27	409 538	5.53
	1 849	100.00	7 400 000	100.00



NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the 57th Annual General Meeting of Grindrod Limited (Grindrod or the Company) will be held virtually on Thursday, 23 May 2024 at 14:00 for the purpose of considering and if deemed fit, passing with or without modification, according to the requirements of the Companies Act No. 71 of 2008, as amended (the Act), as read with the Listings Requirements of the JSE Limited (JSE) and Grindrod's Memorandum of Incorporation (MOI), the ordinary and special resolutions as set out below.

Grindrod appointed The Meeting Specialist Proprietary Limited (TMS) to remotely host the Annual General Meeting on an interactive electronic platform, in order to facilitate remote participation and voting by shareholders. TMS will also act as scrutineers.

1. PRESENTATION OF ANNUAL FINANCIAL STATEMENTS AND REPORTS

- To present the audited Annual Financial Statements for the financial year ended 31 December 2023, together with the reports of the Audit committee, the directors and the auditors.
- A copy of the full audited Consolidated Financial Statements is available on Grindrod's website at www.grindrod.com.
- To present the report of the Social, Ethics and Sustainability committee, set out on page 78 of the integrated annual report.

2. ORDINARY RESOLUTIONS FOR CONSIDERATION AND ADOPTION

2.1 Ordinary resolution 1: Re-election of non-executive directors retiring by rotation

To vote on the re-election, each by way of a separate resolution, of the following directors who are required to retire by rotation in accordance with article 5.1(7) of the MOI and being eligible, offer themselves for re-election:

- WJ Grindrod
- D Malik

Walter Grindrod and Deepak Malik are required to retire by rotation in terms of article 5.1(7) of the MOI. The Nomination and Governance committee of Grindrod recommended that a performance review of each of the retiring candidates be undertaken by the board of directors of Grindrod (Board), and following this assessment, the Board recommends the re-election of WJ Grindrod and D Malik to shareholders.

Brief CVs of the above directors are provided on page 8 of the integrated annual report.

2.2 Ordinary resolution 2.1, 2.2 and 2.3: Election of members and appointment of chair of the Audit committee

To vote on the election, in terms of section 94 of the Act, each of the following independent non-executive directors, as members of the Company's Audit committee to hold office until the end of the next Annual General Meeting of Grindrod:

- ZP Zatu Moloi (chair)
- D Malik (subject to passing the ordinary resolution number 1.2)
- B Magara

The Board has reviewed the composition of the Audit committee against the requirements of the Companies Act and confirmed that the members have the necessary knowledge, skills and experience to enable the committee to perform its duties. The appointments are made against objective criteria that include skills, knowledge, experience, and independence and with due regard to diversity on the Board, including gender. Brief CVs of the above proposed Audit committee members are provided on page 8 of the integrated annual report.

2.3 Ordinary resolutions 3.1 and 3.2: Appointment of independent auditors and the designated audit partner

Given that Deloitte & Touche, the existing auditor of Grindrod, had as at 1 April 2024 served as the auditor of Grindrod for 20 consecutive years, the Audit committee engaged in a robust and comprehensive screening and bid evaluation process and selected PricewaterhouseCoopers Incorporated (PwC) as the new auditor and N Ndiweni as the audit partner of Grindrod and the Group for the financial year ending 31 December 2024, for recommendation to the shareholders of Grindrod.

To vote, each by way of a separate resolution, on:

- The appointment of PwC as independent auditors of Grindrod and the Group with immediate effect, to hold office until the conclusion of the next Annual General Meeting.
- The appointment of N Ndiweni as designated audit partner with immediate effect, to hold office until the conclusion of the next Annual General Meeting.

The Audit committee nominated PwC to be independent auditors of Grindrod and the Group and N Ndiweni to be designated audit partner and accordingly recommends that PwC and N Ndiweni be appointed as independent auditors and designated audit partner, respectively.

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

That, as an ordinary resolution, and subject to the provisions of the Act and the JSE Listings Requirements, from time to time, that the directors of Grindrod be and are hereby authorised, as a general authority and approval, to allot and issue, for such purposes and on such terms as they may in their discretion determine, ordinary shares in the authorised but unissued share capital of Grindrod up to a maximum of 5% (five percent) of the number of ordinary shares in issue on the date of passing this resolution.

Explanatory note

The reason for proposing ordinary resolution number 4 above is to seek a general authority and approval for the directors to allot and issue ordinary shares in the authorised but unissued share capital of Grindrod, up to 5% (five percent) of the number of ordinary shares of Grindrod in issue at the date of passing this resolution, in order to enable Grindrod to take advantage of business opportunities which might arise in the future. In order for ordinary resolution number 4 above to be approved, it must be supported by more than 50% (fifty percent) of the voting rights exercised.

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

That, as an ordinary resolution, and subject to ordinary resolution number 4 above being passed, the directors of Grindrod be and are hereby authorised, in accordance with the Act and the JSE Listings Requirements, to allot and issue for cash, on such terms and conditions as they may deem fit, all or any of the ordinary shares in the authorised but unissued share capital of Grindrod, which they shall have been authorised to allot and issue in terms of ordinary resolution number 4 above, subject to the following conditions:

- This authority is valid until Grindrod's next Annual General Meeting, provided that it will not extend beyond 15 (fifteen) months from the date that this authority is given.
- The ordinary shares, which are the subject of the issue for cash, must be of a class already in issue, or where this is not the case, must be limited to such securities or rights that are convertible into or represent options in respect of a class already in issue.

NOTICE OF THE ANNUAL GENERAL MEETING *continued*

- Any such issue will be made only to "public shareholders" as defined in the JSE Listings Requirements and not to related parties, however, related parties may participate in a general issue of ordinary shares for cash through a bookbuild process, provided that:
 - related parties only participate with a maximum bid price at which they are prepared to take up shares or at a book close price. In the event of a maximum bid price and the book closes at a higher price, the relevant related party will be "out of the book" and not be allocated shares; and
 - equity securities must be allocated equitably "in the book" through the bookbuild process and the measures to be applied must be disclosed in the SENS announcement launching the bookbuild.
- The number of ordinary shares issued for cash will not in aggregate exceed 5% (five percent) of Grindrod's listed ordinary shares as at the date of the notice of Annual General Meeting, such number being 27 712 301 ordinary shares in Grindrod's issued share capital excluding treasury shares of 670 319 285 ordinary shares.
- Any ordinary shares issued under this authority during the period of its validity must be deducted from the above number of ordinary shares and the authority shall be adjusted accordingly to represent the same allocation ratio in the event of a sub-division or consolidation of equity securities during the same period.
- The maximum discount permitted at which ordinary shares may be issued is 5% (five percent) of the weighted average traded price on the JSE of such ordinary shares measured over the 30 (thirty) business days (thirty-day VWAP) prior to the date that the price of the issue is agreed between Grindrod and the party subscribing for the securities.
- An announcement giving full details, including the number of ordinary shares issued, the average discount to the thirty-day VWAP and the impact on net asset value, net tangible asset value, earnings and (if applicable) diluted earnings and headline earnings per ordinary share, will be published at the time of any issue representing, on a cumulative basis within one financial year, at least 5% (five percent) of the number of ordinary shares in issue prior to such issue.

Explanatory note

The reason for proposing ordinary resolution number 5 is that the directors consider it advantageous to have the authority to issue ordinary shares for cash in order to enable Grindrod to take advantage of any business opportunity which might arise in the future. At present, the directors have no specific intention to use this authority, and the authority will thus only be used if circumstances are appropriate.

In order for ordinary resolution 5 to be approved, it must be supported by more than 75% (seventy-five percent) of the voting rights exercised.

2.6 Ordinary resolution 6: Amendments to the Grindrod Limited Forfeitable Share Plan (FSP)

To vote, by way of a separate resolution, to authorise the Company to effect two proposed amendments to the Grindrod Limited Forfeitable Share Plan as follows:

- (i) Amendment of Rule 5.1.1 by the replacement of the aggregated number of shares that may be allocated as indicated below:

5. FSP LIMITS

5.1 Overall company Limit 14.1(b)

5.1.1 Subject to Rule 5.1.4, the aggregate number of Shares at any one time which may be Allocated under the FSP shall not exceed **635 000 000** (~~six~~ thirty five million) Shares.

- (ii) Amendment of Rule 5.2 by the replacement of the maximum number of Shares Allocated to any Participant as indicated below:

5.2 Individual limit 14.1(c)

Subject to the provisions of Rule 11, the maximum number of Shares Allocated to any Participant under this FSP in respect of all Awards which have not yet Vested shall not exceed **47 000 000** (~~one~~ seven-million) Shares.

The proposed amendments to the FSP have been approved by the JSE and the amended FSP rules are available for inspection online from 05 April 2024 until the date of the AGM, at: <https://www.grindrod.com/investor-proposition/shareholder-documents>.

In order for ordinary resolution 6 to be approved, it must be supported by more than 75% (seventy-five percent) of the voting rights exercised.

Explanatory note

The FSP was approved by shareholders on 30 May 2012. For over a decade since its implementation, the FSP has served as an effective tool to secure retention, to incentivise participants to drive personal and Company performance and to align the interests of participants with those of shareholders.

Following an independent review of Grindrod's Remuneration Policy to bring this in line with best practice and shareholders' interests, it was recommended, *inter alia*, that the scheme be amended to mirror the economic outcomes which the FSP delivers. To this end, the accepted limit to share scheme dilution in the market is five percent, which requires Grindrod's FSP to be amended from the current six million scheme limit to 35 million, which represents five percent of the current shares in issue. This in turn requires the individual limit for the scheme to be increased to seven million shares, over a period of 10 years.

3. SPECIAL RESOLUTIONS FOR CONSIDERATION AND ADOPTION

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

That the fees payable to the non-executive directors of Grindrod, members and chairs of Board committees for the year 1 July 2024 to 30 June 2025, as set out below, be approved:

	Member/Chair	Present	Proposed
Board	Chair	R1 249 030	R1 323 972
	Lead independent director	R914 769	R969 655
	Non-executive director	R457 385	R484 828
Audit committee	Chair	R321 848	R341 159
	Member	R177 475	R188 124
Investment committee	Chair	R214 602	R227 478
	Standing member	R118 429	R125 525
	<i>Ad-hoc</i> member per meeting	R27 175	R28 806
Nomination and Governance committee	Chair	R177 475	R188 124
	Member	R98 075	R103 960
Remuneration committee	Chair	R177 475	R188 124
	Member	R98 075	R103 960
Risk committee	Chair	R214 602	R227 478
	Member	R119 658	R126 837
Social, Ethics and Sustainability committee	Chair	R214 602	R227 478
	Member	R119 658	R126 837

The Remuneration committee evaluated the fees for non-executive directors of Grindrod and members and chairs of Board committees. Factors such as the responsibilities of non-executive directors, benchmarking against industry peers and market trends were considered when the Remuneration committee recommended the above fees to the Board. The Board accepted the recommendations of the Remuneration committee and accordingly recommends the above fees for approval by the shareholders in terms of section 66(9) of the Act.

NOTICE OF THE ANNUAL GENERAL MEETING *continued*

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

That, as a general approval, the directors of Grindrod be and are hereby authorised, to the extent required by section 44 of the Act, and subject to compliance with the requirements of Grindrod's MOI, to provide direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in section 44(1) of the Act), including by way of loan, guarantee, the provision of security or otherwise, to any of its present or future subsidiaries and/or any other company or entity that is or becomes related or inter-related to Grindrod or any of its subsidiaries, and/or to any member of such subsidiary or related or inter-related company or entity, for the specific purpose of or in connection with, the subscription of any option or securities issued or to be issued by Grindrod or a related entity, provided that the Board has applied the solvency and liquidity tests as set out in section 4 of the Act and the terms of the proposed financial assistance are fair and reasonable to Grindrod.

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

That, as a general approval, the Board be and are hereby authorised, subject to the provisions of section 45 of the Act, compliance with the requirements of Grindrod's MOI, and any other applicable laws that may exist from time to time, to provide direct or indirect financial assistance ("financial assistance" will herein have the meaning attributed to it in section 45(1) of the Act) that the Board may deem fit, to any related or inter-related company or to any juristic person who is a member of or related to any such companies ("related" and "inter-related" will herein have the meaning so attributed in section 2 of the Act) on the terms and conditions that the Board may determine from time to time, provided that the Board has applied the solvency and liquidity test as set out in section 4 of the Act and the terms of the proposed financial assistance are fair and reasonable to Grindrod.

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

That, as a general approval, the Board and they are hereby authorised, subject to the provisions of Grindrod's MOI, section 48, read with section 46 of the Act and the JSE Listings Requirements, to approve the repurchase by Grindrod of its own ordinary shares, and the purchase of ordinary shares in Grindrod by any of its subsidiaries, upon such terms and conditions and in such amounts as the Board may from time to time determine, provided that:

- (i) The repurchase of ordinary shares must be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between Grindrod and the counterparty.
- (ii) This general authority shall only be valid until Grindrod's next Annual General Meeting or for 15 (fifteen) months from the date of passing of this special resolution, whichever period is shorter.
- (iii) In determining the price at which Grindrod's ordinary shares are repurchased in terms of this general authority, the maximum premium at which such ordinary shares may be repurchased will be 10% (ten percent) above the weighted average of the market value for the 5 (five) business days immediately preceding the date on which the transaction is effected.
- (iv) The repurchase of ordinary shares by Grindrod in aggregate in any one financial year may not exceed 20% (twenty percent) of Grindrod's issued ordinary share capital.
- (v) Not more than 10% (ten percent), in aggregate, of the number of issued ordinary shares of Grindrod may be held by, or for the benefit of, all of Grindrod's subsidiaries, taken together.
- (vi) Grindrod may only effect the repurchase once a resolution has been passed by the Board confirming that the Board has authorised the repurchase, that immediately after the repurchase Grindrod has passed the solvency and liquidity test, and that since the test was performed, there have been no material changes to the financial position of the Group.

- (vii) A subsidiary of Grindrod may only effect a purchase of Grindrod ordinary shares once:
 - A. A resolution has been passed by the Board confirming that the Board has authorised the purchase, that immediately after the purchase Grindrod and its subsidiaries would satisfy the solvency and liquidity test, and that since the test was performed, there have been no material changes to the financial position of the Group.
 - B. A resolution has been passed by the board of directors of the subsidiary confirming that it has authorised the purchase and that it has reasonably concluded that the subsidiary will satisfy the solvency and liquidity test immediately after completing the proposed purchase.
 - C. A special resolution has been passed by the shareholder/s of the subsidiary in the circumstances contemplated in section 48(8) of the Act, if applicable.
- (viii) Grindrod or its subsidiaries may not repurchase and/or purchase ordinary shares during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements, unless a repurchase programme is in place and has been submitted to the JSE in writing prior to the commencement of the prohibited period. Grindrod must instruct an independent third party, which makes its investment decisions independently of, and uninfluenced by Grindrod, prior to the commencement of the prohibited period to execute the repurchase programme.
- (ix) An announcement, containing full details of repurchases in accordance with sections 5.79 and 11.27 of the JSE Listings Requirements, will be published once Grindrod has cumulatively repurchased 3% (three percent) of the number of ordinary shares in issue at the time this general authority is granted (initial number), and for each 3% (three percent) in aggregate of the initial number acquired thereafter.
- (x) At any point in time, Grindrod may only appoint one agent to effect any repurchase or purchase on its behalf.

Adequacy of working capital

At any time that the repurchase contemplated in this resolution is to take place, the Board will ensure that for a period of 12 (twelve) months after the date of the notice of Annual General Meeting, after considering the effect of the maximum repurchase:

- (i) Grindrod and the Group will be able to pay their debts as they become due in the ordinary course of business.
- (ii) The consolidated assets of Grindrod and the Group, measured in accordance with the accounting policies used in Grindrod's latest Annual Financial Statements, will be in excess of the consolidated liabilities of Grindrod and the Group.
- (iii) The share capital and reserves of Grindrod and the Group will be adequate for the purpose of the ordinary business of Grindrod and the Group.
- (iv) The working capital available to Grindrod and the Group will be adequate for the purposes of the business of Grindrod and the Group.

Disclosure

The directors of Grindrod have no specific intention at present for Grindrod or its subsidiaries to repurchase any of the ordinary shares of Grindrod as contemplated in this special resolution number 10 but considers that such a general authority should be put in place should an opportunity present itself to do so during the year, which is in the best interests of Grindrod and its shareholders.

The directors, whose names are set out on page 8 of the integrated annual report, collectively and individually accept full responsibility for the accuracy of information pertaining to this special resolution number 10 and certify that to the best of their knowledge and belief there are no other facts, the omission of which would make any statement false or misleading, and that they have made all reasonable enquiries in this regard, and that this resolution contains all information required by law and the JSE Listings Requirements.

NOTICE OF THE ANNUAL GENERAL MEETING *continued*

The following additional information, some of which appears elsewhere in the integrated annual report of which this notice forms part, is provided in terms of section 11.26 of the JSE Listings Requirements for purposes of the general authority contemplated above:

- Major beneficial shareholders – pages 95 and 96 of the integrated annual report.
- Share capital of Grindrod – pages 95 and 96 of the integrated annual report.

Other than the facts and developments reported on in the integrated annual report, there have been no material changes to the financial or trading position of Grindrod and its subsidiaries since 31 December 2023 and the issuing of this notice of Annual General Meeting to shareholders.

4. NON-BINDING ADVISORY VOTES

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

That, as a non-binding advisory vote, Grindrod's remuneration policy as set out in the remuneration report on pages 80 to 92 of the integrated annual report be and is hereby confirmed.

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

That, as a non-binding advisory vote, Grindrod's implementation report as set out in the remuneration report on pages 87 to 92 of the integrated annual report be and is hereby confirmed.

In terms of the King Report on Corporate Governance™ for South Africa, 2016 (King IV), separate non-binding advisory votes should be put to the shareholders relating to the Group remuneration policy and implementation report. The votes allow the shareholders to express their views on the remuneration policy and implementation report adopted and implemented but are not binding on Grindrod.

In the event that the Group remuneration policy and/or the Group implementation report is voted against by 25% (twenty-five percent) or more of the voting rights exercised on these resolutions, the Company will in its voting results announcement extend an invitation to dissenting shareholders to engage with the Company to discuss the reasons for their dissenting votes. The manner and timing of such engagement will be set out in the voting results announcement.

Other business

To transact such other business as may be required at this Annual General Meeting.

Record dates

The record date for purposes of determining which shareholders are entitled to receive this notice is Thursday, 28 March 2024.

The record date for shareholders to be recorded in the securities register of Grindrod in order to be able to attend, participate and vote at the Annual General Meeting is Friday, 17 May 2024. Accordingly, the last date to trade in order to be eligible to attend and vote at the Annual General Meeting is Tuesday, 14 May 2024.

Preference shareholders

Preference shareholders are entitled to receive copies of correspondence related to all shareholder meetings.

In respect of the Annual General Meeting to be held on Thursday, 23 May 2024, preference shareholders are entitled to attend the Annual General Meeting and to vote together with ordinary shareholders in respect of special resolution number 10 regarding renewal of the authority of directors to repurchase ordinary shares.

Logistical arrangements

Shareholders who wish to electronically participate in and/or vote at the Annual General Meeting are required to complete the Electronic Participation Application Form available on page 103 and email same to TMS at proxy@tmsmeetings.co.za and contact them on +27 84 433 4836 (Farhana Adams), +27 81 711 4255 (Izzy van Schoor) and +27 61 440 0654 (Michael Wenner) as soon as possible, but in any event no later than 11:00 on Monday, 20 May 2024.

Shareholders are strongly encouraged to submit votes by proxy before the Annual General Meeting. If shareholders wish to participate in the Annual General Meeting, they should instruct their Central Securities Depository Participant (CSDP) or broker to issue them with the necessary letter of representation to participate in the Annual General Meeting, in the manner stipulated in their Custody Agreement. To accommodate such requests, these instructions must be provided to the CSDP or Broker by the cut-off time and date advised by the CSDP or Broker.

TMS will assist shareholders with the requirements for electronic participation in, and/or voting at the Annual General Meeting. TMS is further obliged to validate (in correspondence with Grindrod and, in particular, the Transfer Secretary, JSE Investor Services Proprietary Limited (JSE Investor Services) and shareholders' CSDPs each such shareholder's entitlement to participate in and/or vote at the Annual General Meeting, before providing it with the necessary means to access the Annual General Meeting and/or the associated voting platform, including the verification of identity in terms of section 63(1) of the Act.

Shareholders will be liable for their network charges in relation to electronic participation in and/or voting at the Annual General Meeting. Any such charges will not be for the JSE, Grindrod and/or TMS account. None of the JSE, Grindrod or TMS can be held accountable in the case of loss of network connectivity or other network failure due to insufficient airtime, internet connectivity, internet bandwidth and/or power outages which prevents any such shareholder from participating in and/or voting at the Annual General Meeting.

Voting by proxy

The minimum percentage of voting rights required for the adoption of each ordinary resolution is more than 50% (fifty percent) of the voting rights exercised on the resolution by shareholders participating electronically or represented by proxy at the Annual General Meeting, except for ordinary resolution 5, which requires more than 75% (seventy-five percent) approval in terms of the JSE Listings Requirements.

The minimum percentage of voting rights required for the adoption of each special resolution is at least 75% (seventy-five percent) of the voting rights exercised on the resolution by shareholders participating electronically or represented by proxy at the Annual General Meeting.

Shareholders are reminded that they are still able to vote normally through proxy submission, despite deciding to participate either electronically or not at all in the Annual General Meeting. Shareholders are strongly encouraged to submit votes by proxy in advance of the Annual General Meeting to the JSE Investor Services, JSE Building, One Exchange Square, 2 Gwen Lane, Sandown, South Africa, 2196, email meetfax@jseinvestorservices.co.za or facsimile 086 674 2450 by no later than 14:00 on Tuesday, 21 May 2024.

NOTICE OF THE ANNUAL GENERAL MEETING *continued*

Kindly ensure that TMS is copied when submitting all completed forms of proxy and/or letters of representation to the JSE Investor Services.

Please forward all relevant information to the below mentioned:

The Meeting Specialist Proprietary Limited
JSE Building
One Exchange Square
2 Gwen Lane
Sandown
South Africa
2196

Attention: Michael Wenner, Farhana Adam or Izzy van Schoor

Email: Michael.wenner@tmsmeetings.co.za Tel: +27 61 440 0654

Email: farhana.adam@tmsmeetings.co.za Tel: +27 84 433 4836

Email: izzy.vanschoor@tmsmeetings.co.za Tel: +27 81 711 4255

Email: proxy@tmsmeetings.co.za

A shareholder entitled to electronically participate and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to electronically participate, speak and vote in his/her stead. A proxy need not be a shareholder of Grindrod.

The attached form of proxy is only to be completed by those ordinary shareholders who hold ordinary shares in certificated form or are recorded in the sub-register in "own-name" dematerialised form.

Ordinary shareholders who have dematerialised their ordinary shares through a CSDP or broker without "own-name" registration and who wish to participate at the Annual General Meeting electronically, must instruct their CSDP or broker to provide them with the necessary letter of representation to electronically participate at the Annual General Meeting in person or proxy and vote. If they do not wish to electronically participate in the Annual General Meeting or by proxy and vote, they must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.

A form of proxy must be lodged with the share transfer secretaries of Grindrod, the JSE Investor Services and copied to TMS, not less than 48 (forty-eight) hours before the time set for the meeting. Completing a form of proxy will not preclude a shareholder from electronically participating in the Annual General Meeting.

By order of the Board



Grindrod Limited
Vicky Commaille
Group Company Secretary

Durban
04 April 2024



FORM OF PROXY

Grindrod Limited

(Incorporated in the Republic of South Africa)
 Registration number 1966/009846/06
 Share code: GND and GNDP
 ISIN: ZAE000072328 and ZAE000071106

For use in respect of the 57th Annual General Meeting of Grindrod by certificated shareholders or of dematerialised shareholders with own-name registration.

Holders of dematerialised ordinary shares, other than those with own-name registration, must inform their CSDP or broker of their intention to electronically participate in and/or vote at the Annual General Meeting and request their CSDP to issue them with the necessary letter of representation, complete the Electronic Participation Form and email same to TMS. If they do not wish to electronically participate in and/or vote at the Annual General Meeting in person, they should provide their CSDP with their voting instructions.

I/We _____ (full name in block letters)
 of _____ (address in block letters)
 being the registered holder/s of _____ ordinary shares and _____ preference shares
 in the capital of Grindrod do hereby appoint:
 1. _____ of _____ or failing him/her,
 2. _____ of _____ or failing him/her,

the Chair of the Annual General Meeting as my/our proxy to electronically participate, speak and vote on my/our behalf at the Annual General Meeting of Grindrod to be held on Thursday, 23 May 2024 at 14:00 and at any adjournment thereof, and to vote or abstain from voting as follows on the resolutions to be proposed at such Annual General Meeting.

Please indicate how you wish your proxy to vote by placing a cross ("X") in the box which applies:

	For	Against	Abstain
Ordinary resolution 1: Re-election of non-executive directors retiring by rotation			
1.1 WJ Grindrod			
1.2 D Malik			
Ordinary resolution 2.1, 2.2 and 2.3: Election of members and appointment of Chair of the Audit committee			
2.1 ZP Zatu Moloi (chair)			
2.2 D Malik (subject to passing ordinary resolution 1.2)			
2.3 B Magara			
Ordinary resolution 3.1 and 3.2: Appointment of independent auditors and the designated audit partner			
3.1 Appointment of PwC as independent auditors			
3.2 Appointment of N Ndiweni as designated audit partner			
Ordinary resolution 4: General authority to directors to allot and issue ordinary shares			
Ordinary resolution 5: General authority to issue ordinary shares for cash			
Ordinary resolution 6: Amendment to the Grindrod Limited Forfeitable Share Plan			
Special resolution 1: Approval of non-executive directors' fees			
Special resolution 2: General authority to provide financial assistance in terms of section 44 of the Act			
Special resolution 3: General authority to provide financial assistance in terms of section 45 of the Act			
Special resolution 4: General repurchase of Grindrod's ordinary shares			
Non-binding advisory vote 1: Confirmation of the Group remuneration policy			
Non-binding advisory vote 2: Confirmation of the Group implementation report			

Date _____ Signature: _____

Please read the notes and instructions overleaf.

This Form of Proxy is valid until conclusion of the Annual General Meeting on 23 May 2024.

NOTES TO THE FORM OF PROXY

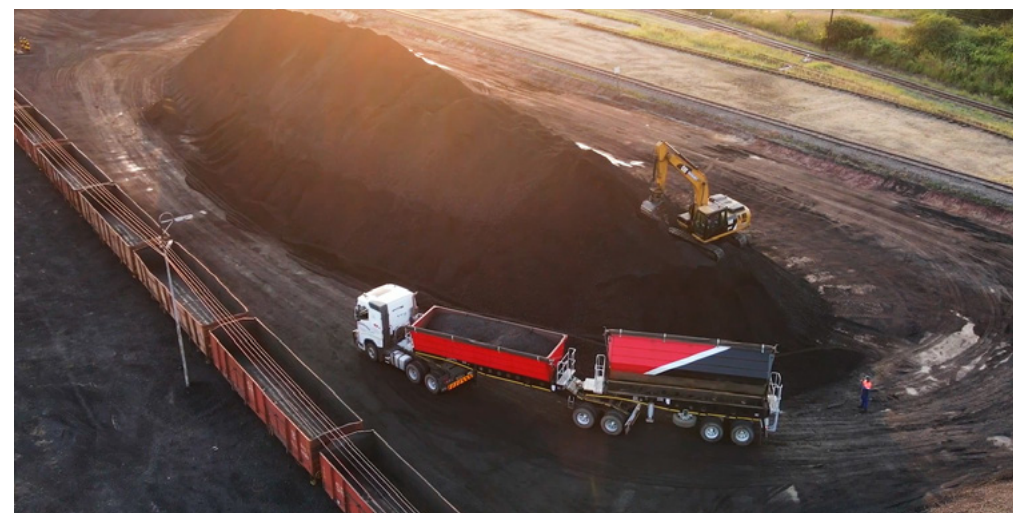
A shareholder entitled to electronically participate and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to participate, speak and vote in his/her stead. A proxy need not be a shareholder of Grindrod.

- In accordance with Grindrod's MOI, voting shall be by poll only.
- Please indicate with an "X" in the appropriate spaces overleaf how you wish your votes to be cast. If you return this form duly signed without any specific directions, the proxy will vote or abstain at his/her discretion.

Instructions on signing and lodging the form of proxy

You may insert the name of any person(s) whom you wish to appoint as your proxy in the blank space(s) provided for that purpose.

- A deletion of any printed matter and the completion of any blank spaces need not be signed or initialled. Any alteration or correction must be initialled by the signatory/ies.
- When there are joint holders of shares, any one holder may sign the form of proxy. In the event of any dispute, the first name appearing in the register shall be taken as the shareholder.
- The Chair of the Annual General Meeting shall be entitled to decline to accept the authority of a person signing the proxy form:
 - under a power of attorney; or
 - on behalf of a company;
- unless that person's power of attorney or authority is deposited at the offices of Grindrod's share transfer secretaries, JSE Investor Services not less than 48 hours before the Annual General Meeting together with the form of proxy.
- The completion and lodging of this form of proxy will not preclude the shareholder who grants this proxy from participating electronically in the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof should such shareholder wish to do so.
- Completed forms of proxy should be lodged at or posted to Grindrod's share transfer secretaries, the JSE Investor Services, at the JSE Building, One Exchange Square, 2 Gwen Lane, Sandown, South Africa, 2196 (PO Box 4844, Johannesburg, 2000), email meetfax@jseinvestorservices.co.za or facsimile 086 674 2450 so as to reach them not later than 48 (forty-eight) hours before the time set for the holding of the Annual General Meeting.



ELECTRONIC PARTICIPATION APPLICATION FORM

1. Shareholders or their proxies who wish to participate in the Annual General Meeting via electronic communication (Participants), must deliver the Electronic Participation Application Form below to TMS via email to proxy@tmsmeetings.co.za.
2. Participants will be able to vote during the Annual General Meeting through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the Annual General Meeting, must provide TMS with the information requested below.
3. Each shareholder, who has complied with the requirements below, will be contacted between Tuesday, 21 May 2024 and Wednesday, 22 May 2024 via email/mobile with a unique link to allow them to participate in the virtual Annual General Meeting.
4. The cost of the Participant's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider.
5. The cut-off time, for administrative purposes, to participate in the Annual General Meeting will be 11:00 on Tuesday, 21 May 2024.
6. The Participant's unique link will be forwarded to the email/cell number provided in the Electronic Participation Application Form below.



Name and surname of shareholder: _____

Name and surname of shareholder representative (if applicable): _____

ID number: _____

Email address: _____

Cell number: _____

Telephone number: _____

Name of CSDP or Broker (if shares are held in dematerialised format): _____

SCA number or broker account number: _____

Number of shares: _____

Signature: _____

Date: _____

Terms and conditions for participation at the Grindrod Annual General Meeting via electronic communication

1. The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the Annual General Meeting is for the expense of the Participant and will be billed separately by the Participant's own telephone service provider.
2. The Participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies Grindrod, the JSE Limited and TMS against any loss, injury, damage, penalty or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the Participant or anyone else. In particular, but not exclusively, the Participant acknowledges that he/she will have no claim against Grindrod, the JSE Limited and TMS, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the Annual General Meeting.
3. Participants will be able to vote during the Annual General Meeting through an electronic participation platform. Such Participants, should they wish to have their vote(s) counted at the Annual General Meeting, must act in accordance with the requirements set out above.
4. Once the Participant has received the link, the onus to safeguard this information remains with the Participant.
5. The application will only be deemed successful if the Electronic Participation Application Form has been completed and fully signed by the Participant and emailed to TMS at proxy@tmsmeetings.co.za.

Shareholder name: _____

Signature: _____

Date: _____

SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS

- 105 Approval of the Summarised Consolidated Financial Statements
- 105 Compliance statement by the Group Company Secretary
- 105 Preparation of the Summarised Consolidated Financial Statements
- 106 Independent auditor's report on the Summarised Consolidated Financial Statements
- 107 Summarised Consolidated Financial Statements
- 113 Notes to the Summarised Consolidated Financial Statements



Collaboration and long-term thinking will shape the future

APPROVAL OF THE SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2023

The preparation of the Summarised Consolidated Financial Statements that fairly represent the results of the Group in accordance with the Companies Act and IFRS is ultimately the responsibility of the Board. The Board also ensures an independent audit of the Summarised Consolidated Financial Statements by the external auditors. The Board is of the opinion that the internal accounting control systems assure the adequate verification and maintenance of accountability for Grindrod's assets, and assure the integrity of the Summarised Consolidated Financial Statements. No major breakdown in controls that could influence the reliability of the Summarised Consolidated Financial Statements was experienced during 2023. Based on the financial results of Grindrod and the cash flow forecast for the year ended 31 December 2023, and the application of solvency and liquidity tests, the Board is further of the opinion that the Grindrod Group has adequate resources to continue in operation for the foreseeable future. The Summarised Consolidated Financial Statements were consequently prepared on a going concern basis.

The Board of Directors approved the Summarised Consolidated Financial Statements and further authorised Ms Cheryl Carolus and Mr Xolani Mbambo in their respective capacities as Chair and CEO to sign off the Summarised Consolidated Financial Statements. The Summarised Consolidated Financial Statements which appear on pages 107 to 119, are therefore signed on its behalf by:

Cheryl Carolus
Chair

Durban
04 April 2024

Xolani Mbambo CA(SA)
Chief Executive Officer

Durban
04 April 2024

COMPLIANCE STATEMENT BY THE GROUP COMPANY SECRETARY

for the year ended 31 December 2023

The Group Company Secretary of Grindrod Limited certifies that, in terms of section 88(2) of the Companies Act 71 of 2008, as amended, the Company has lodged with the Companies and Intellectual Property Commission of South Africa all such returns and notices as are required of a public company in terms of this Act and that all such returns are true, correct and up to date in respect of the financial year ended 31 December 2023.

Vicky Commaille
Group Company Secretary

Durban
04 April 2024

PREPARATION OF THE SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 December 2023

BASIS OF PREPARATION

The Summarised Consolidated Financial Statements have been prepared in accordance with IAS 34 *Interim Financial Reporting*, and the requirements of the Companies Act of South Africa as applicable to summary financial statements. The audited Consolidated Financial Statements are available at Grindrod's registered office for inspection.

The Summarised Consolidated Financial Statements and the full set of consolidated Annual Financial Statements have been prepared under the supervision of Fathima Ally, CA(SA) and were approved by the Board of Directors on 04 April 2024. The directors take full responsibility for the preparation of these Summarised Consolidated Financial Statements and the financial information has been correctly extracted from the underlying Consolidated Financial Statements.

ACCOUNTING POLICIES

The accounting policies adopted, and methods of computation used in the preparation of the summarised consolidated financial statements are in terms of IFRS and are consistent with those of the annual financial statements for the year ended 31 December 2022 except for IAS 40: Investment property and IFRS 17: Insurance contracts. Refer below for further details.

AUDIT OPINION

These Summarised Consolidated Financial Statements for the year ended 31 December 2023 have been audited by Deloitte & Touche, who expressed an unmodified opinion thereon. The auditor also expressed an unmodified opinion on the full consolidated Annual Financial Statements for the year ended 31 December 2023 from which these Summarised Consolidated Financial Statements were derived. A copy of the auditor's report on the Summarised Consolidated Financial Statements is included on page 106 of this integrated annual report and a copy of the auditor's report on the full Consolidated Financial Statements is available on Grindrod's website, together with the Financial Statements identified in the auditors' reports.

Deloitte & Touche has not audited future financial performance and expectations expressed by the directors included in the commentary in the Summarised Consolidated Financial Statements and accordingly do not express an opinion thereon. The auditor's report does not necessarily report on all of the information contained in the Summarised Consolidated Financial Statements. Shareholders are therefore advised that in order to obtain a full understanding of the nature of the auditor's engagement, they should refer to the auditor's report on the full Consolidated Financial Statements available on the Company's website.

POST BALANCE SHEET EVENTS

The concession to operate the port of Maputo by MPDC, in which Grindrod holds a 24.7% share, was officially extended by 25 years to 2058. This is a non-adjusting post balance sheet event. There are no other material post balance sheet events to report.

Fathima Ally CA(SA)
Chief Financial Officer

Durban
04 April 2024

INDEPENDENT AUDITOR'S REPORT ON THE SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS

to the shareholders of Grindrod Limited

OPINION

The Summarised Consolidated Financial Statements of Grindrod Limited, which comprise the summarised consolidated statement of financial position as at 31 December 2023, the summarised consolidated income statement, statement of other comprehensive income, changes in equity and cash flows for the year then ended, and related notes, are derived from the audited Consolidated Financial Statements of Grindrod Limited for the year ended 31 December 2023.

In our opinion, the accompanying Summarised Consolidated Financial Statements included on pages 107 to 119 are consistent, in all material respects, with the audited Consolidated Financial Statements of Grindrod Limited, in accordance with IAS 34 *Interim Financial Reporting*, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

OTHER MATTER

We have not audited the non-financial information, any future financial performance and expectations by management included in the accompanying Summarised Consolidated Financial Statements and accordingly do not express any opinion thereon.

SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS

The Summarised Consolidated Financial Statements do not contain all the disclosures required by the International Financial Reporting Standards and the requirements of the Companies Act of South Africa as applicable to annual financial statements. Reading the Summarised Consolidated Financial Statements and the auditor's report thereon, therefore, is not a substitute for reading the audited Consolidated Financial Statements of Grindrod Limited and the auditor's report thereon.

THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND OUR REPORT THEREON

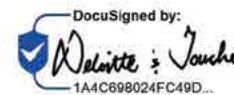
We expressed an unmodified audit opinion on the audited Consolidated Financial Statements in our report dated 04 April 2024. That report also includes, the communication of other key audit matters as reported in the auditor's report of the audited Consolidated Financial Statements.

DIRECTORS' RESPONSIBILITY FOR THE SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the Summarised Consolidated Financial Statements in accordance with IAS 34 *Interim Financial Reporting*, and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on whether the Summarised Consolidated Financial Statements are consistent, in all material respects, with the audited Consolidated Financial Statements based on our procedures, which were conducted in accordance with International Standard on Auditing (ISA) 810 (Revised), *Engagements to Report on Summary Financial Statements*.



Deloitte & Touche

Registered auditors

Per: MH Holme CA(SA), RA
Partner

04 April 2024

5 Magwa Crescent
Waterfall City
Waterfall 2090
Johannesburg

SUMMARISED CONSOLIDATED INCOME STATEMENT

for the year ended 31 December 2023

	Audited 31 December 2023 R'000	Audited 31 December 2022 R'000
Continuing operations		
Revenue*	4 845 572	5 883 735
Trading profit before expected credit losses and depreciation and amortisation***^	1 015 055	1 372 265
Expected credit losses^ #	(92 030)	(267 114)
Depreciation and amortisation	(391 631)	(486 338)
Profit before interest and non-trading items	531 394	618 813
Non-trading items	(15 175)	61 002
Interest income	240 642	141 487
Interest expense	(219 967)	(218 024)
Profit before share of joint venture and associate companies' profit	536 894	603 278
Share of associate companies' profit after taxation	19 228	31 563
Share of joint venture companies' profit after taxation	805 237	543 041
Profit before taxation	1 361 359	1 177 882
Taxation	(301 606)	(347 864)
Profit for the year from continuing operations	1 059 753	830 018
Discontinued operations		
Profit after taxation from discontinued operations	-	(175 153)
Profit for the year	1 059 753	654 865
Attributable to:		
Owners of the parent	987 776	601 081
From continuing operations	987 776	776 234
From discontinued operations	-	(175 153)
Preference shareholders	74 378	56 396
Non-controlling interests	(2 401)	(2 612)
	1 059 753	654 865

		Audited 31 December 2023 R'000	Audited 31 December 2022 R'000
Basic earnings/(loss) per share			
From continuing operations	(cents)	148.0	116.4
From discontinued operations	(cents)	-	(26.3)
Total	(cents)	148.0	90.1
Diluted earnings/(loss) per share			
From continuing operations	(cents)	147.9	116.3
From discontinued operations	(cents)	-	(26.3)
Total	(cents)	147.9	90.0

* Revenue was impacted by reduced value added service mineral export sales, charters and the disposal of Grindrod Logistics in the current year. Revenue includes R999.4 million (2022: R3 024.5 million) relating to the above-mentioned revenue streams.

** Current year trading profit includes R348.7 million net fair value losses (2022: R311.4 million) relating to the private equity and property segment.

^ These items combined constitute earnings before interest, taxation, depreciation and amortisation (EBITDA).

Prior year includes impairments of R24.5 million relating to the private equity and property portfolio and an impairment of R222.5 million on the loan previously advanced to set up the Richards Bay black empowerment structure.

HEADLINE EARNINGS RECONCILIATION

for the year ended 31 December 2023

	Audited 31 December 2023 R'000	Audited 31 December 2022 R'000
Reconciliation of headline earnings		
Profit/(loss) attributable to ordinary shareholders	987 776	601 081
From continuing operations	987 776	776 234
From discontinued operations	-	(175 153)
Adjusted for:	24 649	258 633
Impairment of goodwill*	137 330	-
Net profit on disposal of investments	(34 226)	(7 376)
Loss on disposal of business	257	-
Foreign currency translation reserve release	6 549	-
Profit on disposal of non-current assets held for sale and liabilities associated with assets held for sale	(92 758)	-
Impairment/(reversal of impairment) of intangibles, property, terminals, machinery, ship, vehicles and equipment	27 608	(15 225)
Net profit on disposal of plant, terminals, machinery, ship, vehicles and equipment	(7 965)	(43 120)
Loss on scrapping of intangibles, property, terminals, machinery, ship, vehicles and equipment due to KZN floods	-	45 211
Impairment of intangibles, property, terminals, machinery, ship, vehicles and equipment due to KZN floods	-	5 349
Insurance compensation on property, terminals, machinery, ship, vehicles and equipment impaired and scrapped due to KZN floods	(21 620)	(54 115)
Total taxation effects of adjustments	7 783	31 814
Joint ventures and associates:		
Net profit on disposal of intangibles, property, terminals, machinery, ship, vehicles and equipment	(3 829)	(54)
Impairment of intangibles, property, terminals, machinery, ship, vehicles and equipment	5 520	4 512
Discontinued operation:		
Loss on disposal of investments	-	265 616
Net profit on disposal of plant, terminals, machinery, ship, vehicles and equipment	-	(99)
Total taxation effects of adjustments	-	26 120

	Audited 31 December 2023 R'000	Audited 31 December 2022 R'000
Headline earnings	1 012 425	859 714
Continuing operations	1 012 425	743 230
Discontinued operation	-	116 484
Ordinary share performance		
Number of shares in issue less treasury shares (000s)	667 760	667 296
Weighted average number of shares (basic) (000s)	667 223	666 860
Diluted weighted average number of shares (000s)	667 750	667 656
Basic headline earnings per share		
From continuing operations (cents)	151.7	111.5
From discontinued operation (cents)	-	17.4
Total	151.7	128.9
Diluted headline earnings per share		
From continuing operations (cents)	151.6	111.4
From discontinued operation (cents)	-	17.4
Total	151.6	128.8
Ordinary dividends		
Dividends per share – interim (cents)	34.4	17.2
Dividends per share – final (cents)	38.0	22.2
Dividend cover (headline) (times)	2.1	3.3
Dividends per share – special (cents)	-	55.9
Preference dividends		
Dividends per share – interim (cents)	483.0	337.0
Dividends per share – final (cents)	521.0	421.0

* On 30 June 2023 the goodwill applicable to the Richards Bay Terminals cash generating unit was impaired down to its recoverable amount of Rnil which was assessed based on value-in-use.

SUMMARISED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

for the year ended 31 December 2023

	Audited 31 December 2023 R'000	Audited 31 December 2022 R'000
Profit for the year	1 059 753	654 865
Other comprehensive income:		
Items that may be reclassified subsequently to profit or loss		
Exchange differences on translation of foreign operations	436 655	266 083
Items that will not be subsequently reclassified to profit or loss		
Actuarial losses*	(5 229)	(1 382)
Fair value (loss)/gain arising on financial instruments*	(1 234)	403
Total comprehensive income for the year	1 489 945	919 969
Total comprehensive income/(loss) attributable to:		
Ordinary shareholders	1 417 267	866 155
Preference shareholders	74 378	56 396
Non-controlling interests	(1 700)	(2 582)
	1 489 945	919 969

* Net of taxation.

SUMMARISED CONSOLIDATED INCOME STATEMENT FOR DISCONTINUED OPERATIONS

for the year ended 31 December 2023

The Grindrod Bank disposal was effective on 01 November 2022 and consequently the Bank segment was presented as a discontinued operation in terms of IFRS 5: Non-Current Assets Held for Sale and Discontinued Operations in the prior year, as it constituted a separate major line of business.

	Audited 31 December 2023 R'000	Audited 31 December 2022 R'000
Revenue*	-	448 329
Trading profit: before expected credit losses and depreciation and amortisation	-	142 527
Expected credit losses	-	(23 316)
Depreciation and amortisation	-	(13 262)
Profit before interest and non-trading items	-	105 949
Non-trading items	-	(265 517)
Interest income	-	7 949
Loss before taxation	-	(151 619)
Taxation	-	(23 534)
Loss for the year	-	(175 153)
Attributable to:		
Owners of the parent	-	(175 153)
Cash flows from discontinued operations		
Net cash outflows from operating activities	-	(411 430)
Net cash inflows from investing activities	-	8 597
Net cash inflows from financing activities	-	692 022
Net cash inflows	-	289 189

* Revenue includes interest earned on loans and advances using effective interest rates.

SUMMARISED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2023

	Audited 31 December 2023 R'000	Audited 31 December 2022 R'000
Property, terminals, machinery, ship, vehicles and equipment	1 773 131	1 681 084
Right-of-use assets	481 727	636 853
Investment property	668 051	113 252
Goodwill and intangible assets	350 437	356 678
Investments in joint ventures	4 695 899	3 440 943
Investments in associates	221 385	187 590
Other investments	203 620	567 770
Deferred taxation assets	121 824	124 722
Finance lease receivables	429 477	111 023
Loans and advances	1 014 288	1 072 958
Long-term receivable	–	204 950
Total non-current assets	9 959 839	8 497 823
Inventories	54 442	38 827
Trade and other receivables	1 660 150	1 670 186
Current portion of finance lease receivables	82 959	22 338
Current portion of long-term receivable	253 589	–
Taxation receivable	38 848	20 005
Money market funds	416 336	–
Cash and cash equivalents	2 105 909	2 605 514
Total current assets	4 612 233	4 356 870
Non-current assets classified as held for sale	–	974 805
Total assets	14 572 072	13 829 498

	Audited 31 December 2023 R'000	Audited 31 December 2022 R'000
Capital and reserves		
Share capital and premium	3 936 323	3 934 557
Non-distributable reserves	2 607 411	2 163 645
Accumulated profit	3 387 863	2 785 174
Equity attributable to owners of the Company	9 931 597	8 883 376
Non-controlling interests	(53 500)	(61 914)
Total equity	9 878 097	8 821 462
Long-term borrowings	1 443 595	1 087 767
Lease liabilities	523 368	446 344
Long-term private equity funding	120 653	108 924
Deferred taxation liabilities	55 309	14 132
Provision for post-retirement medical aid	19 891	20 202
Provisions and other liabilities	185 077	140 325
Total non-current liabilities	2 347 893	1 817 694
Current portion of long-term borrowings	154 518	235 820
Current portion of lease liabilities	114 450	161 829
Current portion of private equity funding	–	63 444
Trade and other payables	1 677 816	1 662 610
Taxation payable	92 893	251 518
Current portion of provisions and other liabilities	40 126	40 350
Short-term borrowings and bank overdraft	266 279	410 967
Total current liabilities	2 346 082	2 826 538
Non-current liabilities associated with non-current assets held for sale	–	363 804
Total equity and liabilities	14 572 072	13 829 498

SUMMARISED CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2023

	Audited 31 December 2023 R'000	Audited 31 December 2022 R'000
Profit before interest and non-trading items	531 394	724 762
From continuing operations	531 394	618 813
From discontinued operations	–	105 949
Non-cash adjustments	923 899	1 228 044
Operating profit before working capital changes	1 455 293	1 952 806
Working capital changes	(305 048)	(265 058)
Cash generated from operations	1 150 245	1 687 748
Net interest paid	(18 945)	(122 887)
Net dividends paid	(230 406)	(300 222)
Taxation paid	(468 017)	(253 610)
	432 877	1 011 029
Other operating cash flows from Private Equity and Bank		
Net advances and other liquid assets and negotiable securities	(2 388)	(487 236)
Net cash flows from operating activities	430 489	523 793
Net movement in acquisition of property, terminals, machinery, ship, vehicles and equipment	(616 669)	(454 245)
Net movement on disposal of investments, subsidiaries, and businesses	(23 570)	450 055
Net proceeds on disposal of non-current assets held for sale	272 413	65 000
Acquisition of money market funds	(405 617)	–
Funds received from joint ventures and associate companies	–	21 607
Net cash flows from investing activities	(773 443)	82 417
Acquisition of treasury shares	–	(715)
Borrowings raised	1 204 062	1 365 852
Borrowings repaid	(1 288 442)	(1 329 199)
Net cash flows from financing activities	(84 380)	35 938
Net (decrease)/increase in cash and cash equivalents	(427 334)	642 148
Cash and cash equivalents at the beginning of the year	2 194 553	1 518 020
Difference arising on translation	72 411	34 385
Cash and cash equivalents at the end of the year**^	1 839 630	2 194 553

* Cash and cash equivalents comprise the net of bank and cash balances of R2.1 billion (Dec 2022: R2.6 billion) and the overdraft balance of R266.3 million (Dec 2022: R411.0 million).

^ The year end cash and cash equivalents and Money Market funds of R2.5 billion (Dec 2022: R2.6 billion) are the total funds available to the Group.

SUMMARISED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2023

	Audited 31 December 2023 R'000	Audited 31 December 2022 R'000
Ordinary and preference share capital and share premium	3 936 323	3 934 557
Balance at the beginning of the year	3 934 557	3 928 711
Share options vested	1 766	6 561
Treasury shares acquired	–	(715)
Equity compensation reserve	40 338	39 075
Balance at the beginning of the year	39 075	43 597
Share-based payments	3 029	2 039
Share options vested	(1 766)	(6 561)
Foreign currency translation reserve	2 644 622	2 196 770
Balance at the beginning of the year	2 196 770	1 927 156
Foreign currency translation realised	6 549	–
Foreign currency translation adjustments	441 303	269 614
Other non-distributable reserves	(77 549)	(72 200)
Balance at the beginning of the year	(72 200)	(85 206)
Foreign currency translation adjustments	(5 349)	(3 561)
Net business combination acquisition	–	(27 140)
Disposal of business	–	43 707
Accumulated profit	3 387 863	2 785 174
Balance at the beginning of the year	2 785 174	2 808 394
Other comprehensive (loss)/income from financial instruments	(1 234)	403
Actuarial losses recognised	(5 229)	(1 382)
Profit for the year	1 062 154	657 477
Ordinary dividends declared	(378 624)	(623 322)
Preference dividends declared [#]	(74 378)	(56 396)
Total interest of shareholders of the Company	9 931 597	8 883 376
Equity attributable to non-controlling interests of the Company	(53 500)	(61 914)
Balance at the beginning of the year	(61 914)	(44 704)
Foreign currency translation adjustments	701	30
Non-controlling interest acquired	4 547	27 140
Non-controlling interest disposed of	6 408	(40 844)
Loss for the year	(2 401)	(2 612)
Ordinary dividends declared	(841)	(924)
Total equity attributable to all shareholders of the Company	9 878 097	8 821 462

[#] Preference dividends paid relate to cumulative, non-redeemable, non-participating and non-convertible preference shares declared and are based on 88% of the prime interest rate.

SEGMENTAL INFORMATION

for the year ended 31 December 2023

Following onboarding of the new Grindrod Terminals CEO and implementation of the Grindrod/Maersk transaction during the year, the composition of the segments was revised in line with areas of responsibility. Grindrod's value added services business, which is Grindrod's profit participation initiative, now forms part of the Group segment (it was previously part of the Port and Terminals segment). In addition, Grindrod's Multi-Purpose Terminal ("GMPT") is a bulk, breakbulk and container operation which now forms part of the Port and Terminals segment (previously the Logistics segment). GMPT did not form part of the transaction between Grindrod and Maersk. Accordingly, the prior year has been re-presented.

	Audited 31 December 2023 R'000	Re-presented 31 December 2022* R'000
Revenue		
Port and Terminals	3 070 277	2 589 669
Logistics	3 727 595	3 271 633
Group	692 604	1 543 518
Total core operations	7 490 476	7 404 820
Marine Fuels	16 042 942	16 954 683
Private equity and property	372	399
Total continuing operations	23 533 790	24 359 902
Segmental adjustments**	(18 688 218)	(18 476 167)
	4 845 572	5 883 735
Trading profit/(loss) net of expected credit losses/EBITDA		
Port and Terminals	1 335 904	1 037 903
Logistics	1 173 608	1 245 372
Group	3 395	(109 506)
Total core operations	2 512 907	2 173 769
Marine Fuels	47 621	102 148
Private equity and property	(364 529)	(359 232)
Total continuing operations	2 195 999	1 916 685
Segmental adjustments **	(1 272 974)	(811 534)
	923 025	1 105 151

	Audited 31 December 2023 R'000	Re-presented 31 December 2022* R'000
Profit/(loss) before interest and non-trading items		
Port and Terminals	1 041 579	849 738
Logistics	743 214	832 813
Group	(36 027)	(152 754)
Total core operations	1 748 766	1 529 797
Marine Fuels	46 941	101 272
Total continuing operations	1 431 178	1 271 837
Segmental adjustments**	(899 784)	(653 024)
	531 394	618 813
Share of associate companies' profit after taxation		
Port and Terminals	252 560	161 510
Logistics	2 824	1 017
Total core operations	255 384	162 527
Segmental adjustments**	(236 156)	(130 964)
	19 228	31 563
Profit/(loss) attributable to ordinary shareholders		
Port and Terminals	785 149	691 670
Logistics	615 296	600 636
Group	(66 074)	(202 394)
Total core operations	1 334 371	1 089 912
Marine Fuels	53 473	87 421
Private equity and property	(400 068)	(401 099)
	987 776	776 234
Geographical revenue		
North America	89 220	137 094
Middle East	7 360 250	7 711 245
Singapore/Asia/Far East	8 702 531	9 121 379
Australia	56 556	48 130
South Africa	3 211 457	3 178 287
Rest of Africa	4 113 776	4 163 767
	23 533 790	24 359 902

* December 2022 figures have been re-presented for changes in the composition of the segments to align the segmental disclosure with the revised internal reporting lines as indicated above.

** For segment reporting, investments in joint ventures are accounted for using proportionate consolidation whereby the effective share of the Group's ownership is applied to each line item above. In the consolidated annual financial statements, investments in joint ventures are equity accounted. Segmental adjustments relate to the effects of reversing proportionate consolidation to reconcile to the consolidated annual financial statements.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 December 2023

1. FOREIGN CURRENCY DENOMINATED ITEMS

The statement of financial position is translated at the closing rate of exchange indicated below and the income statement is translated at the average exchange rate.

Exchange rates (ZAR/US\$)	Audited 31 December 2023 R'000	Audited 31 December 2022 R'000
Opening exchange rate	16.98	15.93
Closing exchange rate	18.56	16.98
Average exchange rate	18.44	16.40

2. REVENUE

Revenue category	Segment	Audited 31 December 2023 R'000	Re-presented 31 December 2022 R'000
Bulk terminals recognised at a point in time		2 250 014	2 859 996
Handling	Port and Terminals	1 566 010	1 373 106
Value added services – commodity export sales	Group	684 004	1 486 890
Container handling		711 224	*1 882 480
Recognised at a point in time	Logistics	555 204	*1 336 573
Recognised over time	Logistics	156 020	545 907
Logistics recognised at a point in time	Logistics	760 241	443 327
Sale of project cargo handling equipment recognised at a point in time	Logistics	114 398	–
Ships agency income recognised at a point in time	Logistics	593 241	*400 974
Stevedoring recognised at a point in time	Port and Terminals	110 668	**110 066
Rental income recognised over time	Port and Terminals, Logistics and Group	129 382	^45 147
Interest income recognised over time	Logistics	27 808	–
Other services^^	Port and Terminals, Logistics and Group	148 596	141 745
		4 845 572	5 883 735

* In December 2022 container handling revenue of R61.5 million was incorrectly disclosed in ships agency income. This has now been corrected.

** Revenue earned from stevedoring services which was previously included in other services has now been disaggregated and reported separately.

^ Rental income earned which was previously included in other services has now been disaggregated and reported separately.

^^ Other services include revenue earned from various ancillary services including but not limited to management fee income and training. The performance obligation is the provision of the relevant service and is satisfied at a point in time and over time.

3. RECONCILIATION OF REVENUE TO TRADING PROFIT

Exchange rates (ZAR/US\$)	Audited 31 December 2023 R'000	Audited 31 December 2022 R'000
Revenue	4 845 572	5 883 735
Less: Expenses	(3 893 019)	(4 718 838)
Staff costs	(925 860)	(1 143 577)
Subcontractor handling, plant hire, transport and other related costs	(1 108 181)	(1 010 771)
Value added services – cost of commodities for export sales	(386 730)	(803 835)
Agent commission on commodity export sales	(52 844)	(377 858)
Bunker costs	(75)	(110 046)
Other container and bulk handling expenses	(242 544)	(282 258)
Cost of project cargo handling equipment sold	(109 451)	–
Property and infrastructure related costs	(472 655)	(414 879)
Audit fees	(29 181)	(27 130)
Other operating expenses*	(235 692)	(217 976)
Net foreign exchange gain/(loss)	28 028	(19 151)
Net loss on financial instruments	(357 834)	(311 357)
Add: Other income	62 502	207 368
Insurance income	9 243	150 983
Other income	53 259	56 385
Trading profit	1 015 055	1 372 265

* Other operating expenses comprises mainly of motor vehicle expenses, communication expenses, computer expenses, professional fees and administrative expenses.

NOTES TO THE FINANCIAL STATEMENTS continued

for the year ended 31 December 2023

4. LONG-TERM RECEIVABLE

The long-term receivable comprises of the deferred interest-bearing proceeds from the disposal of the investment in Select Industrial Real Estate UK Fund Limited ("SIRE").

On 04 November 2021, the Group disposed of its entire shareholding in SIRE for a cash consideration of £17.4 million to Gripon Limited, the other shareholder in the underlying structure. £6.5 million (R131.5 million) has been received to date with the below tranches still to be received as follows:

- £5.2 million is to be received on 04 May 2024; and
- £5.7 million is to be received on 04 November 2024.

Since inception, the outstanding proceeds were discounted at a rate of 5.4% based on a market-related borrowing rate in the United Kingdom, for borrowing with a similar collateral profile, factoring in the credit risk of the buyer. In addition, interest at 1.5% on the outstanding proceeds commenced 13 months from the date of disposal.

	Audited 31 December 2023 R'000	Audited 31 December 2022 R'000
Carrying value of the receivable is converted at a closing exchange rate of R23.64 / £ (December 2022: R20.47 / £) *	253 589	204 950
Split as follows:		
Non-current^	-	204 950
Current^	253 589	-

* The impact of a R1 change in the exchange rate would result in a change in the receivable carrying value of R10.7 million (Dec 2022: R10.0 million). In addition, the impact of a 1% change in the discount rate at inception would have resulted in a change in the receivable carrying value of R5.8 million.

^ On 01 July 2023, a long-term debt funding arrangement was restructured to facilitate a repayment, reducing the quantum of the loan as well as to revise the underlying securities provided to the funder. This long-term receivable now forms part of the revised security under the new arrangement.

Expected credit losses of R1.6 million (December 2022: R1.6 million) have been raised relating to the abovementioned receivable.

5. FINANCIAL INSTRUMENTS DISCLOSURE

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable or based on observable inputs:

- Level 1** Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2** Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3** Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Levels 2 and 3 fair values were determined by applying either a combination of, or one of the following, valuation techniques:

- Projected unit method; and/or
- Independently observable market prices; and/or
- The net asset value of the underlying investments; and/or
- A price earnings multiple or a discounted projected income/present value approach; and/or
- Market-related interest rate yield curves to discount expected future cash flows; and/or
- Any additional revenue arrangements valued per the specified arrangement based on the specified underlying asset. The specified underlying assets include property and unlisted investments supported by management valuation.

The fair value measurement based on the income approach uses key inputs that are not observable in the market. Key inputs used in the valuation include discount rates and future profit assumptions based on historical performance but adjusted for expected growth. Management reassesses the earnings or yield multiples at least annually based on its assessment of the macro and microeconomic environments.

	2023					
	Carrying value R'000	Fair value instruments			Amortised cost* R'000	Other non- financial instruments R'000
		Level 1 R'000	Level 2 R'000	Level 3 R'000		
Financial instruments						
Cash and cash equivalents	2 105 909	-	-	-	2 105 909	-
Money market funds	416 336	-	-	-	416 336	-
Other investments	203 620	52 089	96 378	38 199	16 954	-
Finance lease receivables	512 436	-	-	-	512 436	-
Loans and advances	1 014 288	-	-	842 500	171 788	-
Long-term receivable	253 589	-	-	-	253 589	-
Trade and other receivables	1 660 150	-	-	-	1 361 031	299 119
Borrowings	(2 622 863)	-	-	-	(2 622 863)	-
Trade and other payables	(1 677 816)	-	-	-	(1 318 348)	(359 468)
Provisions and other liabilities	(225 203)	-	-	-	(135 400)	(89 803)
Total		52 089	96 378	880 699	761 432	(150 152)

* Carrying value approximates fair value.

NOTES TO THE FINANCIAL STATEMENTS continued

for the year ended 31 December 2023

5. Financial instruments disclosure continued

	2022					
	Carrying value R'000	Fair value instruments			Amortised cost* R'000	Other non- financial instruments
		Level 1 R'000	Level 2 R'000	Level 3 R'000		
Financial instruments						
Cash and cash equivalents**	2 605 520	-	-	-	2 605 520	-
Other investments**	574 200	58 554	92 982	299 641	123 023	-
Finance lease receivables	133 361	-	-	-	133 361	-
Loans and advances	1 072 958	-	-	935 500	137 458	-
Long-term receivable	204 950	-	-	-	204 950	-
Trade and other receivables**	1 891 624	-	-	-	1 593 265	298 359
Borrowings**	(2 787 202)	-	-	-	(2 787 202)	-
Trade and other payables**	(1 754 307)	-	-	-	(1 262 621)	(491 686)
Provisions and other liabilities	(180 675)	-	-	-	(85 000)	(95 675)
Total		58 554	92 982	1 235 141	662 754	(289 002)

* Carrying value approximates fair value.

** Includes balances disclosed in held for sale. Refer to note 7.

Reconciliation of Level 3 fair value measurements of financial assets

	Audited 31 December 2023 R'000	Restated 31 December 2022* R'000
Opening balance	1 235 141	3 223 657
Purchases	-	310 892
Settlements	(5 540)	(371 461)
Disposal of subsidiary/business	(6 430)	(1 699 208)
Total gains/(losses) recognised in:		
Summarised consolidated statement of other comprehensive income	3 353	(1 504)
Summarised consolidated income statement	(345 825)	(227 235)
Closing balance	880 699	1 235 141

* Restatement relates to the removal of investment property which is now accounted for under the cost model. Refer to Basis of Preparation.

Fair value losses recognised in the summarised consolidated statement of other comprehensive income for Level 3 financial instruments were R342.5 million (December 2022: R228.7 million).

Valuation inputs and relationships to fair value

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements for material investments:

Material investment	Fair value at 31 December 2023 R'000	Fair value at 31 December 2022 R'000	Valuation method	Un-observable inputs	Range of inputs	Relationship of unobservable inputs to fair value ("FV")
North coast property loan**	842 500*	935 500*	Monte Carlo simulation	Combined property valuation determining rate per hectare, (commercial discount rate and time to maturity)	Rate per hectare determined per expert valuation (commercial/residential)	The total value of the two properties held as security for the loan ranges from R2.7 billion to R3.0 billion based on independent valuations* These valuations together with the Group's mortgage bonds were inputs into a Monte Carlo simulation to determine an independent valuation range between R0.5 billion and R1.2 billion on the loan Increase of rate per hectare by 10% would increase the FV by R163.4 million Decrease of rate per hectare by 10% would decrease the FV by R165.3 million
				Discount rate	10.5% to 16.5%	Decrease of 2% on the discount rate to a range of 8.5% to 14.5% would increase the FV by R78.3 million Increase of 2% on the discount rate to a range of 12.5% to 18.5% would decrease the FV by R72.9 million
				Time to Maturity ("TTM")	2 to 3 years	Decrease of 6 months to a range of 1.5 to 2.5 years would increase the FV by R88.0 million Increase of 6 months to a range of 2.5 to 3.5 years would decrease the FV by R92.3 million
Asset financing (35.07% shareholding in Mokoro Holding Company Proprietary Limited) [^]	-	241 000	Adjusted net asset value ^{^^}	Adjusted net asset value	Adjusted net asset value	Adjusted net asset value

* The two properties are held as security for the fair value loan of R842.5 million (Dec 2022: R935.5 million) per the table above, as well as amortised cost loans of R153.0 million (Dec 2022: R137.5 million).

** During the year, a cross default arose on the fair value loan. The borrower provided guarantees to another lender for a loan that was in default and the lender called on the guarantee, which was not settled. Accordingly, the lender issued a letter of demand. Due to the cross-default Grindrod has also issued a letter of demand on the fair value loan.

[^] On 01 July 2023, a long-term debt funding arrangement was restructured to facilitate a repayment, reducing the quantum of the loan as well to revise the underlying securities provided to the funder. Any proceeds on realising this investment now forms part of the revised security under the new arrangement.

^{^^} Due to negative industry/market factors, a liquidity challenge arose in the latter part of the current year and the investee defaulted on funding repayments as at 31 December 2023. Accordingly, an adjusted net asset value is considered the most appropriate valuation benchmark (Dec 2022: price multiple approach). Adjustments relate to increased credit losses applied on the financing book. The Group does not guarantee any of the debts in the business.

NOTES TO THE FINANCIAL STATEMENTS continued

for the year ended 31 December 2023

5. Financial instruments disclosure continued

Valuation process

The Group's finance and corporate finance teams perform valuations on certain assets for financial reporting purposes. The valuation input, assumptions, methodology and outputs are then challenged and debated with the Group Financial Director (FD) prior to approval. Teams present their valuations for significant investments to the FD who interrogates the methodology used and the assumptions applied in the valuations. Discussions of valuation processes and results are held between the FD and the respective teams at least once every six months, in line with the Group's half-yearly reporting periods. Any resulting adjustments to the carrying value will follow the internal approval process.

North Coast properties, being security on the lending, are valued by an independent valuation professional and the option pricing model for the assessment of fair value of the loan is performed by an independent expert.

The main four inputs used by the Group in measuring the fair value of financial instruments are:

- Discount rates: these are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset;
- Risk adjustments: these are specific to the counterparties (including assumptions about credit default rates) and are derived from the market assumptions on the operational environment and other factors affecting the investment;
- Earnings growth factor for unlisted investments: these are estimated based on market information for similar types of companies or historical growth patterns; and
- Independent expert valuations: valuations were conducted by registered independent experts using both the market approach and investment method.

6. ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND BUSINESSES

During the year, the Group acquired of the following:

Company	Nature of business	Nature of acquisition	Interest acquired	Date acquired	Cash consideration R'000
RBT Grindrod Terminals Proprietary Limited	Terminals	Purchase of remaining shareholding*	40.3%	01 January 2023	60 000
Zambia Furnace Supplies Limited	Logistics	Purchase of shares**	51.0%	31 December 2023	–

* The entity is now 100% owned by the Group.

** The acquisition is subject to provisional accounting in terms of IFRS 3: Business Combinations as the valuations of the separately identifiable assets are still under review.

Reason for the acquisition

The acquisition of the remaining shareholding in RBT Grindrod Terminals Proprietary Limited is in line with Grindrod's strategic intent to consolidate its bulk terminals operations in Richards Bay and to exit the joint venture partner. Zambia Furnace Supplies Limited was acquired to increase Grindrod's rail service offering in the North South corridor.

Impact of the acquisition on the results of the Group:

From the dates of their acquisition, the acquired businesses contributed losses of R16.6 million and revenue of R156.9 million.

Net assets acquired in the current year

The net assets acquired are as follows:

	R'000
Property, terminals, machinery, vehicles and equipment	220 743
Right-of-use assets	33 085
Intangible assets	54 820
Inventory	6 921
Trade and other receivables	65 645
Taxation receivable	848
Cash and cash equivalents	26 814
Trade and other payables	(154 217)
Long-term borrowings	(111 774)
Lease liabilities	(33 636)
Deferred tax liability	(22 636)
Taxation payable	(2 476)
Non-controlling interests	(4 547)
Goodwill arising on acquisition	138 936
Fair value of businesses acquired	218 526
Settled as follows:	
Disposal of investment in joint venture and associated receivable	129 762
Add: profit on disposal of investment in joint venture	9 918
Shareholder loan	18 846
Cash purchase price	60 000
Net cash outflow on acquisition	
Cash purchase price paid	60 000
Less: cash acquired	(26 814)
	33 186

NOTES TO THE FINANCIAL STATEMENTS continued

for the year ended 31 December 2023

6. Disposal of subsidiaries and businesses continued

During the prior year, the Group disposed of the following:

Company	Nature of business	Nature of disposal	Interest disposed	Date disposed	Cash consideration R'000
Grindrod Financial Holdings Limited	Banking services	Sales of ordinary shares – disposal of subsidiary	100%	01 November 2022	1 264 195
Grindrod Bank Limited	Banking services	Sales of preference shares – disposal of subsidiary	100%	01 November 2022	292 699
Total cash consideration					1 556 894

Reason for prior year disposal

The disposal was in line with Grindrod's strategic intent to separate its Freight Services and Banking services businesses.

Net assets disposed of in the prior year

The net assets disposed of are as follows:

Company	Total disposal R'000
Property, terminals, machinery, vehicles and equipment	5 326
Right of use assets	3 830
Other investments	5 727
Financial assets	5 808
Loans and advances	7 992 789
Deferred taxation	65 106
Trade and other receivables	78 282
Taxation	16 219
Liquid assets and short-term negotiables	5 249 782
Bank balances and cash	1 395 554
Business combination reserve	(28 574)
Long-term borrowings	(1 141 641)
Lease liabilities	(6 771)
Financial liabilities	(504)
Current liabilities	(96 098)
Deposits from Bank Customers	(11 807 325)
Total	1 737 510
Loss on disposal	(265 616)
Less: financial guarantees raised on disposal	
Advances warranty provision*	70 000
Other warranty provision**	15 000
Proceeds on disposal	1 556 894
Less: Cash disposed of	(1 395 554)
Net cash inflow on disposal of subsidiaries	161 340

* The Group provided warranties for a maximum of R300 million on specific loans and advances relating to KZN North Coast properties, of which a provision of R126.0 million (Dec 2022: R70.0 million) was raised.

** The Group provided other warranties for a maximum of R100 million. Exposure was assessed to be R9.5 million (Dec 2022: R15 million) and a provision was raised.

NOTES TO THE FINANCIAL STATEMENTS continued

for the year ended 31 December 2023

7. RECONCILIATION OF NON-CURRENT ASSETS HELD FOR SALE AND LIABILITIES ASSOCIATED WITH NON-CURRENT ASSETS HELD FOR SALE TO PROCEEDS ON DISPOSAL IN THE CASH FLOW STATEMENT

The joint venture transaction between Maersk logistics and services operations with certain of the Group's container depots and its coastal shipping business was completed with all conditions precedent fulfilled on 01 January 2023. The assets and liabilities, subject to disposal, were classified as held for sale as at 31 December 2022.

The disposal group is not a discontinued operation as it did not constitute a separate major line of business to the Group, therefore, earnings in the prior year are presented in continuing operations.

Reconciliation of non-current assets held for sale and liabilities associated with non-current assets held for sale

	Opening carrying values R'000	Transfers in R'000	Transfers out R'000	Revised carrying values R'000
Non-current assets held for sale	974 805	38 537	(23 561)	989 781
Freehold and leasehold properties	115 406	–	–	115 406
Assets under construction	13 152	–	–	13 152
Terminals, machinery, vehicles and equipment	197 477	–	(478)	196 999
Right-of-use assets	231 968	–	(23 083)	208 885
Goodwill	133 584	–	–	133 584
Intangible assets	13 743	–	–	13 743
Inventory	41 601	–	–	41 601
Bank and cash	6	–	–	6
Unlisted investments	6 430	–	–	6 430
Trade and other receivables	221 438	38 537	–	259 975
Non-current liabilities associated with non-current assets held for sale	(363 804)	(25 608)	37 006	(352 406)
Lease liabilities	(272 108)	–	37 006	(235 102)
Trade and other payables	(91 696)	(25 608)	–	(117 304)
Revised net carrying value of assets held for sale and liabilities associated with assets held for sale	611 001	12 929	13 445	637 375

Reconciliation of held for sale balances to proceeds on disposal in the cash flow statement

	R'000
Revised net carrying value of disposal group	637 375
Add: profit on disposal	92 758
Proceeds on sale	730 133
Recovered as follows:	
Investment in 49% joint venture acquired	457 720
Cash proceeds on disposal of non-current assets held for sale per cash flow statement	272 413

8. RELATED PARTY TRANSACTIONS

The Group, in the ordinary course of business, enters into various transactions with related parties. Parties are related if one party can exercise joint control or exercise significant influence over the other party in making financial and operating decisions. These transactions are entered into under terms that are no more or less favourable than those entered into with external third parties.

Below is a list of significant related party transactions and balances for each year:

	Nature of relationship	Audited 31 December 2023 R'000	Audited 31 December 2022 R'000
Goods and services sold to:			
Portus Indico	Joint venture	159 785	134 693
Terminal De Carvão da Matola Limitada	Joint venture	124 380	284 933
Grindrod Rail Consultancy Services Proprietary Limited	Joint venture	25 102	47 208
Röhlig-Grindrod Proprietary Limited	Joint venture	88 148	40 642
Grindrod Logistics Proprietary Limited	Joint venture	210 437	–
France Rail Industry South Africa Proprietary Limited	Other related party*	761	751
WJ Grindrod and C Grindrod	Other related party**	–	32 736
Interest earned on loans to associates	Associates	–	77 269
Goods and services purchased from:			
Cockett Marine Oil Private Limited	Joint venture	1 766	52 234
Amounts due from related party:			
Maputo Intermodal Container Depot, S. A	Joint venture	78 119	86 494
Railco Africa Limited	Joint venture	1 052	74 644
RBT Grindrod Terminals Proprietary Limited	Joint venture	–	185 901
GPR Leasing Africa Proprietary Limited	Joint venture	89 256	97 817
Grindrod Logistics Proprietary Limited	Joint venture	316 558	–
France Rail Industry South Africa Proprietary Limited	Other related party*	18 772	–

* ZP Zatu Moloi, a non-executive director of Grindrod Limited, is a shareholder and director of this entity.

** WJ Grindrod, a non-executive director of Grindrod, and C Grindrod, purchased a UK residential property from the Group. The purchase price agreed was within the range of two valuations performed by independent valuers. The transaction was reviewed by the Group's lead independent non-executive director. The gross purchase price amounted to £1 650 000 (R35 564 265). The Company has finalised the regulatory requirements of this transaction, as announced on SENS on 03 April 2023.

NOTES TO THE FINANCIAL STATEMENTS continued

for the year ended 31 December 2023

9. CONTINGENT LIABILITIES

The Company guaranteed loans and facilities of subsidiaries and joint ventures amounting to R3 401.4 million (December 2022: R3 626.0 million) of which R1 696.6 million (December 2022: R1 589.2 million) had been utilised at year end.

Management is currently in an appeal process with South African Revenue Services around customs VAT on a leased vessel linked to its flagging. Supported by legal and tax advisors, the directors are of the view that the probability of a material liability arising is low.

Cockett is a 50% joint venture to the Group and have the below matters pending:

- Despite settlement in December 2020 of an investigation by Brazilian authorities into Cockett Group, the Cockett Group was under investigation by two other authorities. The settlement is still possibly subject to review by the Brazilian Federal General Controlling Office. It is not possible to estimate if or when this will happen, but no changes are expected even if such a review would occur. External legal counsel has been engaged to assist the Cockett Group in responding to such investigations in an open and transparent way and are proactively co-operating with the authorities concerned. One investigation has been dormant for more than four years. The other affected a small subsidiary of the Cockett Group and is now closed. Due to the abovementioned circumstances, any potential exposures (such as fines, penalties or legal costs) are not possible to determine and estimate at this stage.
- Cockett Marine South Africa is currently in legal proceedings with SARS in respect of penalties and custom duties amounting to R350.0 million (at 100%), on fuel exports. Management have repudiated the claims as Cockett Marine South Africa was neither the exporter on record nor did the company ever claim any rebates or refunds for customs duties from SARS, and as such, SARS need to look to the customer for recovery. Supported by legal advice, the directors are of the view that the probability of a material liability arising is low.

10. CAPITAL EXPENDITURE AND COMMITMENTS

	Capital commitments			Split as follows	
	2023 R million	2024 R million	2025 R million	Approved not contracted R million	Approved and contracted R million
	1 106.6	613.5	105.5	539.2	179.8
Port and Terminals	372.1	416.9	105.5	429.2	93.2
Logistics	719.1	196.6	-	110.0	86.6
Group	15.4	-	-	-	-
Split as follows:					
Subsidiaries	784.3	373.7	-	257.5	116.2
Joint ventures	322.3	239.8	105.5	281.7	63.6

Total capital expenditure was R1 106.6 million (December 2022: R767.4 million), of which 46% (December 2022: 64%) was expansionary and the balance maintenance or replacement capital expenditure.

11. CASH FLOW AND BORROWINGS

The financial position reflects net debt of R100.6 million (December 2022: R181.7 million). The Group generated operating profit before working capital cash flows of R1 455.3 million (December 2022: R1 952.8 million) during the year. Working capital contributed to a net outflow of R305.0 million (December 2022: R265.1 million).

12. STATEMENT OF FINANCIAL POSITION

With total assets of R14 572.1 million (December 2022: R13 829.5 million) and low gearing, the Group's financial position remains solid. Book net asset value per share is 1 368 cents (December 2022: 1 211 cents).

Shareholders' equity increased to R9 878.1 million (December 2022: R8 821.5 million) in the year mainly due to profits and gains in the foreign currency translation reserve. The increase of R441.3 million in the foreign currency translation reserve was due to the weaker closing Rand against the US dollar from R16.98/US\$ in December 2022 to R18.56/US\$ in December 2023.

Ordinary shares in issue remain unchanged from December 2022 at 698 031 586.

13. BASIS OF PREPARATION

The summarised consolidated financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting* and the requirements of the Companies Act of South Africa as applicable to summary financial statements.

These summarised consolidated financial statements have been prepared under the supervision of Fathima Ally, CA(SA) and were approved by the Board of directors on 04 April 2024, on recommendation from the Audit committee.

Accounting policies

The accounting policies adopted, and methods of computation used in the preparation of the summarised consolidated financial statements are in terms of IFRS and are consistent with those of the annual financial statements for the year ended 31 December 2022 except for IAS 40: Investment property and IFRS 17: Insurance contracts. Refer below for further details.

- IAS 40: Investment property*

In the past, the Bank, via the Private Equity and Property structures, invested in properties/property related investments to benefit from capital appreciation. With the disposal of Grindrod Bank on 01 November 2022 and the significant wind-down of the Private Equity and Property segment, in line with Grindrod's revised Freight Services strategy, the accounting policy for investment properties was revised. Effective 01 January 2023, the Group has changed its accounting policy for subsequent measurement of investment property from the fair value model to the cost model as this reflects more relevant and understandable information for users of the financial statements. The effect of the change in accounting policy resulted in the reversal of the cumulative fair value gains of R6.5 million. The effect of the change was not material and hence recognised in the current year.

- IFRS 17: Insurance contracts ("IFRS 17")*

IFRS 17 and amendments thereto as issued by the IASB became effective for annual periods beginning 01 January 2023. The standard aims to scope in contracts where a transference of risk from a third party to the Group has occurred. After completing a detailed impact analysis, the Group determined that there were no material impacts arising from the adoption of IFRS 17. With respect to financial guarantees, the Group will continue to account for these contracts in accordance with IFRS 9: Financial Instruments as per its existing policy, and as permitted by IFRS 17.

Trading profit is generated by the Group's operating activities and comprises revenue net of directly attributable costs and fair value gains and losses on financial instruments. Trading profit does not include finance related income and expenses. Trading profit is disclosed before expected credit losses, depreciation and amortisation, non-trading items and joint venture and associate equity accounted earnings.

Non-trading items are a non-IFRS measure and consist of items that are usually capital in nature or not of an operational nature. Non-trading items are those items excluded from headline earnings in accordance with the South African Institute of Chartered Accountants (SAICA) Circular 1/2023.

14. POST BALANCE SHEET EVENTS

The concession to operate the port of Maputo by MPDC, in which Grindrod holds a 24.7% share, was officially extended by 25 years to 2058. This is a non-adjusting post balance sheet event. There are no other material post balance sheet events to report.

GENERAL INFORMATION

- 121 List of abbreviations
- 122 Company information



ALL FOR AFRICA
 For our customers
 For our people
 For communities
 For transformation
 For collaboration
 For abundance
 For growth
 For the world.

LIST OF ABBREVIATIONS

Abbreviation	Definition
AAS	Adopt-a-School
ABC	Anti-Bribery and Corruption
AfCFTA	African Continental Free Trade Area
AGM	Annual General Meeting
B-BBEE	Broad-Based Black Economic Empowerment
BCEA	Basic Conditions of Employment Act
BBR	Beitbridge Bulawayo Railway Company in Zimbabwe
bcm	billion cubic metres
BDO	Binder Dijker Otte
Board	Grindrod Limited Board of Directors
C	Carbon
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CO ₂	Carbon dioxide
CO ₂ e	Carbon dioxide equivalent
Companies Act	South Africa Companies Act 2 No. 71 of 2008, as amended
Company	Grindrod Limited
COSO	Committee of Sponsoring Organisations of the Treadway Commission
COVID-19	Coronavirus disease
CRET	Cyril Ramaphosa Education Trust
CSDP	Central Securities Depository Participant
CSI	Corporate social investment
CV	Curriculum vitae
DOL	Department of Labour
DRC	Democratic Republic of the Congo
EAMT	East Africa Marine Transport
EBITDA	Earnings before interest, tax, depreciation and amortisation
EE	Employment equity
ED	Enterprise Development
ENS	Edward Nathan Sonnenbergs
ERM	Enterprise Risk Management
ERM (framework)	Enterprise Risk Management (framework)
ERP	Enterprise Resource Systems
ESG	Environmental, Social and Governance
EU	European Union
EV	Electrical vehicles
FATF	Financial Action Task Force
FSP	Forfeitable Share Plan
FTE	Full-time equivalent
GDP	Gross Domestic Product
GHG	Greenhouse gas
GLA	Grindrod Logistics Africa
GML	Grindrod Mozambique Limitada
GLM	Grindrod Logistics Mozambique Limitada
GLO	Grindrod Logistics operations (joint venture)
GMPT	Grindrod Multi Purpose Terminals
GRI	Global Reporting Initiative, as updated in 2021.

Abbreviation	Definition
Grindrod	Grindrod Limited
Group	Grindrod Limited, its subsidiary companies, joint ventures and associates
GRCS	Grindrod Rail Consultancy Services
HDI	Human Development Index
HEPS	Headline earnings per share
HR	Human Resources
ICAS	Independent Counselling and Advisory Services
ICT	Information and Communication Technology
IIRF	International Integrated Reporting Framework
IFRS	International Financial Reporting Standards
IMF	International Monetary Fund
IMS	Integrated Management System
IoT	Internet of Things
IR	Investor relations
IRBA	Independent Regulatory Board for Auditors
<IR>	Integrated Reporting
ISO	International Organisation for Standardisation
ISSB	IFRS International Sustainability Standards Board
IT	Information Technology
JSE	Johannesburg Stock Exchange Limited
King IV	The King IV Report on Corporate Governance™ for South Africa, 2016
kl	Kilolitre
KPI	Key performance indicator
KPMG	Klynveld Peat Marwick Goerdeler
kWh	Kilowatt hour
kWh/FTE	Kilowatt hour per full time employee
l	Litre/s
LNG	Liquefied natural gas
LPG	Petroleum and liquefied petroleum gas
LTIFR	Lost-time injury frequency rate
LTIP	Long-term incentive plan
m ²	Square metre
MAFR	Mandatory Audit Firm Rotation
MCTL	Maputo Car Terminal Limitada
MDP	Management Development Programme
MICD	Maputo Intermodal Container Depot
ML	Megalitre
MOI	Memorandum of Incorporation
MPDC	Maputo Port Development Company
MSR	Minimum Shareholding Requirements
mtpa	Million tonnes per annum
MW	Megawatt
n/a	Not Applicable
NED	Non-executive director
NGO	Non-governmental Organisation
NLPI	NLPI Limited
NO _x	Nitrous oxide

Abbreviation	Definition
NPAT	Net profit after tax
OCR	Optical character recognition
OECD	Organisation for Economic Co-operation and Development
OHS	Occupational health and safety
PA	Prudential Authority
PEP	Politically exposed person
POPIA	Protection of Personal Information Act
PWC	PricewaterhouseCoopers
ROE	Return on equity
ROIC	Return on invested capital
SA	South Africa
SADC	The Southern African Development Community
SAICA	South African Institute of Chartered Accountants
SAP	Systems, Applications and Products in Data Processing
SARB	South African Reserve Bank
SARS	South African Revenue Services
SDGs	United Nation's Sustainable Development Goals
SGM	Sturrock Grindrod Maritime
SHERQ	Safety, Health, Environment, Risk and Quality
SMDP	Senior management development programme
SMME	Small, medium and microenterprise
SNCC	Société Nationale de Chemin de Fer du Congo
SOx	Sulphur oxide
SOE	State-owned enterprise
STIP	Short-term incentive plan
SWLCA	Sibaccuse Women-Led Community Association
TASK	Tuned Assessment of Skills and Knowledge
TGP	Total guaranteed pay
TSR	Total Shareholder Return
TCM	Terminal de Carvão da Matola Limitada
TCOE	Total cost of employment
TCFD	Task Force on Climate-related Financial Disclosures
TEU	Twenty-foot equivalent unit
TMS	The Meeting Specialist Proprietary Limited
TNPA	Transnet National Ports Authority
TRP	Takeover Regulation Panel
UAE	United Arab Emirates
UCD	United Container Depots
UN	United Nations
US	United States
USD	United States Dollar
US\$	United States Dollar
VSD	Variable speed drive
WEF	World Economic Forum
WEO	World Economic Outlook
YES	Youth Employment Service
ZAR	South African Rand
£	British pound



COMPANY INFORMATION

Grindrod Limited

Registration number 1966/009846/06
Share code: GND & GNDP
ISIN: ZAE000072328 and ZAE000071106

Registered office and business address

Grindrod Mews
106 Margaret Mncadi Avenue
Durban
4001

Postal address

PO Box 1 Durban
4000

Contact details

P +27 31 304 1451

Website details

www.grindrod.com

Email address

grindrod@grindrod.com

Group Company Secretary

Vicky Commaille
P +27 31 302 7145

Grindrod ethics officer

Vicky Commaille
P +27 31 302 7145

Tip-offs Anonymous

FreePost KZN138, Umhlanga Rocks, 4320
Telephone – Freecall:
SA and Namibia 0800 213 118
Maputo 800 333 312 (Mozambique)
UAE 8000 3570 3346

www.tip-offs.com

Email address: grindrodethics@tipoffs.com
Free facsimile: 0800 007 788
(only from SA and Namibia)
International facsimile: +27 31 560 7395
SMS to 32840 (at the cost of R1.00 per SMS – SA only)

EthicsDefender

<https://grindrod.ethicsdefender.com>

Principal attorneys and legal advisors

ENS Attorneys
1 Richefond Circle
Ridgeside Office Park
Umhlanga, Durban
P +27 31 536 8600

Bankers

The Group maintains relationships with various registered national and international financial institutions

Registered auditors

Deloitte & Touche
5 Magwa Crescent
Waterfall City
Waterfall 2090
Johannesburg
P +27 11 806 5000

Share transfer secretaries

JSE Investor Services Proprietary Limited
JSE Building
One Exchange Square
2 Gwen Lane
Sandown
South Africa
2019

PO Box 4844
Johannesburg, 2000
P +27 86 154 6572
F +27 86 674 4381

Sponsor

Nedbank Corporate and Investment Banking, a division of Nedbank Limited
135 Rivonia Road
Sandown Sandton 2196

PO Box 1144
Johannesburg, 2000
Email: nedbanksponsor@nedbank.co.za

Integrated Annual Report

Vicky Commaille
Vicky.Commaille@grindrod.com
www.grindrod.com

