

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 56th 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, 25 May 2023 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 2.1: Re-election of directors retiring by rotation			
2.1.1 CA Carolus			
2.1.2 NL Sowazi			
Ordinary resolution 2.2: Election of member and appointment of Chair of the Audit committee – ZP Zatu Moloi			
Ordinary resolution 2.3: Election of members of the Audit committee			
2.3.1 D Malik			
2.3.2 B Magara			
Ordinary resolution 2.4: Re-appointment of independent auditors and the designated audit partner			
2.4.1 Re-appointment of Deloitte & Touche as independent auditors			
2.4.2 Re-appointment of M Holme as designated audit partner			
Ordinary resolution 2.5: General authority to directors to allot and issue ordinary shares			
Ordinary resolution 2.6: General authority to issue ordinary shares for cash			
Special resolution 3.1: Approval of non-executive directors' fees			
Special resolution 3.2: General authority to provide financial assistance in terms of section 44 of the Act			
Special resolution 3.3: General authority to provide financial assistance in terms of section 45 of the Act			
Special resolution 3.4: Repurchase of Grindrod's ordinary shares			
Special resolution 3.5: Replacement of MOI			
Non-binding advisory vote 4.1: Confirmation of the Group remuneration policy			
Non-binding advisory vote 4.2: Confirmation of the Group implementation report			
Non-binding advisory vote 4.3: Appointment of independent auditor for the financial year ending 31 December 2024			

Date

Signature:

Please read the notes and instructions overleaf.
This Form of Proxy is valid until conclusion of the Annual General Meeting on 25 May 2023.

NOTES TO THE FORM OF PROXY

1. 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.
2. In accordance with Grindrod's MOI, voting shall be by poll only.
3. 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.

1. 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.
2. 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.
3. The Chair of the Annual General Meeting shall be entitled to decline to accept the authority of a person signing the proxy form:
 - (a) under a power of attorney; or
 - (b) on behalf of a company;
4. 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.
5. 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.
6. 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.