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(Registration Number: 1966/009846/06)

BOARD CHARTER

1. Definitions

Unless the context indicates otherwise, the following words or terms of expressions shall have the meanings subscribed to them as set out hereunder;

- 1.1 “**AGM**” means the annual general meeting of shareholders of the Company in terms of Section 61(7) of the Companies Act.
- 1.2 “**Board**” means the board of directors of the Company as constituted from time to time in accordance with the Companies Act and the MOI;
- 1.3 “**Board Charter**” means the approved Grindrod Limited Board Charter as may be amended from time to time;
- 1.4 “**Capitals**” means the stocks of value on which the company depends for its success as inputs to its business model, known as the Grindrod Resources, and which are increased, decreased or transformed through the company’s business activities and outputs. The six capitals are financial (Our Money); manufactured (Our Assets); intellectual (Our Skills); human (Our People); social and relationship (Our Relationships) as well as natural capital (Our Environment);
- 1.5 “**Chair**” means the chair of the Board from time to time;
- 1.6 “**CEO**” means the chief executive officer of the Company from time to time;
- 1.7 “**Committees**” means the committees of the Board, whether statutory in nature or with delegated authority, as more fully set out in Clause 9 below;
- 1.8 “**Companies Act**” means the Companies Act No 71 of 2008, as amended;
- 1.9 “**Company**” means Grindrod Limited (Registration Number 1966/009846/06), including its subsidiaries;

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- 1.10 “**Directors**” means appointed or elected members of the board of directors of the Company from time to time;
- 1.11 “**ESG**” means environment, social and governance;
- 1.12 “**Executive Committee**” means the Executive Committee of the Company;
- 1.13 “**Financial Director**” means the director of the Company that has primary responsibility for managing the company's finances, including financial planning, management of financial risks, record-keeping, and financial reporting;
- 1.14 “**Group**” means the Company, its subsidiaries, divisions, joint ventures, associates and any other statutory entities in which the Company has ownership;
- 1.15 “**IFRS**” means International Financial Reporting Standards of the International Accounting Standards Board or its successor body;
- 1.16 “**Integrated Thinking**” means the active consideration by the Company of the relationships between its various operating and functional units and the Capitals it uses or affects;
- 1.17 “**King IV**” means the King IV Report on Governance for South Africa 2016;
- 1.18 “**Lead Independent Director (LID)**” means the Lead Independent Director appointed by the Board from time to time, whose role and responsibilities are more fully set out in Clause 8 below;
- 1.19 “**Limits of Authority**” means the company’s internal framework regulating levels of authority for various transactions, as amended from time to time;
- 1.20 “**Listings Requirements**” means the rules and procedures governing *inter alia* all corporate actions and continuing obligations applicable to the Company as issuer, of the JSE Limited, as may be amended or replaced from time to time;
- 1.21 “**Mol**” means Memorandum of Incorporation of the Company, a document that sets out the rights, duties and responsibilities of

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shareholders, directors and others within and in relation to a company, and by which a company is incorporated under the Act or a pre-existing company was structured and governed before the date that the Act came into operation;

- 1.22 “**Secretary**” means the group company secretary in office from time to time or her nominee whose role and functions are more fully set out in Clause 5 below;
- 1.23 “**Stakeholders**” means any group affected by and affecting the Company’s operations.
- 1.24 “**Triple Context**” means the combined context of the economy, society and environment in which the Company operates.

2. **Introduction**

In furtherance of its commitment to achieving best practice standards of corporate governance based on locally and internationally acceptable standards, which includes commitment to compliance with King IV, the Companies Act and the Listings Requirements, the Board of the Company has adopted this Board Charter.

3. **Appointment and Composition**

- 3.1 The Board shall consist of not less than five members as per the MOI of the company. Subject to the Companies Act and the Listings Requirements, the shareholders of the Company may from time to time increase or decrease such minimum number of directors.
- 3.2 Additional appointments to the Board may be made by the Directors, provided such appointments are confirmed at the following AGM or other shareholders meeting.
- 3.3 At each AGM, not less than one-third of the Directors must retire, being those Directors longest in office since their appointment or last re-election and may, if available, be proposed for re-election.
- 3.4 The Directors shall elect a Chair of the Board annually at the first Board meeting following the AGM of the Company, who shall be independent.
- 3.5 The roles of the Chair and the CEO shall be separate.
- 3.6 In the unlikely event of the Chair not being independent, or not being classified as such by the Board, assisted by the Nomination

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Committee, the Directors shall elect a LID of the Board within twenty (20) business days of such event. .

- 3.7 The Board shall be unitary in nature, balanced between executive and non-executive directors, with a majority of non-executive directors, most of whom should be independent.
- 3.8 The Board shall have the authority to remove any Director from the Board.
- 3.9 The composition of the Board, (including its size, balance of knowledge, skills, experience, diversity, demographics and independence), its continuity, retirements and appointments of additional and replacement Directors, shall be considered by the Nomination and Governance Committee, which shall make appropriate recommendations and nominations to the Board.
- 3.10 Directors shall be appointed for their business acumen and skills pertinent to the business, strategic intent and risks of the Company to ensure the Board is able to carry out its duties.
- 3.11 The Board should ensure that there is an appropriate balance of power and authority on the Board, such that no single individual or group of individuals can dominate the Board.
- 3.12 Executive Directors must retire in that capacity by no later than the age of 63 years or such later date as determined by the Board. Non-executive Directors are to retire by no later than the age of 70 years or such later date as determined by the Board.
- 4. Ineligibility and disqualification of members**
A person is ineligible or disqualified to become a board member if such a person is ineligible or disqualified in terms of Section 69 of the Companies Act.
- 5. Secretary**
- 5.1 The Secretary or her nominee shall act as the secretary of the Board.
- 5.2 The Secretary, in consultation with the Chair, the CEO and the Financial Director, as required, shall prepare an annual work plan for the Board to ensure that all matters to be considered by the Board are addressed at the Board meetings for the year.

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- 5.3 The annual work plan shall include quarterly updates of relevant information relating to the company's operations, its external environment, applicable technology and innovation as well as legislative and regulatory updates, in order to ensure that the Directors are kept duly informed.
- 5.4 The Secretary, in consultation with the Chair, the CEO and the Financial Director, as required, shall prepare a detailed agenda for each meeting in accordance with the annual work plan.
- 5.5 The agenda, together with sufficient and relevant supporting documents, shall be circulated to the Directors at least five (5) business days prior to each Board meeting to ensure proper preparation and to support quality decision making.
- 5.6 The Secretary or her nominee shall take written minutes of all meetings of the board, which shall include key action items and an accurate record of decisions; circulate them to the members as soon as reasonably possible for correctness and ensure that the Chair signs the minutes as a correct reflection of the proceedings at the meetings.
- 5.7 The Secretary shall maintain a minute book and a register of all resolutions of the Board, whether taken at a meeting or by means of round robin resolutions.
- 5.8 The Secretary shall keep the Board informed of all share transactions and shareholdings of all Directors of the Company.
- 5.9 The Secretary shall maintain a register of interest of all Directors, reflecting shareholding in the Company and any of its subsidiaries, directorships and any other positions of trust held as well as any potential or actual conflicts of interest with the Company or any of its subsidiaries. Such register shall be updated on a bi-annual basis.
- 5.10 Dates of meetings shall be set in advance to aim for full attendance.
- 5.11 In addition to the detail as set out in this Clause 5, the Secretary shall be responsible for the efficient administration and governance of the Company, particularly with regard to ensuring compliance with statutory and regulatory requirements and that the decisions of the Board and its Committees are implemented.

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6. Mandate, fiduciary duties and responsibilities

The Board has the overall mandate to ensure that the company has an ethical culture and legitimacy and delivers good performance with effective controls. The Directors have the following fiduciary duties and responsibilities:

Leadership

- 6.1 The Board should lead ethically and effectively, based on the values of integrity; responsibility; accountability; fairness; transparency, professionalism and respect.
- 6.2 The Directors should always act in good faith, with the necessary due care, skill and diligence in the best interests of the Company.
- 6.3 Directors should ensure that they continuously have sufficient working knowledge of the organisation, its industry, the Triple Context in which the Company operates and the Capitals it uses and affects as well as the applicable laws, rules, regulations, codes and standards.
- 6.4 The Directors should accept collective responsibility for setting the direction of the Company, approving policy and planning, overseeing and monitoring implementation and execution by management and ensuring accountability for the Company's performance.
- 6.5 The Directors should guide the Company to ensure that the natural environment, society and future generations are not unduly adversely affected.
- 6.6 The Board should ensure the continued entrenchment of an ethical culture of the Company.

Responsible corporate citizenship

- 6.7 The Board should ensure that the Company remains and is perceived to be a responsible corporate citizen as the ultimate custodian of the corporate governance of the Company.
- 6.8 The Board should ensure the continued legal and other compliance of the Company.
- 6.9 The Board should ensure that a stakeholder-inclusive approach is followed, which balances the needs, interests and reasonable expectations of all stakeholders in the best interest of the Company

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to create inclusive growth and value for both the Company and its stakeholders.

Strategy and performance

- 6.10 The Board should approve the strategy of the Company, which is influenced by the legitimate needs and expectations of stakeholders; the risks and opportunities connected to the Triple Context in which the Company operates; the available resources and relationships with stakeholders; the impact of the Company on the Capitals and the interconnectivity and interdependence of all such factors.
- 6.11 The Board should practice integrated thinking in their deliberations and decision-making and promote such thinking across the Company
- 6.12 The Board is responsible to oversee and monitor the implementation and execution of the strategy, which includes policies and operational plans, and the continual assessment and response to negative consequences of the Company's activities and outputs on the triple context in which it operates and the Capitals it affects.
- 6.13 The Board should govern risk, with the assistance of the Risk Committee, as well as technology and information, in the furtherance of setting and achieving the Company's strategic objectives.
- 6.14 The Board, with the assistance of the Remuneration Committee, should ensure that the Company remunerates fairly, responsibly and transparently.
- 6.15 The Board, with the assistance of the Audit Committee, should ensure an effective control environment is maintained, which supports the integrity of information for internal decision-making and external reporting.

Reporting

- 6.16 The Board should ensure that the Company provides timeous, material, relevant, consistent, accurate and compliant information to its stakeholders, which includes the delivery of the integrated annual report, annual financial statements, interim reports and other relevant external reports, based on international best practice, including, but not limited to IFRS, the Companies Act, The Listings Requirements, and International Integrated Reporting Framework. Such information should enable the stakeholders to make informed assessments of the Company's performance and its prospects.

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7. **Role and responsibilities of the Chair**

The role, functions and responsibilities of the Chair are the following:

- 7.1 To act, be seen to be, and be classified as independent.
- 7.2 To set an ethical tone.
- 7.3 To provide overall ethical and effective leadership.
- 7.4 To ensure a robust selection and appointment process for Directors, and to oversee a formal succession plan for the Board and its committees.
- 7.5 To chair meetings, other than those chaired by the LID, where applicable inclusively and collaboratively, with the outcome of achieving the Company's strategic objectives in mind,
- 7.6 To manage conflicts of interest.
- 7.7 To act as the conduit between the Board, the LID, where applicable and management.
- 7.8 To ensure that an inclusive stakeholder approach is followed with the purpose of creating shared value for the Company and its stakeholders.

8. **Role and responsibilities of the Lead Independent Director**

The role, functions and responsibilities of the LID are the following:

- 8.1 To lead the Company, in cooperation with the Chair.
- 8.2 To act as a confidant for the Chair.
- 8.3 To assist the Chair to act as conduit between the Board and management.
- 8.4 To assist the Chair with engaging with shareholders and other key stakeholders of the Company.

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- 8.5 To strengthen the independence of the board, considering the Chair acting in an executive capacity.
- 8.6 To chair discussions and engagements of the Board in instances where the Chair has a conflict of interest.
- 8.7 To lead the performance evaluation of the Chair.

9. **Board Committees**

The Board is authorised to delegate certain of its duties to sub committees to assist with the effective execution of its duties. Such delegation should ensure effective collaboration, complementary rather than competing approaches and a balance of power.

The following are the duly constituted committees of the Board, as per their respective Terms of Reference.

9.1 **Audit Committee**

9.1.1 The Audit Committee is a statutory committee, the members of which are appointed annually by the shareholders at the AGM

9.1.2 The Audit Committee is primarily responsible to provide independent oversight of the effectiveness of the Company's assurance functions and services, the combined assurance model, internal and external audit; the finance function; the integrity of the annual financial statements and the integrated report and monitoring the management of the financial risks of the Company.

9.2 **Nomination and Governance Committee**

9.2.1 The Nomination and Governance Committee is primarily responsible for the processes of nominating, electing and appointing Board members; succession planning as well as board and committee performance evaluation.

9.3 **Risk Committee**

9.3.1 The Risk Committee is primarily responsible for the governance of risks and opportunities to support the Company in setting and achieving its strategic objectives.

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9.4 *Remuneration Committee*
9.4.1 The Remuneration Committee is primarily responsible to ensure that employees are remunerated fairly, responsibly and transparently to assist the Company in achieving its strategic objectives.

9.5 *Social, Ethics and Sustainability*
9.5.1 The Social, Ethics and Sustainability Committee is primarily responsible to ensure that the Company acts as and is seen as a law-abiding, responsible corporate citizen, acting ethically, and ensuring sustainable development and managing stakeholder relationships.

9.6 *Investment Committee*
9.6.1 The Investment Committee reviews and advises on capital and other applications in terms of the Company's Limits of Authority and board approved strategy.

10. Meeting procedures

10.1 *Frequency*
The Board shall meet at least four (4) times a year. Further meetings may be called by the Chair of the Board or other members of the Board, and shall be governed by the provisions of the Company's MOI relating to meeting procedures.

10.2 *Quorum, attendance and voting*
10.2.1 A quorum for a meeting of the Board shall be half the current number of board members plus one member present personally, or by electronic means and no business shall be transacted at a meeting of the Board unless the requisite quorum is present.

10.2.2
Voting can take place in person, by teleconference, video conference or such other electronic means which may come into use in the future. Each director shall have one vote and all resolutions shall be passed by simple majority, unless specifically and expressly stipulated otherwise. All dissenting votes shall be duly recorded, whether in the meeting minutes or otherwise. Dissenting directors are to adhere to the Code of Ethics and ensure confidentiality is maintained in line with their duty to act in the best interests of the company.

10.2.3 Provided that notice is given to all Board members, a decision that could be voted on at a meeting of the Board may instead

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be adopted by written consent of a majority of the Board given in person or by electronic communication on a round robin basis.

10.2.4 A decision made by the Board as set out in paragraph 10.2.3 above, will be of the same effect as if the decision had been approved by voting at the meeting of the Board.

10.2.5 Senior management, assurance providers and professional advisors may attend Board meetings on invitation, but will not form part of the quorum or be entitled to vote at meetings.

10.2.6 Members must attend all Board meetings, unless a prior apology with reasons has been submitted to the Secretary and the Chair.

10.2.7 Meetings of the Board may be conducted by electronic communication, one or more Directors may participate in a meeting by electronic communication provided the electronic communication facility employed ordinarily enables all persons participating in that meeting to communicate concurrently with each other without an intermediary and to participate effectively in the meeting.

11. General

11.1 An induction programme will be followed to familiarise newly appointed Directors with the Company's operations, senior management, its business environment and the sustainability issues relevant to its business.

11.2 The following will be done on an annual basis:

11.2.1 Review the performance of the Board, its committees, its chairperson and its individual members;

11.2.2 Review its Board Charter to ensure optimal effectiveness; and

11.2.3 Review and approve its Annual Work Plan.