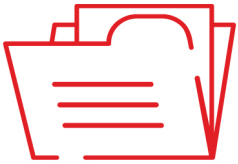




GRINDROD//Policy Conflict of interest





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1 Overview

Grindrod is committed to good governance principles as established in the Companies Act and in compliance with the King IV Report. This Policy therefore aims to identify conflict of interest situations and provide guidance in order to protect the interests of Grindrod, employees and other relevant stakeholders from impropriety and to entrench compliance.

2 Policy Provisions

To prevent a breach of fiduciary duties, an employee of Grindrod may not, without the prior approval of a relevant Divisional Chief Executive or Chief Executive Officer:

- 2.1 Enter into a second contract of employment if such an employer's business interest is in conflict with Grindrod's;
- 2.2 Have any outside interests in any transactions to which Grindrod is a party, if such interests might in any way influence the performance of his duties for Grindrod;
- 2.3 Use or disclose any information obtained from Grindrod sources, which is not generally available to the public, for personal gain or for any reason other than that authorised for Grindrod purposes;
- 2.4 Authorise a loan to one's self;
- 2.5 Act in contradiction to Grindrod's procurement policy;
- 2.6 Secure, source, canvass or promote any business or business activities within Grindrod for an external company, supplier or contractor where such employee stands to gain directly or indirectly as friends, family, or in any other way which may be deemed to be personal or unethical;
- 2.7 Act in any other manner that could be construed or interpreted as a conflict of interest.
- 2.8 Influence or attempt to influence any third party, with the view of obtaining any appointment, promotion, privilege, advantage or benefit for themselves and/or a family member, friend or associate entity;
- 2.9 Make judgements on behalf of Grindrod concerning a matter in which that staff member, or member's spouse, partner or business associate, has a direct or indirect personal or private business interest;
- 2.10 Mislead or attempt to mislead Grindrod in its consideration of any matter;
- 2.11 Be involved in an external business venture with another employee from within Grindrod;
- 2.12 Disclose any privileged or confidential matters or information;
- 2.13 Be a party to a contract for the provision of goods or services supplied to Grindrod, or for the performance of any Grindrod work other than what the person is employed to do;
- 2.14 Obtain any financial interest in any business of Grindrod or be engaged in any business, trade or profession other than the work of Grindrod; and/or
- 2.15 Conceal any benefit acquired or stand to acquire directly or indirectly from a contract concluded with Grindrod, and fail to submit full details of such direct or indirect benefit.

3 Gifts and services

- 3.1 An employee shall not receive significant gifts from existing or potential suppliers and/or clients whereby an inappropriate reciprocity may be expected impacting business transactions. All gifts received and given should be entered into the gift register as per the Grindrod Gift Policy.
- 3.2 Giving or the receipt of common courtesies and reasonable entertainment appropriate to the business relationship are acceptable business practice, provided they are sanctioned in writing by the relevant immediate superior prior to acceptance and recorder in the gift register as per the Grindrod Gift Policy.
- 3.3 To avoid conflicts of interest related to accepting and giving gifts and entertainment, appropriate Grindrod stakeholders must:
 - Not solicit or accept any item of value, including money, in return for an action or omission, nor act in a manner that could reasonably be perceived as creating an obligation to perform such an action or omission.
 - Not give or receive gifts with the purpose of inappropriately influencing people or the purpose of acquiring a benefit that could be considered unfair.
 - Not give or receive cash gifts of any value.
 - Declare all gifts given or received with a commercial value above R5 000 in the Grindrod Gifts Register, which is accessible on the intranet.
- 3.4 One should refrain from giving or receiving gifts when it:
 - Is against the Grindrod Code of Ethics, Gifts Policy or other rules, procedures and policies, or established standards of practice.
 - Amounts to improper, unethical or unlawful conduct.
 - Amounts to a waste of Grindrod resources.
 - Makes you feel uncomfortable in terms of your experience with the standards you believe that Grindrod subscribes to.
 - Constitutes an attempt to cover up any of these types of actions.

4 Annual disclosure agreement

An employee shall complete a declaration form identifying any relationships, positions, circumstances in which the same employee is involved in, or connected to, which may result in a conflict of interest, upon commencement of his / her employment.

