2024

GRINDROD LIMITED **ANNUAL FINANCIAL STATEMENTS**

for the year ended 31 December 2024

PORT
TERMINALS
LOGISTICS

GRINDROD

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APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS

for the year ended 31 December 2024

The preparation of the consolidated and separate Annual Financial Statements that fairly represent the results of the Group in accordance with the Companies Act, No 71 of 2008 (Companies Act), IFRS® Accounting Standards, SAICA Financial Reporting Guides (as issued by the Accounting Practices Committee), the Financial Reporting Pronouncements (as issued by the Financial Reporting Standards Council) and JSE Listings Requirements is ultimately the responsibility of the directors.

The Board also ensures an independent audit of the Annual Financial Statements by the external auditor. The Board confirms that the internal accounting control systems have adequate verification and maintenance of accountability for Grindrod Limited's (Grindrod or the Company) assets, and assure the integrity of the Annual Financial Statements. There was no major breakdown in controls experienced during 2024 that could undermine the reliability of the Annual Financial Statements. Based on the financial performance of the Grindrod Group, its cash flow projection to the end of March 2026, secured funding lines, and positive solvency and liquidity tests, the directors confirm their view that the Grindrod Group will remain operational for the foreseeable future. The Annual Financial Statements were consequently prepared on a going concern basis.

At the Board meeting held on 03 April 2025, the Board of Directors approved the Annual Financial Statements and further authorised Cheryl Carolus and Xolani Mbambo in their respective capacities as chairperson and Chief Executive Officer to sign off the Annual Financial Statements. The Annual Financial Statements which appear on pages 9 to 70, are therefore signed on its behalf by:

Cheryl Carolus
Chairperson

Durban
03 April 2025

Xolani Mbambo
Chief Executive Officer (CEO)

Durban
03 April 2025

CEO AND CFO RESPONSIBILITY STATEMENT

for the year ended 31 December 2024

Each of the directors, whose names are stated below, hereby confirm that:

(a) The Annual Financial Statements set out on pages 9 to 70, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS Accounting Standards;

(b) To the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the Annual Financial Statements false or misleading;

(c) Internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries have been provided to effectively prepare the financial statements of the issuer;

(d) The internal financial controls are adequate and effective and can be relied upon in compiling the Annual Financial Statements, having fulfilled our role and function as executive directors with primary responsibility for implementation and execution of controls;

(e) Where we are not satisfied, we have disclosed to the Audit committee and the auditors the deficiencies in design and operational effectiveness of the internal financial controls and have taken steps to remedy the deficiencies; and

(f) We are not aware of any fraud involving directors.

Fathima Ally CA (SA)
Chief Financial Officer (CFO)

Durban
03 April 2025

Xolani Mbambo
Chief Executive Officer (CEO)

Durban
03 April 2025

COMPLIANCE STATEMENT BY THE GROUP COMPANY SECRETARY

for the year ended 31 December 2024

The Group Company secretary of Grindrod Limited certifies that, in terms of section 88(2) of the Companies Act, No 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 2024.

Vicky Commaille
Group Company Secretary

Durban
03 April 2025

PREPARATION OF THE ANNUAL FINANCIAL STATEMENTS

for the year ended 31 December 2024

The consolidated and separate Annual Financial Statements, which appear on pages 9 to 70 have been prepared under the supervision of Fathima Ally, CA (SA) and were approved by the Board of Directors on 03 April 2025.

Fathima Ally CA (SA)
Chief Financial Officer

Durban
03 April 2025

REPORT OF THE AUDIT COMMITTEE
for the year ended 31 December 2024

AUDIT COMMITTEE

The Audit committee is a statutory Board sub-committee appointed by the shareholders to assist the Grindrod Board of Directors (Board) in its corporate governance supervision responsibilities. The committee operates independently of management, is free of any organisational restraint or pressure and acts in accordance with its statutory duties and the delegated authority of the Board, within formally approved Terms of Reference, which are reviewed and approved annually.

ROLE OF THE COMMITTEE

The committee:

- 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 financial statements;
- Oversees the qualifications, independence and effectiveness of the internal and external audit functions;
- Investigates any activity within the scope of its terms of reference; and
- Obtains independent professional advice to ensure effective governance.

The committee is responsible for ensuring appropriate corporate governance and compliance within the scope of its mandate, with a specific focus on the potential risks to Grindrod, and for IT governance and the strategic alignment of IT with the performance and sustainability objectives of Grindrod. The committee is also, subject to Board approval, authorised to investigate any activity within the scope of its Terms of Reference and to interact with directors, management, employees and assurance providers and to obtain independent professional advice to ensure effective governance. The committee has decision-making authority regarding its statutory duties and is accountable to the Board and Grindrod's shareholders.

COMPOSITION AND COMMITTEE MEETINGS

The committee composition adheres to the requirements of the Companies Act, the JSE Listings Requirements and King IV. The chairperson of the Board may not serve as chairperson or as a member of the committee. The committee comprises three independent non-executive directors, all of whom are financially literate. During the year under review, at the annual general meeting held 23 May 2024, shareholders confirmed the election of Zimkhitha Zatu Moloi as member and chairperson of the Audit committee and Deepak Malik and Ben Magara as members.

Ben Magara, following his appointment as CEO of Exxaro Resources effective 01 April 2025, resigned from the Board and as member of the Audit committee, also effective 01 April 2025. Andile Khumalo, following his appointment to the Board on 01 November 2024, is recommended to the shareholders for election as member of the Audit committee.

The independence of the Audit committee and performance of its members was evaluated by the Nomination and Governance committee during February 2025. The Board proposes the election of Zimkhitha Zatu Moloi, Deepak Malik and Andile Khumalo as members of the Audit committee at the forthcoming Annual General Meeting. More details of these directors are provided on page 9 of the integrated annual report.

The committee invites the Board chairperson, the CEO, the CFO, together with the internal audit manager and representatives of the external auditor to attend its meetings.

Committee members meet at scheduled meetings twice a year and at unscheduled meetings as and when required. Two special audit committee meetings were held during the reporting period, these being to review and approve the annual financial statements, integrated annual report and no change statement for the 2023 financial year held in April 2024; and to review the internal audit function and external audit transition during November 2024.

Attendance of committee members at the meetings of the committee during the year was 100%, as detailed on page 10 of the integrated annual report.

Fees paid to the committee members are reflected on page 85 in the remuneration report, and the proposed fees for 2025 are detailed on page 92 of the integrated annual report.

The Group Company Secretary serves as secretary to the committee. The internal and external auditors have unrestricted access to the chairperson and members of the committee. During 2024, the committee had four meetings with the internal auditors and four meetings with the external auditor without management being present. During these meetings no material issues were raised that needed escalation to the Board.

KEY ACTIVITIES 2024

In terms of its mandate, matters considered by the Audit committee, based on its annual work plan for 2024, included:

- Ensuring that appropriate financial reporting procedures exist and are working, including the consideration of all entities forming part of the consolidated Group financial statements and reviewing the ERM framework, financial reporting risks, internal controls and the combined assurance received;
- Ensuring access to all financial information required to effectively report on the financial statements of the Group;
- Reviewing and confirming the going concern status;
- Reviewing the annual financial statements and results and dividend announcement for the year ended 31 December 2023 and the 2023 integrated annual report in line with applicable legislative and regulatory compliance and recommendation thereof for approval by the Board of directors, and ensuring the integrity and effectiveness of reporting in the integrated annual report, and the internal financial controls attestation as well as the limited assurance report for non-financial information contained in the 2023 integrated annual report;
- Requesting and receiving all decision letters, findings and reports from the external auditor in compliance with the JSE Listings Requirements;
- Assessing the suitability, expertise and experience of the Financial Director and the expertise, experience and resources of Grindrod's finance function; and following assessment, resolved that the Group Financial Director had the necessary expertise and experience to carry out her duties, and that the Finance function was adequately experienced and resourced;
- Assessing the independence, effectiveness and performance of the internal audit function; and following assessment, resolved that the performance of the internal audit function to be satisfactory;
- Reviewing and approving the internal audit charter, annual work plan and internal audit fees;
- Reviewing the combined assurance model and the effectiveness of the process for identifying, assessing and reporting on significant internal financial-control and fraud risks as related to financial reporting;
- Oversight of the audit firm transition for the 2024 financial reporting year;
- Reviewing the external auditor's work plan, staffing, independence, effectiveness, audit findings, key audit risks and external audit report;
- Following assessment of independence and performance, recommending the independent external auditor and the designated audit partner and the approval of their terms of engagement and fees for audit services, for approval by shareholders at the Annual General Meeting;
- Reviewing the extent of non-audit services provided by the independent external auditor including approval of the related fees;
- Reviewing the non-audit services policy to ensure the policy was in line with regulatory requirements and best practice;
- Reviewing the Group IT governance report and IT risks, and evaluation of audit assessments of IT-related controls performed by the internal and external auditors together with the appropriateness of actions taken by management to address key issues identified; and
- Evaluating the performance of the Audit committee.

REPORT OF THE AUDIT COMMITTEE continued
for the year ended 31 December 2024

SIGNIFICANT AREAS OF JUDGEMENT

Many areas within the financial statements require judgement, which are set out in note 1 of the Annual Financial Statements.

KEY AUDIT MATTER

The Committee applied its mind to the key audit matter identified by the external auditor and is comfortable that this has been adequately addressed and disclosed. The item, which required significant judgment is detailed below:

Investment in joint venture with potential voting rights

As described in note 1 Key Accounting Estimates and Judgements management assesses contractual agreements in determining the classification of its joint arrangements. Under contractual agreements, where neither party has the right to unilaterally control the investee and unanimous consent is required for decisions made with regards to the relevant activities of the investee, such entities are classified as joint ventures.

The determination will include the consideration of voting rights, potential voting rights and the limits of authority as detailed in the agreements. An investor might own instruments that, if exercised or converted, give the investor voting power over the relevant activities of the joint venture.

The contractual agreement relating to Grindrod's investment in Grindrod Logistics Proprietary Limited provides the investor with potential voting rights as part of the extensive dispute resolution process.

Management has identified operational barriers which result in the right held by the co-investor not being currently exercisable. The operational barriers include, amongst other considerations, strategic leases and terminal operator licenses used in the operations of Grindrod Logistics Proprietary Limited which are held by Grindrod.

The investment in joint ventures is considered a Key Audit Matter due to the complexity in the classification of the investment, and the significant judgement applied by management in determining the existence of operational barriers which caused the potential voting rights held by the co-investor in Grindrod Logistics Proprietary Limited to be identified as not being substantive, and the magnitude of the investment in joint ventures balance to the consolidated financial statements.

INTERNAL FINANCIAL CONTROLS ATTESTATION

In terms of paragraph 3.84(k) of the JSE Listings Requirements, the CEO and CFO are to make positive statements around their responsibilities to ensure the establishment and maintenance of internal financial controls over the Annual Financial Statement preparation.

The committee has overseen a process guided by principle 15 of the King Code, by which Grindrod's management and internal audit performed an assessment of the effectiveness of the Company and its consolidated subsidiaries internal financial controls, and that these functions support the integrity of information for Grindrod's Annual Financial Statements preparation.

The following was assessed to substantiate the CEO and CFO's attestation of financial controls:

- The determination of materiality and the identification of risks associated with significant subsidiaries;
- Testing the design and implementation of financial controls and utilising internal audit as well as management self-assessments to test the operating effectiveness of financial controls; and
- Obtaining assurance letters including control attestations from divisional heads.

The CEO, CFO and the internal audit reviewed the internal financial controls and reported their findings to the Audit committee.

The Audit committee considered the identified deficiencies as well as management's responses (and mitigations) and agreed action plans to remediate in the short term, where not already reported as remediated by management and/or internal audit.

The Audit committee was satisfied that none of the deficiencies identified were pervasive to all subsidiaries nor resulted in any loss to the Group. They also did not arise because of fraud by senior management.

As a result, the Audit committee was satisfied with the CEO and CFO internal financial control attestation for the year ended 31 December 2024.

ANNUAL FINANCIAL STATEMENTS

Following the committee's review of the Annual Financial Statements for the year ended 31 December 2024, it is of the opinion that, in all material respects, they comply with the relevant provisions of the Companies Act and IFRS Accounting Standards as issued by the IASB, and the JSE Listings Requirements and fairly present the results of operations, cash flows and the financial position of Grindrod. On this basis, the committee recommended that the Board of Directors approve the Annual Financial Statements of Grindrod for the year ended 31 December 2024.

INTEGRATED ANNUAL REPORT

The committee reviewed this report, taking cognisance of material factors and risks that may impact the integrity thereof and recommended that the Board of directors approve the integrated annual report of Grindrod for the year ended 31 December 2024.

EXTERNAL AUDITOR ROTATION

PricewaterhouseCoopers Incorporated (PwC) were appointed as the Group's external auditor following shareholder approval in May 2024, following a robust and comprehensive screening and bid evaluation process. The committee is satisfied that in discharging its duties in terms of its mandate, PwC is independent of the group. In reaching this conclusion, the committee considered PwC's independence processes, and the extent of non-audit services provided which was found to be minimal and related to permitted consultant advisory services. External audit fees approved for the 2024 financial year amounted to R21.0 million and the total non-audit services for the 2024 financial year performed by PwC was R0.1 million.

Following its assessment and review, the committee accepted the Audit committee pack submitted by the external auditor as required in terms of the JSE Listings Requirements and confirmed that the external auditor and designated audit partner, Nqaba Ndiweni met the required standards prescribed by the JSE Listings Requirements.

Zimkhitha Zatu Moloi

Chairperson

03 April 2025

DIRECTORS' REPORT
for the year ended 31 December 2024

The directors have pleasure in presenting the consolidated and separate Annual Financial Statements of Grindrod Limited for the year ended 31 December 2024.

NATURE OF BUSINESS

Grindrod is a logistics company with significant investments in the marine fuel trading sector. Its key operations consist of Port and Terminals which provide dry-bulk commodities handling services along key trade corridors in South Africa, Mozambique and Namibia. The Logistics segment operates a ships agency, clearing and forwarding and rail services as well as container handling landside operations.

REVIEW OF OPERATIONS

The financial results for the year ended 31 December 2024 and the results of operations are covered in the consolidated and separate statements of financial position, income statements, statements of comprehensive income and segmental analysis on pages 9 to 16, 64 and 65.

CORPORATE TRANSACTIONS

The Group divested from Railco Africa Limited, a 42.3% held joint venture arrangement in early April 2024, exiting the investment through a repurchase by Railco Africa Limited of its shares from the Group and settlement of the repurchase proceeds through an asset split.

In addition, the Group purchased the remaining 57.7% of Grindrod Rail Consultancy Services Proprietary Limited. The acquisition is in line with Grindrod's strategic intent to build an effective rail offering on the key corridors in which it operates, accelerating growth in volumes and enabling integrated pit-to-port solutions.

The signing of the agreement to acquire the remaining 35% shareholding in Terminal de Carvão da Matola (TCM), currently a 65% owned joint venture, was a strategic milestone for Grindrod in 2024. One final regulatory condition precedent remains before the transaction can be concluded, following which, TCM will be consolidated.

Subsequent to year end, all conditions precedent relating to the transaction to dispose of the North Coast property loans and investments were fulfilled and proceeds of R500 million were received in full.

SHARE CAPITAL

Details of the authorised and issued shares are shown in note 14 on page 33 and the share analysis on pages 71 to 72. The directors propose that the general authority be granted to them to repurchase ordinary shares as opportunities present themselves be renewed at the forthcoming Annual General Meeting.

ORDINARY AND PREFERENCE DIVIDENDS

Notice is hereby given that a final gross ordinary dividend of 17.0 cents per share (2023: 38.0 cents per share) has been declared out of income reserves for the year ended 31 December 2024. The final net ordinary dividend is 13.6 cents per share for ordinary shareholders who are not exempt from dividends tax.

As at the date of this announcement, there were 698 031 586 ordinary shares in issue.

The directors declared a final dividend of 513.0 cents (2023: 521.0) cents per preference share.

SPECIAL RESOLUTIONS

Apart from special resolutions approved at the Company's Annual General Meeting, no other special resolutions were approved.

Special resolutions were passed by certain subsidiaries within the Group to amend their memorandum of incorporation and to authorise, as a general approval, the directors of certain companies to provide financial assistance in terms of section 45 of the Companies Act, as amended.

GROUP COMPANIES

Information on joint ventures and associate companies is contained in notes 5 and 6 of the consolidated Annual Financial Statements. Information on subsidiaries is contained on page 70 of the Company Annual Financial Statements. The business review of the main operating segments is covered on pages 3 to 4 of the reviewed condensed consolidated financial statements and cash dividend declaration for the year ended 31 December 2024 published on 06 March 2025.

DIRECTORATE

Brief curricula vitae of the current directors are disclosed on page 9 of the integrated annual report. Details of directors' remuneration and the incentive schemes appear in note 35 of the consolidated Annual Financial Statements.

Ben Magara, following his appointment as CEO of Exxaro Resources effective 01 April 2025, resigned from the Board and as member of the Audit committee, also effective 01 April 2025.

Raymond Ndlovu and Andile Khumalo were appointed as independent non-executive directors to the Grindrod Board, with effect from 01 November 2024.

The registered office of the Company is as follows:

Business address: Grindrod Mews, 106 Margaret Mncadi Avenue, Durban, 4001, South Africa

Postal address: PO Box 1, Durban, 4000, South Africa

AUDIT COMMITTEE

At the forthcoming Annual General Meeting, pursuant to the requirements of section 94(2) of the Companies Act, shareholders will be requested to pass an ordinary resolution appointing the chairperson and members of the Audit Committee.

MAJOR SHAREHOLDERS

Shareholders holding beneficially, directly or indirectly, in excess of 5% of the issued share capital of the Company are on the share analysis from page 71 to 72.

AUDITOR

At the forthcoming AGM, pursuant to the requirements of section 90(1), read with section 61(8)(c) of the Companies Act of South Africa, shareholders will be requested to pass an ordinary resolution re-appointing PwC as the Group's external auditor for the financial year ending 31 December 2025, with Nqaba Ndiweni acting as the designated audit partner.

SUBSEQUENT EVENTS

Refer to note 37 on page 63.

GOING CONCERN

The directors consider that the Group and Company have adequate resources to continue operating for the foreseeable future and that it is therefore appropriate to adopt the going concern basis of accounting in preparing the Group and Company's Annual Financial Statements. Based on the financial performance of the Group, its cash flow projection to the end of March 2026, secure funding lines, and positive solvency and liquidity tests, the Group will remain operational for the foreseeable future.

INDEPENDENT AUDITOR'S REPORT

to the shareholders of Grindrod Limited

Report on the audit of the consolidated and separate financial statements

OUR OPINION

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of Grindrod Limited (the company) and its subsidiaries (together the Group) as at 31 December 2024, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa.

What we have audited

Grindrod Limited's consolidated and separate financial statements set out on pages 9 to 70 comprise:

- the consolidated and company statements of financial position as at 31 December 2024;
- the consolidated and company income statements for the year then ended;
- the consolidated statement of other comprehensive income for the year then ended;
- the consolidated and company statements of changes in equity for the year then ended;
- the consolidated and company statements of cash flow for the year then ended; and
- the notes to the financial statements, including material accounting policy information.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated and separate financial statements* section of our report.

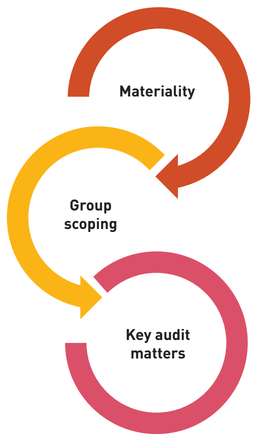
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the Independent Regulatory Board for Auditors' *Code of Professional Conduct for Registered Auditors* (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards).*

OUR AUDIT APPROACH

Overview



Final materiality
Consolidated: R68.423 million, which represents 5% of adjusted consolidated profit before tax.

Company: R68.422 million, which has been limited to the overall materiality applied to the consolidated financial statements.

Group audit scope
The Group comprises the Company, 4 sub-groups and 8 legal entities, each considered to be a component for our group scoping purposes. Our group audit scope was determined based on the relative contribution of each component to consolidated assets, consolidated revenue, and consolidated profit before taxation. Full scope audits were performed over the Company and 1 component considered to be significant due to risk or size. In addition, a full scope audit was performed over 1 non-significant component in order to obtain coverage over the consolidated amounts. We identified a total of 5 additional non-significant components for which we performed targeted risk assessment analytics. The remaining 5 components were considered to be inconsequential.

Key audit matters
Investment in joint venture with potential voting rights

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated and separate financial statements. In particular, we considered where the directors made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette Number 49309 dated 15 September 2023 (EAR Rule), we report final materiality and group audit scope below.

Final materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the consolidated and separate financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated and separate financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the final materiality for the consolidated and separate financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the consolidated and separate financial statements as a whole.

INDEPENDENT AUDITOR'S REPORT continued

to the shareholders of Grindrod Limited

	Consolidated financial statements	Separate financial statements
Final materiality	R68.423 million	R68.422 million
How we determined it	5% of consolidated profit before tax adjusted for the impact of transactions related to the expected sale of Loans and Advances. The adjustment includes fair value adjustments and expected credit losses on loans and advances and the remeasurement of the warranty liability.	1% of company total assets. However as this calculated materiality exceeds overall group materiality it was limited to R68.422 million to ensure a materiality lower than that of group was used.
Rationale for the materiality benchmark applied	We chose adjusted consolidated profit before taxation as the benchmark because, in our view, it is the benchmark which most appropriately reflects underlying operations and is a generally accepted benchmark. We chose 5% which is an appropriate quantitative materiality threshold used for profit-orientated companies in this sector.	We chose total assets as the benchmark because the company is an investment holding company, without operations, and is a generally accepted benchmark. We chose 1% which is an appropriate quantitative materiality threshold used for investment-holdings companies.

GROUP AUDIT SCOPE

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

The Group comprises the Company, 4 sub-groups and 8 legal entities, each considered to be a component for our group scoping purposes. Our group audit scope was determined based on the relative contribution of each component to consolidated assets, consolidated revenue, and consolidated profit before taxation. Full scope audits were performed over the Company and 1 component considered to be significant due to risk or size. In addition, a full scope audit was performed over 1 non-significant component in order to obtain coverage over the consolidated amounts. We identified a total of 5 additional non-significant components for which we performed targeted risk assessment analytics. The remaining 5 components were considered to be inconsequential.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report in respect of the separate financial statements.

In terms of ISA 701 *Communicating key audit matters in the independent auditor's report*/the EAR Rule (as applicable), we are required to report key audit matters and the outcome of audit procedures or key observations with respect to the key audit matters, and these are included below.

Key audit matter	How our audit addressed the key audit matter
Investment in joint venture with potential voting rights	
As described in note 1 Key Accounting Estimates and Judgements, management assesses contractual agreements in determining the classification of its joint arrangements aligned with the requirements of IFRS 10 – Consolidated Financial Statements ("IFRS 10"). Under contractual agreements, where neither party has the right to unilaterally control the joint venture, and unanimous consent is required for decisions made with regards to the relevant activities of the joint venture, such entities are classified as joint ventures. The determination will include the consideration of voting rights, potential voting rights and the limits of authority as detailed in the agreements. An investor might own instruments that, if exercised or converted, give the investor voting power over the relevant activities of the joint venture. The contractual agreement relating to Grindrod's investment in Grindrod Logistics Proprietary Limited provides the investors with potential voting rights as part of the extensive dispute resolution process. Management has identified operational barriers which result in the potential voting rights as held by the co-investor not being considered to be currently exercisable. The operational barriers include, amongst other considerations, strategic leases and terminal operator licenses used in the operations of Grindrod Logistics Proprietary Limited which are held by Grindrod. Therefore, the potential voting rights of the co-investor have not been considered in the determination of whether the investors have joint control. We considered the classification of this investment as a joint venture to be a matter of most significance to the current year audit due to: • The significant judgement applied by management in determining the existence of the operational barriers which caused the potential voting rights held by the co-investor to not be considered to be substantive; and • The magnitude of this investment to the consolidated financial statements.	Utilising our technical accounting expertise, we reviewed management's position paper regarding the investment in joint venture against the requirements of IFRS 10, and performed the following audit procedures: • We reviewed the shareholder agreement in place for Grindrod Logistics Proprietary Limited and confirmed that the framework established by this shareholder agreement is a framework of joint control; • We reviewed the underlying strategic lease agreements and terminal operator license agreements in the context of the operating environment of Grindrod Logistics Proprietary Limited to form our own independent judgement as to whether these agreements created significant operational barriers; • We reviewed minutes of meetings of the board of Grindrod Logistics Proprietary Limited confirming the operational significance of the identified leases and the terminal operator licenses; and • Based on the procedures we performed, we found management's conclusion that the existence of the strategic leases and terminal operator license agreements created operational barriers to the ability of the co-investor to be able to exercise their potential voting rights, to be reasonable.

OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the document titled "Grindrod Limited Audited Annual Financial Statements for the year ended 31 December 2024", which include(s) the Directors' Report, the Report of the Audit Committee and the Compliance Statement by the Group Company Secretary as required by the Companies Act of South Africa and the document titled "Grindrod Limited Integrated Annual Report for the year ended 31 December 2024". The other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS[1]

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS Accounting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and/or the company or to cease operations, or have no realistic alternative but to do so.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and/or company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence, regarding the financial information of the entities or business units within the Group, as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

Audit tenure

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that PricewaterhouseCoopers Inc. has been the auditor of Grindrod Limited for one year.

PricewaterhouseCoopers Inc.

PricewaterhouseCoopers Inc.
Director: N Ndiweni
Registered Auditor

Johannesburg, South Africa
03 April 2025

[1] The examination of controls over the maintenance and integrity of the Group's website is beyond the scope of the audit of the financial statements. Accordingly, we accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website.

STATEMENT OF FINANCIAL POSITION
as at 31 December 2024

	Notes	Consolidated 2024 R000	2023 R000
ASSETS			
Non-current assets			
Property, terminals, machinery, ship, vehicles and equipment	2	**2 224 604**	1 773 131
Right-of-use assets	2	**409 681**	481 727
Investment property	3	**713 025**	668 051
Goodwill and intangible assets	4	**326 033**	350 437
Investments in joint ventures	5	**4 759 868**	4 695 899
Investments in associates	6	**262 089**	221 385
Other investments	7	**197 920**	203 620
Deferred taxation assets	8	**57 570**	121 824
Finance lease receivables	9	**417 288**	429 477
Loans and advances*	10	**–**	1 014 288
Total non-current assets		**9 368 078**	9 959 839
Current assets			
Current portion of finance lease receivables	9	**73 036**	82 959
Current portion of long-term receivable	11	**209 058**	253 589
Inventories		**104 855**	54 442
Trade and other receivables	12	**1 881 138**	1 660 150
Taxation receivable		**109 304**	38 848
Money market funds	13	**1 061 264**	416 336
Cash and cash equivalents		**1 453 821**	2 105 909
		4 892 476	4 612 233
Non-current assets classified as held for sale*	10	**500 000**	–
Total current assets		**5 392 476**	4 612 233
Total assets		**14 760 554**	14 572 072

* Loans and advances have been classified as non-current assets held for sale.

	Notes	Consolidated 2024 R000	2023 R000
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital and premium	14	**3 936 891**	3 936 323
Non-distributable reserves		**2 680 827**	2 607 411
Accumulated profit		**3 303 191**	3 387 863
Equity attributable to owners of the Company		**9 920 909**	9 931 597
Non-controlling interests		**(54 205)**	(53 500)
Total equity		**9 866 704**	9 878 097
Non-current liabilities			
Long-term borrowings	15	**1 658 581**	1 443 595
Lease liabilities	15	**491 356**	523 368
Long-term private equity funding	16	**–**	120 653
Deferred taxation liabilities	8	**78 653**	55 309
Provision for post-retirement medical aid		**20 624**	19 891
Provisions and other liabilities	17	**335 427**	185 077
Total non-current liabilities		**2 584 641**	2 347 893
Current liabilities			
Current portion of long-term borrowings	15	**198 324**	154 518
Current portion of lease liabilities	15	**86 905**	114 450
Current portion of private equity funding	16	**133 970**	–
Current portion of provisions and other liabilities	17	**44 226**	40 126
Trade and other payables	18	**1 430 527**	1 677 816
Taxation payable		**55 831**	92 893
Short-term borrowings and bank overdraft	15	**359 426**	266 279
Total current liabilities		**2 309 209**	2 346 082
Total equity and liabilities		**14 760 554**	14 572 072

INCOME STATEMENT
for the year ended 31 December 2024

	Notes	Consolidated 2024 R000	2023 R000
Revenue	20.1	**4 976 240**	4 845 572
Trading profit before expected credit losses and depreciation and amortisation[1,2]	21.1	**390 607**	1 015 055
Expected credit losses[2,3]	21.2	**(95 672)**	(92 030)
Depreciation and amortisation	21.2	**(334 314)**	(391 631)
(Loss)/Profit before interest, taxation and non-trading items		**(39 379)**	531 394
Non-trading items	22	**8 038**	(15 175)
Interest income	23	**219 699**	240 642
Interest expense	23	**(279 009)**	(219 967)
(Loss)/Profit before share of associate and joint venture companies' profit		**(90 651)**	536 894
Share of joint venture companies' profit after taxation	5	**732 569**	805 237
Share of associate companies' profit after taxation	6	**37 137**	19 228
Profit before taxation		**679 055**	1 361 359
Taxation	24	**(289 602)**	(301 606)
Profit for the year		**389 453**	1 059 753
Attributable to:			
Owners of the parent[4]		**314 184**	987 776
Preference shareholders		**76 088**	74 378
Non-controlling interests		**(819)**	(2 401)
		389 453	1 059 753
Basic earnings per share (cents)	25.1	**47.1**	148.0
Diluted basic earnings per share (cents)	25.2	**47.0**	147.9

1 Current year trading profit includes R459.5 million of fair value losses (2023: R348.7 million) relating to the private equity and property segment following the intended disposal of the property-backed loans to African Bank for a consideration of R500.0 million. As part of the intended transaction, the warranties provided on the ring-fenced loans disposed of as part of the Grindrod Bank disposal in 2022 were extended and further losses of R165.5 million (2023: R56.1 million) were recognised. Refer to note 10 for further details.

2 These items combined constitute earnings before interest, taxation, depreciation and amortisation (EBITDA).

3 Current year expected credit losses includes expected credit losses of R95.7 million (2023: reversals of expected credit losses of R15.1 million) relating to private equity and property segment.

4 Relates to ordinary shareholders.

STATEMENT OF OTHER COMPREHENSIVE INCOME
for the year ended 31 December 2024

	Consolidated 2024 R000	2023 R000
Profit for the year	**389 453**	1 059 753
Other comprehensive income		
Items that may be reclassified subsequently to profit or loss		
Exchange differences on translating foreign operations	**103 517**	436 655
Items that will not be reclassified subsequently to profit or loss		
Actuarial gains/(losses)*	**8 234**	(5 229)
Fair value gain/(loss) arising on financial instruments*	**1 448**	(1 234)
Total comprehensive income for the year	**502 652**	1 489 945
Total comprehensive income attributable to:		
Owners of the parent^	**427 269**	1 417 267
Preference shareholders	**76 088**	74 378
Non-controlling interests	**(705)**	(1 700)
	502 652	1 489 945

* Net of taxation. Refer to note 8 for taxation effects.
^ Relates to ordinary shareholders.

STATEMENT OF CASH FLOWS
for the year ended 31 December 2024

	Notes	Consolidated 2024 R000	Consolidated 2023 R000
OPERATING ACTIVITIES			
Cash generated from operations	30.1	**784 445**	1 150 245
Interest received		**152 446**	201 022
Interest paid		**(279 009)**	(219 967)
Dividends received		**343 913**	215 955
Dividends paid		**(484 168)**	(446 361)
Net taxation paid	30.2	**(322 689)**	(468 017)
		194 938	432 877
Other operating cash flows from Private Equity			
Loans advanced		**–**	(2 388)
Net cash flows from operating activities		**194 938**	430 489
INVESTING ACTIVITIES			
Property, terminals, machinery, ship, vehicles and equipment acquired	30.3	**(475 694)**	(700 227)
Disposal of other investments		**3 288**	24 676
Acquisition of joint ventures and other investments	30.4	**(23 203)**	(9 227)
Disposal of businesses	30.5	**63 475**	(5 833)
Acquisition of businesses	30.6	**(44 609)**	(33 186)
Proceeds on disposal of property, terminals, machinery, ship, vehicles and equipment		**56 987**	85 529
Cash flows on disposal of non-current assets and liabilities held for sale*		**–**	272 413
Intangible assets acquired		**(2 591)**	(1 971)
Proceeds on disposal of intangible assets		**598**	–
Acquisition of money market funds		**(1 365 908)**	(405 617)
Disposal of money market funds		**771 399**	–
Net cash flows from investing activities		**(1 016 258)**	(773 443)

* The joint venture transaction between Maersk Logistics and Services operations with certain of Grindrod's container depots and its coastal shipping business was completed with all conditions precedent fulfilled on 1 January 2023. Consequently, the assets and liabilities, subject to disposal, were classified as held for sale. The R272.4 million relates to cash proceeds on the disposal of non-current assets held for sale in 2023.

	Notes	Consolidated 2024 R000	Consolidated 2023 R000
FINANCING ACTIVITIES			
Long-term interest-bearing debt raised	30.7	**437 089**	988 090
Current portion of long-term interest-bearing debt repaid	30.7	**(370 521)**	(1 068 253)
Short-term interest-bearing debt raised	30.7	**172 154**	215 972
Short-term interest-bearing debt repaid	30.7	**(151 759)**	(220 189)
Net cash flows from financing activities		**86 963**	(84 380)
Net decrease in cash and cash equivalents		**(734 357)**	(427 334)
Cash and cash equivalents at the beginning of the year		**1 839 630**	2 194 553
Difference arising on foreign currency translation		**5 274**	72 411
Cash and cash equivalents at the end of the year*	30.8	**1 110 547**	1 839 630

* The year end cash and cash equivalents and money market funds of R2.5 billion (December 2023: R2.5 billion) are the total funds available to the Group.

STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2024

	Consolidated 2024 R000	2023 R000
Ordinary and preference share capital and share premium	**3 936 891**	3 936 323
Balance at the beginning of the year	**3 936 323**	3 934 557
Share options vested	**568**	1 766
Equity compensation reserve	**44 437**	40 338
Balance at the beginning of the year	**40 338**	39 075
Share-based payments	**4 667**	3 029
Share options vested	**(568)**	(1 766)
Foreign currency translation reserve	**2 720 171**	2 644 622
Balance at the beginning of the year	**2 644 622**	2 196 770
Foreign currency translation realised (note 22)	**(34 086)**	6 549
Foreign currency translation adjustments	**109 635**	441 303
Other non-distributable reserves	**(83 781)**	(77 549)
Balance at the beginning of the year	**(77 549)**	(72 200)
Foreign currency translation adjustments	**(6 232)**	(5 349)
Movement in accumulated profit	**3 303 191**	3 387 863
Balance at the beginning of the year	**3 387 863**	2 785 174
Other comprehensive income/(loss) from financial instruments	**1 448**	(1 234)
Actuarial gains/(losses) recognised	**8 234**	(5 229)
Profit for the year	**390 272**	1 062 154
Ordinary dividends declared	**(408 538)**	(378 624)
Preference dividends declared*	**(76 088)**	(74 378)
Total interest of shareholders of the Company	**9 920 909**	9 931 597
Equity attributable to non-controlling interests of the Company	**(54 205)**	(53 500)
Balance at the beginning of the year	**(53 500)**	(61 914)
Foreign currency translation adjustments	**114**	701
Non-controlling interest acquired	**–**	4 547
Non-controlling interest disposed	**–**	6 408
Loss for the year	**(819)**	(2 401)
Ordinary dividends paid	**–**	(841)
Total equity attributable to all shareholders of the Company	**9 866 704**	9 878 097

* Preference dividends declared relate to cumulative, non-redeemable, non-participating and non-convertible preference shares declared and are based on 88% of the prime interest rate.

		Consolidated 2024	2023
Ordinary dividends			
Dividends per share	(cents)	**40.0**	72.4
Interim	(cents)	**23.0**	34.4
Final	(cents)	**17.0**	38.0
Preference dividends			
Dividends per share	(cents)	**1 029.0**	1 004.0
Interim	(cents)	**516.0**	483.0
Final	(cents)	**513.0**	521.0

SEGMENTAL ANALYSIS
for the year ended 31 December 2024

The Ports and Terminals segment provides bulk handling of commodities to major role-players in the industry together with managing and handling port activities in South Africa, Mozambique and Namibia.

The Logistics segment is involved in providing holistic and integrated logistics solutions, from the handling and storage of containers, clearing and forwarding to road, rail and seaborne freight.

The Group segment consists of the head office companies including property companies with external revenue comprising management fees, dividend and rental income.

The Private Equity and Property segment consists of investments in private and property equity portfolios and loans provided to KwaZulu-Natal North Coast property companies.

The Marine Fuels segment is primarily a supplier of marine fuels and bunkers worldwide.

Segment accounting policies are consistent with those adopted for the preparation of Grindrod's consolidated and separate Annual Financial Statements, with the exception of joint ventures which have been included on a proportionate share basis using the effective shareholdings.

An operating segment is a component of an entity:

- that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity);
- whose operating results are regularly reviewed by the Grindrod Chief Executive Officer to make decisions about resources to be allocated to the segment and assess its performance; and
- for which discrete financial information is available.

For financial statements presentation purposes, these individual operating segments have been aggregated into a primary or reportable segments taking into account the following factors:

- these primary segments offer integrated services;
- the nature of the services are similar; and
- these primary segments have similar long-term gross profit margins.

Segment assets include all operating assets used by a segment, and consist principally of property, terminals, machinery, ship, vehicles and equipment, as well as current assets.

Segment liabilities include all operating liabilities.

These assets and liabilities are all directly attributable to the segments.

All segment revenue, expenses, assets and liabilities are directly attributable to the segments. Internal segment revenue between Grindrod segments are at arm's-length. All inter segment transactions are eliminated on consolidation.

SEGMENTAL ANALYSIS continued
for the year ended 31 December 2024

Business segments	Ports and Terminals 2024 R000	Ports and Terminals 2023 R000	Logistics 2024 R000	Logistics 2023 R000	Group 2024 R000	Group 2023 R000	Total Core Operations 2024 R000	Total Core Operations 2023 R000
Revenue – External	**2 680 739**	3 070 277	**4 499 603**	3 727 595	**191 146**	692 604	**7 371 488**	7 490 476
Revenue – Internal	**7 287**	2 588	**65 140**	87 425	**262 436**	334 690	**334 863**	424 703
Trading profit before depreciation and amortisation	**1 008 565**	1 335 904	**947 768**	1 173 608	**59 011**	3 395	**2 015 344**	2 512 907
Depreciation and amortisation	**(264 724)**	(294 325)	**(410 503)**	(430 394)	**(43 933)**	(39 422)	**(719 160)**	(764 141)
Profit/(loss) before non-trading items and share of associate earnings	**743 841**	1 041 579	**537 265**	743 214	**15 078**	(36 027)	**1 296 184**	1 748 766
Non-trading items	**(2 012)**	(154 979)	**16 012**	141 857	**1 066**	(3 744)	**15 066**	(16 866)
Share of associate companies' profit after taxation	**357 836**	252 560	**5 420**	2 824	**–**	–	**363 256**	255 384
Segment result excluding net interest and taxation	**1 099 665**	1 139 160	**558 697**	887 895	**16 144**	(39 771)	**1 674 506**	1 987 284
Interest income	**17 447**	10 721	**36 704**	37 925	**190 101**	177 981	**244 252**	226 627
Interest expense	**(53 350)**	(36 272)	**(146 794)**	(113 899)	**(219 493)**	(170 072)	**(419 637)**	(320 243)
Taxation	**(227 156)**	(325 484)	**(163 327)**	(189 951)	**(54 083)**	(8 269)	**(444 566)**	(523 704)
Profit/(loss) for the year	**836 606**	788 125	**285 280**	621 970	**(67 331)**	(40 131)	**1 054 555**	1 369 964
Non-controlling interest	**(4 726)**	(2 976)	**(15 453)**	(6 674)	**63**	1 739	**(20 116)**	(7 911)
Profit/(loss) attributable to shareholders	**831 880**	785 149	**269 827**	615 296	**(67 268)**	(38 392)	**1 034 439**	1 362 053
Preference dividends	**–**	–	**–**	–	**(28 329)**	(27 682)	**(28 329)**	(27 682)
Profit/(loss) attributable to ordinary shareholders	**831 880**	785 149	**269 827**	615 296	**(95 597)**	(66 074)	**1 006 110**	1 334 371
Capital expenditure	**157 363**	372 100	**624 592**	719 100	**5 750**	15 400	**787 705**	1 106 600
Total segment assets	**5 478 155**	5 242 262	**5 411 764**	5 511 262	**4 777 513**	4 393 683	**15 667 432**	15 147 207
Segment assets excluding investments in associates	**4 147 473**	4 113 517	**5 400 414**	5 505 332	**4 777 513**	4 393 683	**14 325 400**	14 012 532
Investments in associates	**1 330 682**	1 128 745	**11 350**	5 930	**–**	–	**1 342 032**	1 134 675
Segment liabilities	**(1 518 585)**	(1 633 737)	**(2 954 393)**	(3 156 538)	**(2 173 746)**	(2 124 554)	**(6 646 724)**	(6 914 829)

SEGMENTAL ANALYSIS continued
for the year ended 31 December 2024

Business segments continued	Private Equity and Property 2024 R000	Private Equity and Property 2023 R000	Marine Fuels 2024 R000	Marine Fuels 2023 R000	2024 Total before adjustments R000	2024 Adjustments[#] R000	2024 Total R000	2023 Total before adjustments R000	2023 Adjustments[#] R000	2023 Total R000
Revenue – External	**–**	372	**20 104 709***	16 042 942*	**27 476 197**	**(22 499 957)**	**4 976 240**	23 533 790	(18 688 218)	4 845 572
Revenue – Internal	**–**	–	**–**	–	**334 863**	**(334 863)**	**–**	424 703	(424 703)	–
Trading profit/(loss) before depreciation and amortisation	**(719 002)^**	(364 529)^	**37 943**	47 621	**1 334 285**	**(1 039 350)**	**294 935**	2 195 999	(1 272 974)	923 025
Depreciation and amortisation	**–**	–	**(5 773)**	(680)	**(724 933)**	**390 619**	**(334 314)**	(764 821)	373 190	(391 631)
Profit/(loss) before non-trading items and share of associate earnings	**(719 002)**	(364 529)	**32 170**	46 941	**609 352**	**(648 731)**	**(39 379)**	1 431 178	(899 784)	531 394
Non-trading items	**–**	–	**–**	–	**15 066**	**(7 028)**	**8 038**	(16 866)	1 691	(15 175)
Share of joint venture companies' profit after taxation	**–**	–	**–**	–	**–**	**732 569**	**732 569**	–	805 237	805 237
Share of associate companies' profit after taxation	**–**	–	**–**	–	**363 256**	**(326 119)**	**37 137**	255 384	(236 156)	19 228
Segment result excluding net interest and taxation	**(719 002)**	(364 529)	**32 170**	46 941	**987 674**	**(249 309)**	**738 365**	1 669 696	(329 012)	1 340 684
Interest income	**30 845**	35 385	**7 139**	11 839	**282 236**	**(62 537)**	**219 699**	273 851	(33 209)	240 642
Interest expense	**(13 183)**	(22 450)	**(916)**	(997)	**(433 736)**	**154 727**	**(279 009)**	(343 690)	123 723	(219 967)
Taxation	**3 542**	(11 057)	**(5 742)**	(4 310)	**(446 766)**	**157 164**	**(289 602)**	(539 071)	237 465	(301 606)
(Loss)/profit for the year	**(697 798)**	(362 651)	**32 651**	53 473	**389 408**	**45**	**389 453**	1 060 786	(1 033)	1 059 753
Non-controlling interest	**20 980**	9 279	**–**	–	**864**	**(45)**	**819**	1 368	1 033	2 401
(Loss)/profit attributable to shareholders	**(676 818)**	(353 372)	**32 651**	53 473	**390 272**	**–**	**390 272**	1 062 154	–	1 062 154
Preference dividends	**(47 759)**	(46 696)	**–**	–	**(76 088)**	**–**	**(76 088)**	(74 378)	–	(74 378)
(Loss)/profit attributable to ordinary shareholders	**(724 577)**	(400 068)	**32 651**	53 473	**314 184**	**–**	**314 184**	987 776	–	987 776
Capital expenditure	**–**	–	**–**	–	**787 705**	**–**	**787 705**	1 106 600	–	1 106 600
Total segment assets	**731 937**	1 329 627	**2 195 561**	2 319 456	**18 594 930**	**(3 834 376)**	**14 760 554**	18 796 290	(4 224 218)	14 572 072
Segment assets excluding investments in associates	**731 937**	1 329 627	**2 195 561**	2 319 456	**17 252 898**	**(2 754 433)**	**14 498 465**	17 661 615	(3 310 928)	14 350 687
Investments in associates	**–**	–	**–**	–	**1 342 032**	**(1 079 943)**	**262 089**	1 134 675	(913 290)	221 385
Segment liabilities	**(563 211)**	(407 978)	**(1 518 338)**	(1 595 395)	**(8 728 273)**	**3 888 423**	**(4 839 850)**	(8 918 202)	4 224 227	(4 693 975)

[#] 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 statement of financial position and income statement, investments in joint ventures are equity accounted. Segmental adjustments relate to the effects of reversing proportionate consolidation to reconcile to the statement of financial position and income statement.

* Included in revenue arising from the Marine Fuels segment is revenue of R3.5 billion (2023: R2.7 billion) which arose from sales to the Group's largest customer. No other single customers contributed 10 per cent or more to the Group's revenue in either 2024 or 2023.

^ Included in trading profit/(loss) before depreciation and amortisation are the following items related to the private equity and property segment:

» expected credit losses of R95.7 million (2023: reversal of expected credit losses R15.1 million);

» fair value losses of R459.5 million (2023: R348.7 million); and

» warranties provided on ring-fenced loans disposed of as part of the Grindrod Bank disposal in 2022 of R165.5 million (2023: R56.1 million).

Material expenses included in trading profit/(loss) before depreciation and amortisation

For the segmental information presented above, material expenses in the trading profit line have been disclosed, consequently comparatives have also been included.

	Ports and Terminals		Logistics		Group		Total Core Operations	
Business segments	2024 R000	2023 R000	2024 R000	2023 R000	2024 R000	2023 R000	2024 R000	2023 R000
Staff costs	**411 338**	349 014	**874 947**	799 041	**164 301**	236 285	**1 450 586**	1 384 340
Subcontractor handling, plant hire, transport and other related costs	**379 476**	496 135	**2 053 158**	1 150 744	**–**	–	**2 432 634**	1 646 879
Property and infrastructure related costs	**553 049**	602 804	**176 556**	176 418	**23 806**	34 476	**753 411**	813 698
Bunker Fuels	**–**	–	**–**	75	**–**	–	**–**	75
Net loss on financial instruments	**–**	–	**4 251**	2 044	**–**	6 533	**4 251**	8 577

	Private Equity and Property		Marine Fuels		2024			2023		
Business segments	2024 R000	2023 R000	2024 R000	2023 R000	Total R000	Adjustments R000	Total R000	Total R000	Adjustments R000	Total R000
Staff costs	**2 387**	1 313	**141 887**	118 521	**1 594 860**	**(645 035)**	**949 825**	1 504 174	(578 314)	925 860
Subcontractor handling, plant hire, transport and other related costs	**–**	–	**3 329**	3 767	**2 435 963**	**(504 225)**	**1 931 738**	1 650 646	(542 465)	1 108 181
Property and infrastructure related costs	**–**	27	**29 541**	21 854	**782 952**	**(321 491)**	**461 461**	835 579	(362 924)	472 655
Bunker Fuels	**–**	–	**19 851 093**	15 782 918	**19 851 093**	**(19 851 093)**	**–**	15 782 993	(15 782 918)	75
Warranty liability expense	**165 487**	56 130	**–**	–	**165 487**	**–**	**165 487**	56 130	–	56 130
Net loss on financial instruments	**459 458**	348 677	**–**	–	**463 709**	**240**	**463 949**	357 254	580	357 834

The Group's four divisions operate in eight principal geographical areas – North America, South America, the Middle East, United Kingdom/Europe/Isle of Man, Singapore/Asia/Far East, Australia, South Africa and Rest of Africa.

	North America		South America		Middle East		United Kingdom/Europe/ Isle of Man	
Geographic segments	2024 R000	2023 R000	2024 R000	2023 R000	2024 R000	2023 R000	2024 R000	2023 R000
Revenue – External	**85 054**	89 220	**–**	–	**9 018 981**	7 360 250	**–**	–
Profit/(loss) attributable to ordinary shareholders	**6 245**	9 399	**11**	6 555	**60 077**	101 355	**(17 731)**	(872)
Capital expenditure	**–**	–	**–**	–	**62**	4	**–**	–
Segment assets	**10 838**	17 373	**–**	500	**1 369 913**	1 864 738	**261 063**	239 013

	Singapore/Asia/Far East		Australia		South Africa		Rest of Africa		Total Group	
Geographic segments	2024 R000	2023 R000	2024 R000	2023 R000	2024 R000	2023 R000	2024 R000	2023 R000	2024 R000	2023 R000
Revenue – External	**11 119 656**	8 702 531	**51 608**	56 556	**4 194 926**	3 211 457	**3 005 972**	4 113 776	**27 476 197**	23 533 790
Profit/(loss) attributable to ordinary shareholders	**29 701**	21 970	**(6 693)**	1 272	**(627 673)**	(327 704)	**870 247**	1 175 800	**314 184**	987 776
Capital expenditure	**–**	–	**1 200**	3 642	**454 484**	537 479	**331 959**	565 475	**787 705**	1 106 600
Segment assets	**853 411**	504 050	**102 615**	111 938	**7 480 090**	8 341 558	**8 517 000**	7 717 120	**18 594 930**	18 796 290

MATERIAL ACCOUNTING POLICIES
for the year ended 31 December 2024

Outlined below are the material accounting policies that are applicable to the consolidated and separate Annual Financial Statements. However, policies applicable to the specific accounting items have been included in the applicable detailed notes to the Annual Financial Statements for ease of reference.

1. BASIS OF PREPARATION

1.1 Accounting framework

The consolidated and separate Annual Financial Statements of Grindrod comply with IFRS Accounting Standards, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council using the historical cost basis except for certain financial instruments that are reported at fair value. The Annual Financial Statements of Grindrod also comply with the Listings Requirements of the JSE Limited and the requirements of the Companies Act.

The preparation of consolidated and separate Annual Financial Statements in conformity with IFRS Accounting Standards requires the Board of Directors to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Although estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the actual outcome may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting judgments are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Judgments made in the application of IFRS Accounting Standards that have influenced the financial statements and estimates with a risk of adjustment in the next year are discussed in the "Key accounting estimates and judgements" on page 21.

Except as detailed below, the accounting policies have been applied consistently to all periods presented in these consolidated and separate financial statements. The consolidated and separate financial statements are presented in South African Rands, which is the Group's reporting currency. All financial information has been rounded to the nearest thousand unless stated otherwise.

The basis of preparation, accounting policies and methods of computation are consistent with the prior year, except for new and revised IFRS Accounting Standards and interpretations adopted per point 7 of this note.

1.2 Underlying concepts

The consolidated and separate Annual Financial Statements are prepared on the going concern basis using accrual accounting.

Changes in accounting policies are accounted for in accordance with the transitional provisions in the IFRS Accounting Standards. If no such guidance is given, they are applied retrospectively, unless it is impracticable to do so, or the impact thereof is not material, in which case they are applied prospectively.

1.3 Foreign currencies

The functional currency of each entity is determined based on the currency of the primary economic environment in which that entity operates. Transactions in currencies other than the entity's functional currency are recognised at the rates of exchange ruling on the date of the transaction.

Monetary assets and liabilities denominated in such currencies are translated at the rates prevailing at the statement of financial position date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Gains and losses arising on exchange differences are recognised in profit or loss in the period in which they arise. This excludes exchange differences on monetary items receivable or payable to a foreign operation for which settlement is neither planned nor likely to occur.

The Annual Financial Statements of Grindrod's entities whose functional currencies differ to Grindrod's presentation currency, which is the South African Rand, are translated as follows:

- assets and liabilities at exchange rates prevailing on the statement of financial position date;
- income, expense and cash flow items at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the material transactions are used; and
- equity items at the exchange rate prevailing on the date they arose.

Resulting exchange differences are recognised in other comprehensive income and accumulated in equity. On disposal of such a business unit, this reserve is recognised in profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated exchange differences is re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. reductions in the Group's ownership interest in associates or jointly-controlled entities that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets and liabilities acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in equity.

1.4 Comparative figures

Comparative figures are restated in the event of a material change in accounting policy or a material prior period error or when required by IFRS Accounting Standards or where restatement results in a more meaningful comparison to current year figures.

2. SEPARATE ANNUAL FINANCIAL STATEMENTS

2.1 Subsidiaries, associates and joint ventures

Investments in subsidiaries, associates and joint ventures in the separate Annual Financial Statements presented by Grindrod are recognised at cost less impairments.

3. CONSOLIDATED ANNUAL FINANCIAL STATEMENTS

3.1 Interest in subsidiaries

A subsidiary is an entity over which the parent exercises control. Subsidiaries are consolidated into Grindrod Group results.

Grindrod reassesses whether it controls its investee entities at each reporting date or where facts and circumstances indicate that there are changes to control.

The results of subsidiaries are consolidated from the date on which control was obtained.

Profit or loss and each component of other comprehensive income are attributed to the owners of Grindrod and its non-controlling interests.

Where necessary, adjustments are made to the Annual Financial Statements of subsidiaries to bring the accounting policies used in line with those used by the Group.

All material intercompany balances and transactions are eliminated. Foreign currency translation reserves are not reversed against the carrying amount of the respective asset relating to intercompany transactions with entities of differing functional currencies.

Non-controlling interests in the net assets of consolidated subsidiaries are shown separately from the Group equity. On acquisition, the non-controlling interests that relate to present ownership and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation, are measured at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. Non-controlling interests are considered to be equity participants and all transactions with non-controlling interests are recorded directly within equity.

Changes in the Group's ownership interests in its subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions.

3.2 Business combinations

The Group accounts for acquisitions of businesses using the acquisition method. Under this method the Group measures the fair value of the tangible and intangible assets and liabilities of the acquiree, non-controlling interest in the acquiree and the fair value of the consideration paid at acquisition date. Where the consideration is cash, the fair value is the actual amount paid. Either goodwill or a gain on bargain purchase (or negative goodwill) will arise. The Group accounts for a gain on bargain purchase in the income statement on the date of acquisition. Acquisition related costs are recognised in profit or loss as incurred.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the business combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

The Group accounts for a partial disposal of an investment by transferring, from reserves, the proportionate business combination reserves directly to retained income.

Upon loss of control of a subsidiary, the Group derecognises the assets and liabilities of the subsidiary in full and measures any investment retained in the former subsidiary at its fair value. A remeasurement gain or loss, that forms part of the total gain or loss on the disposal of the subsidiary, is recognised in profit or loss.

4. STATEMENT OF FINANCIAL POSITION

4.1 Inventories

Inventories which include rail spare parts and components, spare parts and consumables for equipment used at the terminals, onsite fuel, bunker fuels and general consumable stores are valued at the lower of cost and net realisable value. The method used to value the inventory is weighted average cost. The costs of inventories include costs incurred in bringing the inventories to their present location.

Any write-downs of inventories to net realisable value and all losses of inventories or reversals of previous write-downs or losses are recognised in the period the write-down, loss or reversal occurs.

4.2 Financial instruments

On initial recognition, the Group measures its financial assets and financial liabilities at fair value. Transaction costs and fees that are directly attributable to the acquisition or issue of financial assets and financial liabilities, other than financial assets and financial liabilities at fair value through profit and loss (FVTPL), are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

All recognised financial assets are subsequently measured at amortised cost or fair value based on Grindrod's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Financial assets that are held within a business model whose objective is to collect the contractual cash flows and have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI), are subsequently measured at amortised cost. All other financial assets are subsequently measured at FVTPL.

If the business model under which the Group holds financial assets changes, the affected financial assets are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting period following the change in business model that results in reclassifying the financial assets.

Loans and advances

Measurement and classification

Loans and advances are recognised at the transaction price as this represents the fair value at origination of the loan. All recognised financial assets are subsequently measured at amortised cost or fair value based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Financial assets that are held within a business model whose objective is to collect the contractual cash flows and have contractual cash flows that are SPPI, are subsequently measured at amortised cost. Financial assets that are held within a business model whose objective is to hold to sell and those financial assets that fail SPPI are subsequently measured at FVTPL.

Derecognition

Loans and advances are only derecognised when the balance is repaid or renegotiated or if an advance is written off or disposed of as there is no longer a right to contractual cash flows.

Modification

The Group is sometimes required to modify the terms of advances provided. The risk of default of such advances after modification is assessed at the reporting date and compared with the risk under the original terms at initial recognition. When the modification is not substantial it does not result in derecognition of the original asset.

4. STATEMENT OF FINANCIAL POSITION CONTINUED

4.2 Financial instruments continued

Expected credit loss (ECL)

The Group has the following financial assets that are impacted by IFRS 9's expected credit loss model:

- Trade and other receivables;
- Finance lease receivables;
- Long-term receivables;
- Receivables from joint ventures;
- Cash and cash equivalents; and
- Amounts due by Group companies.

A financial asset that is not credit-impaired on initial recognition is classified in Stage 1 and has its credit risk continuously monitored by the Group. If a significant increase in credit risk (SICR) since initial recognition is identified, the financial instrument is moved to Stage 2, but is not yet deemed to be credit-impaired (unless an event of default has occurred).

If the financial asset is credit-impaired, it is then moved to Stage 3. The financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows have occurred. Evidence of credit-impairment includes observable data that typically indicates one or more of the following:

- acts of insolvency (liquidation/business rescue proceedings);
- significant financial difficulty of the debtor or borrower; and/or
- a default event, which typically includes non-repayment according to contract terms.

Financial assets in Stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Financial assets in Stages 2 or 3 have their ECL measured based on expected credit losses that result from default events that may arise on a remaining lifetime basis.

The Group measures the credit risk of financial assets using assumptions with regards to Probability of Default (PD), Loss Given Default (LGD) and Exposure at Default (EAD) on an individual loan by loan basis or each financial asset as applicable.

Trade and other receivables

Initial measurement

Trade and other receivables are recognised at the transaction price as this represents the fair value. There is no significant financing component given the receivables are short-term in nature and thus the transaction price does not differ significantly from the fair value.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets. Refer to notes 12 and 33.4 for further details of ECL.

Subsequent measurement

Trade and other receivables are subsequently measured at amortised cost using the effective interest method.

Cash and cash equivalents

Initial measurement

Cash and cash equivalents includes cash held with financial institutions that are accessible on demand and subject to insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

Subsequent measurement

Cash and cash equivalents are subsequently measured at amortised cost using the effective interest method.

Financial liabilities

Long-term liabilities

Initial measurement

Long-term liabilities are recognised at the transaction price, which is representative of the fair value of the financial liability.

Subsequent measurement

Long-term liabilities are classified and measured at amortised cost.

Trade and other payables

Initial measurement

Trade and other payables are recorded at transaction value being fair value.

Subsequent measurement

Trade and other payables are subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised only when the obligation specified in the contract is discharged or cancelled or expires.

Financial guarantees

The Group accounts for financial guarantee contracts in accordance with IFRS 9: Financial Instruments.

4.3 Non-current assets held for sale

Non-current assets and disposal groups classified as held for sale (NCAHFS) are measured at the lower of carrying amount and fair value less costs to sell. NCAHFS are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use.

Any resulting adjustment to the carrying value is recognised in the income statement. The Group only classifies assets as NCAHFS when a decision to dispose of the asset has been made by the Board, there is an active programme to locate a buyer and when the certainty of disposal is highly probable and likely to conclude within one year from the date of classification.

5. INCOME STATEMENT

Impairment of non-financial assets

At each reporting date the carrying amount of tangible and intangible assets is assessed to determine whether there is any indication that those assets may have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is estimated. The recoverable amount is the higher of the fair value less costs to sell or the value in use. The value in use included in the calculation of the recoverable amount, is estimated by taking into account future cash flows, forecast market conditions and the expected lives of the assets.

Goodwill and the cash-generating units to which these assets have been allocated, are tested for impairment annually even if there is no indication of impairment. For the purpose of impairment testing, goodwill is allocated to each of the cash-generating units expected to benefit from the synergies of the business combination at inception of the business combination. Impairment losses recognised on goodwill are not subsequently reversed. The attributable amount of goodwill is included in the profit or loss on disposal when the related business is sold.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, its carrying amount is reduced to the higher of its recoverable amount and zero. The impairment loss is first allocated to reduce the carrying amount of goodwill and then to the other assets of the cash-generating unit. Subsequent to the recognition of an impairment loss, the depreciation or amortisation charge for the asset is adjusted to allocate its remaining carrying value, less any residual value, over its remaining useful life.

Impairment losses on financial assets as well as trade and other receivables are determined based on specific and objective evidence that assets are impaired and are measured as the difference between the carrying amount of the assets and the present value of the estimated future cash flows discounted at the effective interest rate computed at initial recognition.

Impairment losses are recognised in profit or loss. If an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but limited to the carrying amount that would have been determined had no impairment loss been recognised in prior years. A reversal of an impairment loss is recognised in profit or loss.

6. CASH FLOW

Treatment of interest, dividends and receipts from finance lease receivables

The Group has elected to classify interest received and interest paid (including interest on lease liabilities and interest arising from revenue contracts, if there is any) as cash flows from operating activities. Dividends paid have been classified as operating as this indicates the Group's ability to pay dividends out of operating cash flows. Receipts from finance lease receivables have been classified as operating cash flows as entering in such leasing arrangements are in the ordinary course of business.

Treatment of bank overdraft

Bank overdraft has been included as a component of cash and cash equivalents, is repayable based on contractual short-term notice periods, and forms an integral part of the Group's cash management facility. Under the cash management banking arrangements, the net bank balance fluctuates from being positive to being overdrawn.

7. NEW STANDARDS AND INTERPRETATIONS

7.1 New and revised IFRS Accounting Standards applied with no material effect on the consolidated and separate Annual Financial Statements

In the current year, the Group has applied a number of amendments to IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 01 January 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

IAS 7 and IFRS 7 Amendments to Supplier Finance Arrangements	On 25 May 2023, the IASB issued Supplier Finance Arrangements, which amended IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures (the Amendments) about the presentation requirements for liabilities and associated cash flows arising out of supply chain financing arrangements and related disclosures. The Amendments require entities to provide certain specific disclosures (qualitative and quantitative) related to supplier finance arrangements. The Amendments also provide guidance on characteristics of supplier finance arrangements. These Amendments were effective for annual periods beginning on or after 01 January 2024. There was no significant impact on the consolidated financial statements.
IFRS 16 Amendments to Lease Liability in a Sale and Leaseback	The Amendments provide a requirement for the seller-lessee to determine 'lease payments' or 'revised lease payments' in a way that the seller-lessee would not recognise any amount of the gain or loss that relates to the right of use retained by the seller-lessee. These amendments were effective for annual periods beginning on or after 01 January 2024. There was no significant impact on the consolidated financial statements.
IAS 1 Amendments to Non-current Liabilities with Covenants	Subsequent to the release of amendments to IAS 1 Classification of Liabilities as Current or Non-Current, the IASB amended IAS 1 further in October 2022. If an entity's right to defer is subject to the entity complying with specified conditions, such conditions affect whether that right exists at the end of the reporting period, if the entity is required to comply with the condition on or before the end of the reporting period and not if the entity is required to comply with the conditions after the reporting period. The amendments also provide clarification on the meaning of 'settlement' for the purpose of classifying a liability as current or non-current. The amendments were effective for annual periods beginning on or after 01 January 2024. There was no significant impact on the consolidated financial statements.

7. NEW STANDARDS AND INTERPRETATIONS CONTINUED

7.2 New and revised IFRS Accounting Standards in issue but not yet effective

IAS 21 Amendments to Lack of Exchangeability (effective 01 January 2025)	IAS 21, prior to the Amendments, did not include explicit requirements for the determination of the exchange rate when a currency is not exchangeable into another currency, which led to diversity in practice. The Amendments introduce requirements to assess when a currency is exchangeable into another currency and when it is not. The Amendments require an entity to estimate the spot exchange rate when it concludes that a currency is not exchangeable into another currency. The directors of the company do not anticipate that the application of these amendments will have a significant impact on the consolidated financial statements.
IFRS 9 and IFRS 7 Amendments to the Classification and Measurement of Financial Instruments (effective 01 January 2026)	The Amendments modify the following requirements in IFRS 9 and IFRS 7: **Derecognition of financial liabilities** • Derecognition of financial liabilities settled through electronic transfers. **Classification of financial assets** • Elements of interest in a basic lending arrangement (the solely payments of principle and interest assessment – 'SPPI test') • Contractual terms that change the timing or amount of contractual cash flows • Financial assets with non-recourse features • Investments in contractually linked instruments. **Disclosures** • Investments in equity instruments designated at fair value through other comprehensive income • Contractual terms that could change the timing or amount of contractual cash flows. Management is currently assessing the potential impact of the amendments.

1. KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

In preparing Grindrod's Annual Financial Statements in compliance with IFRS Accounting Standards, estimation uncertainty existed and critical judgements were required in applying Grindrod's accounting policies.

Certain critical accounting policies and key sources of estimation uncertainty identified as involving particularly complex or subjective judgements or assessments in Grindrod's Annual Financial Statements are outlined below.

Property, plant and equipment

The degree of judgement and estimation is required when assessing residual values and useful lives of the property, plant and equipment. Residual values of these assets are reviewed annually after considering future market conditions, the remaining life of the asset and projected disposal values. The estimation of the useful lives is based on historic performance as well as expectation about future use and, therefore, requires a degree of judgement to be applied. The depreciation rates represent management's current best estimate of the useful lives of the assets. Properties accounted for as own use assets are held at cost less depreciation. Where market indicators reflect that these properties could realise more than their carrying values if disposed of, the depreciation is halted. Details on the property, plant and equipment is provided for in note 2.

Investment in joint ventures

Management assesses contractual agreements in determining the classification of its joint arrangements. Under contractual agreements, where neither party has the right to unilaterally control the investee and unanimous consent is required for decisions made with regards to the relevant activities of the investee, such entities are classified as joint ventures.

The determination will include the consideration of voting rights, potential voting rights and the limits of authority as detailed in the agreements. An investor might own instruments that, if exercised or converted, give the investor voting power over the relevant activities of the joint venture. The existence of substantive potential voting rights can reverse the effect of a contractual arrangement that establishes control between the investors.

Management has exercised significant judgment in the following areas:

Investment in joint ventures with greater than 50% shareholding

Management's assessment of contractual agreements has resulted in circumstances where the investees are classified as joint ventures when the ownership exceeds 50%. Significant operations where Grindrod holds a majority of the shares but the entities are jointly managed through unanimous consent created by the limits of authority are Terminal de Carvão da Matola Limitada (65% owned) and NLPI Limited (73.9% owned); these entities are equity accounted in terms of IAS 28 Investments in Associates and Joint Ventures.

Investment in joint venture with potential voting rights

The contractual agreement relating to Grindrod's investment in Grindrod Logistics Proprietary Limited (49% owned) provides the investors with potential voting rights as part of the extensive dispute resolution process. Should a dispute not be resolved through the process the co-investor holds the first right to acquire the shares held by Grindrod in the joint venture. Judgement is required in determining whether these rights are substantive.

Management has identified operational barriers which result in the right held by the co-investor not being currently exercisable. The operational barriers include, amongst other considerations, strategic leases and terminal operator licenses used in the operations of Grindrod Logistics Proprietary Limited which are held by Grindrod.

In management's judgement the right held by the co-investor is not substantive and therefore has not been considered in the determination of whether the investors have joint control.

Refer to note 5 for details of the material joint arrangements.

2. PROPERTY, TERMINALS, MACHINERY, SHIP, VEHICLES AND EQUIPMENT

Property, terminals, machinery, ship, vehicles and equipment are reflected at cost and are depreciated over their estimated useful lives to estimated residual values, on the straight-line basis as follows:

Terminals, machinery and equipment	5 to 20 years
Information technology equipment	3 to 5 years
Locomotives	12 to 22 years
Ship	5 to 15 years
Vehicles	5 to 10 years
Freehold and leasehold properties	25 to 50 years

Depreciation commences when the assets are available for their intended use. Where significant parts of an item have different useful lives to the item itself, these parts are depreciated over their estimated useful lives. The methods of depreciation, useful lives and residual values are reviewed annually.

Locomotives that are held for rental are initially classified as terminals, machinery, ship, vehicles and equipment. When these assets cease to be rented and a decision is made to sell these assets, the carrying amount is transferred to current assets (inventories) as 'held-for-sale'. Upon sale of the 'held-for-sale' assets, the sales value is recorded in gross revenue and the related carrying value of these assets recorded in cost of sales.

Freehold land is reflected at cost and not depreciated. Buildings are reflected at cost and depreciated to estimated residual value over their useful life to the Group, currently estimated at 50 years from the date of acquisition. Properties in the course of construction for production, supply or administrative purposes, are carried at cost, less any recognised impairment loss. Cost includes professional fees. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Expenditure relating to leasehold properties is capitalised and depreciated over the period of the lease.

Right-of-use assets are recognised at the commencement date of the lease and are measured at cost. The cost of right-of-use assets includes the amount of lease liabilities recognised, any initial direct costs and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

An item of property, terminals, machinery, ship, vehicles and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, terminals, machinery, ship, vehicles and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Ship cost comprise acquisition costs and costs directly related to the acquisition up until the time when the asset is ready for use. From time to time the ship is required to be dry-docked for inspection and re-licensing, at which time major repairs and maintenance that cannot be performed while the ship is in operation is generally performed. The Group capitalises the costs associated with dry-docking as they occur by adding them to the cost of the vessel and amortises these costs on the straight-line basis over 5 years, which is generally the period until the next scheduled dry-docking. At the date of acquisition of a vessel, management estimates the component of the cost that corresponds to the economic benefit to be derived until the next scheduled dry-docking of the vessel under the ownership of the Group, and this component is depreciated on the straight-line basis over the remaining period to the estimated dry-docking date.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

	Cost/ valuation 2024 R000	Cost/ valuation 2023 R000	Accumulated depreciation and impairment 2024 R000	Accumulated depreciation and impairment 2023 R000	Carrying value 2024 R000	Carrying value 2023 R000
Freehold and leasehold properties						
Opening balance	**1 283 619**	1 677 745	**(357 799)**	(436 336)	**925 820**	1 241 409
Reclassification	**87 121**	12 271	**(82)**	(3 734)	**87 039**	8 537
Reclassification to investment property	**(45 804)**	(669 857)	**541**	131 806	**(45 263)**	(538 051)
(Impairment)/Reversal of impairment	**–**	–	**(1 106)**	3 362	**(1 106)**	3 362
Additions and improvements	**120 488**	96 859	**–**	–	**120 488**	96 859
Acquisition of businesses	**–**	159 361	**–**	–	**–**	159 361
Disposals	**(49 142)**	(41 293)	**30 107**	6 019	**(19 035)**	(35 274)
Depreciation	**–**	–	**(49 215)**	(40 618)	**(49 215)**	(40 618)
Translation	**7 658**	48 533	**(3 505)**	(18 298)	**4 153**	30 235
Closing balance	**1 403 940**	1 283 619	**(381 059)**	(357 799)	**1 022 881**	925 820

In the current year R45.3 million (2023: R538.1 million) was reclassified to investment property. Refer to note 3.

	Cost/ valuation 2024 R000	Cost/ valuation 2023 R000	Accumulated depreciation and impairment 2024 R000	Accumulated depreciation and impairment 2023 R000	Carrying value 2024 R000	Carrying value 2023 R000
Assets under construction (AUC)						
Opening balance	**103 532**	66 412	**–**	–	**103 532**	66 412
Additions	**101 163**	93 146	**–**	–	**101 163**	93 146
Acquisition of businesses	**–**	3 256	**–**	–	**–**	3 256
Disposals	**(28 667)**	(499)	**–**	–	**(28 667)**	(499)
Reclassification	**(98 549)**	(64 540)	**–**	–	**(98 549)**	(64 540)
Translation	**(139)**	5 757	**–**	–	**(139)**	5 757
Closing balance	**77 340**	103 532	**–**	–	**77 340**	103 532

NOTES TO THE FINANCIAL STATEMENTS continued

for the year ended 31 December 2024

2. PROPERTY, TERMINALS , MACHINERY, SHIP, VEHICLES AND EQUIPMENT CONTINUED

	Cost/ valuation 2024 R000	Cost/ valuation 2023 R000	Accumulated depreciation and impairment 2024 R000	Accumulated depreciation and impairment 2023 R000	Carrying value 2024 R000	Carrying value 2023 R000
Terminals, machinery, ship, vehicles and equipment						
Opening balance	**1 942 856**	1 510 200	**(1 199 077)**	(1 136 937)	**743 779**	373 263
Reclassification	**11 359**	31 675	**(168)**	30 325	**11 191**	62 000
Additions	**549 271**	413 113	**–**	–	**549 271**	413 113
Acquisition of businesses	**45 816**	58 123	**–**	–	**45 816**	58 123
(Impairment)/reversal of impairment	**–**	–	**(3 651)**	8 040	**(3 651)**	8 040
Disposals	**(93 220)**	(173 384)	**30 058**	103 929	**(63 162)**	(69 455)
Disposal of business	**–**	(596)	**–**	283	**–**	(313)
Depreciation	**–**	–	**(167 970)**	(125 157)	**(167 970)**	(125 157)
Transferred to non-current assets classified as held-for-sale	**–**	576	**–**	(97)	**–**	479
Translation	**21 086**	103 149	**(11 977)**	(79 463)	**9 109**	23 686
Closing balance	**2 477 168**	1 942 856	**(1 352 785)**	(1 199 077)	**1 124 383**	743 779
Right-of-use assets						
Opening balance	**1 569 621**	1 498 345	**(1 087 894)**	(861 492)	**481 727**	636 853
Reclassification	**–**	731	**–**	(731)	**–**	–
Acquisition of businesses	**6 990**	33 088	**–**	–	**6 990**	33 088
Additions	**43 017**	134 591	**–**	–	**43 017**	134 591
Lease modifications	**12 265**	121 592	**–**	–	**12 265**	121 592
Disposals	**(929 284)**	(359 041)	**896 420**	73 312	**(32 864)**	(285 729)
Depreciation	**–**	–	**(103 569)**	(204 457)	**(103 569)**	(204 457)
Transferred to non-current assets classified as held-for-sale*	**–**	46 658	**–**	(23 576)	**–**	23 082
Translation	**17 004**	93 657	**(14 889)**	(70 950)	**2 115**	22 707
Closing balance	**719 613**	1 569 621	**(309 932)**	(1 087 894)	**409 681**	481 727
Total	**4 678 061**	4 899 628	**(2 043 776)**	(2 644 770)	**2 634 285**	2 254 858
Property, terminals, machinery, ship, vehicles and equipment and AUC	**3 958 448**	3 330 007	**(1 733 844)**	(1 556 876)	**2 224 604**	1 773 131
Right-of-use assets	**719 613**	1 569 621	**(309 932)**	(1 087 894)	**409 681**	481 727

* The joint venture transaction between Maersk Logistics and Services operations with certain of Grindrod's container depots and its coastal shipping business was completed with all conditions precedent fulfilled on 1 January 2023. Consequently, the assets and liabilities, subject to disposal, were classified as non-current assets held for sale.

Details of the freehold and leasehold properties are recorded in a register available for inspection at the registered office of the Company or its subsidiaries.

Further detail on right-of-use assets is disclosed in note 34.

Certain assets are encumbered in respect of capitalised lease and loan liabilities, details of which are shown in note 15.

Impairments/impairment reversals

In the current year, an impairment of R1.1 million (2023: reversal of impairment of R3.4 million) was recorded against freehold land and buildings based on the current valuations.

In the current year, R3.7 million was recognised against terminals, machinery, ship, vehicles and equipment based on market value. In the prior year, an impairment reversal of R8.0 million was recognised on locomotives that were disposed.

It is the policy of the Group to insure their property, terminals, machinery, vehicles and equipment at replacement value. However, in certain circumstances asset cover is limited to market value. The sum insured is R6 614.5 million (2023: R5 420.0 million).

3. INVESTMENT PROPERTY

Investment property, is property held to earn rentals and/or for capital appreciation (including property under construction for such purposes), property for which the purpose has not yet been determined, and is measured initially at cost, including transaction costs.

Subsequent to initial recognition, investment property is measured in terms of the cost model and is depreciated over estimated useful life to estimated residual values on a straight-line basis as follows:

Freehold and leasehold properties	25 to 50 years

Investment property is tested for impairment where an indicator is identified.

	Cost 2024 R000	Cost 2023 R000	Accumulated depreciation and impairment 2024 R000	Accumulated depreciation and impairment 2023 R000	Carrying value 2024 R000	Carrying value 2023 R000
Investment property						
Opening balance	**811 170**	113 252	**(143 119)**	–	**668 051**	113 252
Reclassification from property, terminals, machinery, ship, vehicles and equipment	**45 804**	669 857	**(541)**	(131 806)	**45 263**	538 051*
Current year impairment	**–**	–	**–**	(9 236)	**–**	(9 236)
Additions and improvements	**5 363**	35 012	**–**	–	**5 363**	35 012
Disposals	**(6 832)**	(418)	**4 231**	418	**(2 601)**	–
Depreciation	**–**	–	**(3 339)**	(2 495)	**(3 339)**	(2 495)
Reversal of fair value gains	**–**	(6 533)	**–**	–	**–**	(6 533)
Translation	**288**	–	**–**	–	**288**	–
Closing balance	**855 793**	811 170	**(142 768)**	(143 119)	**713 025**	668 051

* The 2023 reclassification was a result of property leases externalising following the joint venture transaction with Maersk.

The fair value of investment property amounted to R1 040.4 million (2023: R898.5 million) at year end.

Investment property generated rental income of R99.0 million (2023: R93.3 million), and direct expenses of R44.0 million (2023: R30.1 million) were incurred on properties that generate the rental income. Direct expenses of R1.3 million (2023: R1.5 million) were incurred on currently vacant property.

4. GOODWILL AND INTANGIBLE ASSETS

4.1 Accounting policy

Goodwill represents the future economic benefits arising from assets that are not capable of being individually identified and separately recognised in a business combination and is determined as the excess of the fair value of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date fair value of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill is initially recognised at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill is not amortised but is reviewed for impairment at least annually. On disposal of a cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Other intangible assets

Intangible assets acquired separately are initially recognised at fair value if acquired as part of a business combination. If assessed as having an indefinite useful life, they are not amortised but tested for impairment annually and impaired, if necessary. If assessed as having a finite useful life, they are amortised over their useful life using the straight-line basis, and tested for impairment if there is an indication that they may be impaired.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

4.2 Goodwill

	Carrying value 2024 R000	Carrying value 2023 R000
Opening balance	**299 116**	302 838
Acquisition of businesses	**–**	138 936
Impairment (note 22)	**(13 989)**	(137 330)
Disposal of business	**–**	(6 926)
Translation	**(1 088)**	1 598
Closing balance	**284 039**	299 116

In the prior year, goodwill of R125.2 million arose on the acquisition of RBT Grindrod Terminals Proprietary Limited and R13.7 million arose on the acquisition of Zambian Furnace Supplies Limited.

Impairments of goodwill

In the current year, an impairment of R14.0 million was recognised in the Logistics segment, relating to Zambia Furnace Supplies Limited (2023: R137.3 million relating to the Terminals business in Richards Bay) due to operational challenges which impacted volume projections and the resultant cash flows.
The impairment was based on the value in use determined on a discounted cash flow basis.

4. GOODWILL AND INTANGIBLE ASSETS CONTINUED

4.2 Goodwill continued

Allocation of goodwill to cash-generating units

Goodwill has been allocated for impairment testing purposes to the underlying discreet businesses as they represent separately identifiable CGUs. The following CGUs, being the lowest level CGUs that are viewed separately by the chief operating decision maker, have carrying amounts of goodwill that are considered significant in relation to the Group's total goodwill balance:

	Segment	2024 R000	2023 R000
Terminals	Port and Terminals	**165**	165
East Africa	Logistics	**–**	13 701
Ships Agencies and Clearing and Forwarding	Logistics	**283 874**	285 250
		284 039	299 116

Impairment testing of goodwill

The recoverable amounts of the cash-generating units were based on their value in use determined using discounted cash flow (DCF) valuation models. The DCF calculation uses cash flow projections based on financial budgets approved by the directors covering a three-year period with an additional two years included based on the expected growth rate of 4.8% (2023: 4.7%), which was also used in the determination of the terminal value. Growth rate is determined using regional forecast consumer price indices.

The key assumptions used by management in determining the cash flows used in the financial budgets for the initial three-year period were forecast sales growth rates, margins and profits are based on past experience adjusted for market trends.

A pre-tax discount rate of 20.9% (2023: 20.3%) was applied on the Ships Agencies and Clearing and Forwarding goodwill.

The discount rates are based on the current market assessment of the optimal capital structure, cost of equity and cost of debt. The directors believe that any reasonable change in the key assumptions, on which the recoverable amounts are based, would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of the cash-generating unit.

The impact on the net surplus on the discounted cash flow calculations of the material goodwill balances will be impacted as follows:

		Impact on headroom if	
	Headroom R000	1% increase in discount rate R000	1% decrease in discount rate R000
2024			
Ships Agencies and Clearing and Forwarding	**339 082**	**(47 973)**	**54 643**
2023*			
Ships Agencies and Clearing and Forwarding	594 143	(56 879)	64 731

		Impact on headroom if	
	Headroom R000	1% decrease in growth rate R000	1% increase in growth rate R000
2024			
Ships Agencies and Clearing and Forwarding	**339 082**	**(40 903)**	**35 846**
2023*			
Ships Agencies and Clearing and Forwarding	594 143	(49 193)	43 231

* The prior year headroom sensitivity has been updated to disclose the impact of a change in discount rate and a change in growth rate separately.

	Cost/ valuation 2024 R000	Accumulated amortisation and impairment losses 2024 R000	Carrying value 2024 R000	Carrying value 2023 R000
4.3 Intangible assets				
Opening balance	**213 580**	**(162 259)**	**51 321**	53 840
Translation	**200**	**(199)**	**1**	1 002
Reclassification from property, terminals, vehicles and equipment	**320**	**–**	**320**	(11 607)
Acquisition of businesses (note 30.6)	**1 918**	**–**	**1 918**	54 820
Additions	**2 591**	**–**	**2 591**	1 971
Disposals	**(78 977)**	**78 380**	**(597)**	(27)
Impairment	**–**	**–**	**–**	(29 774)
Amortisation	**–**	**(13 560)**	**(13 560)**	(18 904)
Closing balance	**139 632**	**(97 638)**	**41 994**	51 321
Goodwill and intangible assets total			**326 033**	350 437

Amortisation periods of intangible assets

Intangible assets consist mainly of leases, software, licences and customer contracts and are written off over periods ranging from 3 to 25 years (2023: 3 to 25 years).

Impairments of intangible assets

In the prior year an impairment of R26.1 million was recognised relating to the Terminals business in Richards Bay due to operational challenges which impacted volume projections and the resultant cash flows. The impairment was based on the value in use determined on a discounted cash flow basis. In addition, an impairment of R3.7 million was recognised in the prior year due to the cessation of a licence.

5. INVESTMENTS IN JOINT VENTURES

Interests in joint ventures

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint ventures are accounted for using the equity method of accounting.

The requirements of IFRS 9 Financial Instruments are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's loans in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group has joint venture interests in the following companies, which have the same year end as the Company unless otherwise stated:

				Consolidated	
Name of joint venture	**Principal activity**	**Place of incorporation**	**Segment**	**2024 Proportion of ownership**	**2023 Proportion of ownership**
Terminal de Carvão da Matola Limitada (TCM)	Terminals	Mozambique	Port and Terminals	**65.0%**	65.0%
Portus Indico-Sociedade de Servicos Portuarios SA	Port operations	United Arab Emirates	Port and Terminals	**48.5%**	48.5%
Maputo Intermodal Container Depot SA	Storage and logistics	Mozambique	Port and Terminals	**50.0%**	50.0%
Röhlig-Grindrod Proprietary Limited	Clearing and forwarding	South Africa	Logistics	**50.0%**	50.0%
NLPI Limited	Rail	Mauritius	Logistics	**73.9%**	73.9%*
Grindrod Rail Consultancy Services Proprietary Limited**	Rail	South Africa	Logistics	**–**	42.3%
RailCo Africa Limited^	Rail	Mauritius	Logistics	**–**	42.3%
Grindways Logistics Limited	Clearing and forwarding	Uganda	Logistics	**50.0%**	50.0%
GPR Leasing SA Proprietary Limited	Rail	South Africa	Logistics	**55.0%**	55.0%
Grindrod Logistics Proprietary Limited	Container landside logistics	South Africa	Logistics	**49.0%**	49.0%
Cockett Marine Oil Pte Limited	Marine fuel and lubricants	Singapore	Marine Fuels	**50.0%**	50.0%
Cockett Marine South Africa Proprietary Limited	Marine fuel and lubricants	South Africa	Marine Fuels	**50.0%**	50.0%
CMOG Fuel DMCC (CMOG)	Marine fuel and lubricants	United Arab Emirates	Marine Fuels	**50.0%**	50.0%

* The prior year ownership was incorrectly reflected at 74.5%. This has now been corrected. There is no impact on the unrecognised proportionate share of equity accounted losses.
** On 01 July 2024 the Group purchased the remaining 57.7% of Grindrod Rail Consultancy Services Proprietary Limited.
^ The Group exited the joint venture arrangement during April 2024. Railco Africa Limited bought back Grindrod's 42.3% shareholding for US$14.2 million, which was settled via a distribution of assets.

Information about the composition of the Group at the end of the reporting period has been included in the key operating segments on page 73.

5. INVESTMENT IN JOINT VENTURES CONTINUED

Summarised financial information in respect of each of the Group's joint ventures are set out below. The summarised financial information below represents amounts in joint ventures financial statements prepared in accordance with IFRS Accounting Standards and adjusted by the Group, when necessary, for equity accounting purposes.

	Port and Terminals		Logistics		Marine Fuels		Total	
	2024 R000	2023 R000	2024 R000	2023 R000	2024 R000	2023 R000	2024 R000	2023 R000
Income statement at effective share								
Revenue	**1 130 529**	1 225 767	**1 496 362**	1 680 045	**20 104 709**	16 042 942	**22 731 600**	18 948 754
Operating income before interest and taxation and after non-trading items and non-controlling interests	**444 372**	594 426*	**173 955**	251 816	**32 170**	46 941	**650 497**	893 183
Share of associate companies profit after tax	**326 119**	236 156*	**–**	–	**–**	–	**326 119**	236 156
Net interest paid	**(20 425)**	(28 167)	**(77 622)**	(73 188)	**6 223**	10 842	**(91 824)**	(90 513)
Taxation	**(122 732)**	(182 806)	**(23 749)**	(46 473)	**(5 742)**	(4 310)	**(152 223)**	(233 589)
Profit for the year	**627 334**	619 609	**72 584**	132 155	**32 651**	53 473	**732 569**	805 237
Statement of financial position at 100%								
Non-current assets	**4 701 582**	4 198 085	**2 133 935**	3 117 212	**97 606**	85 110	**6 933 123**	7 400 407
Current assets (excluding cash)	**626 999**	616 534	**1 614 566**	2 124 650	**3 679 277**	4 064 154	**5 920 842**	6 805 338
Cash and cash equivalents	**915 448**	575 686	**255 132**	224 079	**614 239**	489 652	**1 784 819**	1 289 417
Non-current liabilities	**(908 453)**	(855 038)	**(1 064 493)**	(1 481 321)	**–**	–	**(1 972 946)**	(2 336 359)
Current liabilities	**(1 004 642)**	(939 655)	**(1 127 120)**	(1 583 486)	**(3 036 675)**	(3 190 794)	**(5 168 437)**	(5 713 935)
Bank overdraft	**–**	–	**(360 816)**	(228 809)	**–**	–	**(360 816)**	(228 809)
Net assets	**4 330 934**	3 595 612	**1 451 204**	2 172 325	**1 354 447**	1 448 122	**7 136 585**	7 216 059
Proportion of Group's ownership in joint ventures	**2 488 144**	2 065 295	**716 338**	1 014 748	**677 223**	724 061	**3 881 705**	3 804 104
Goodwill	**382 631**	377 356	**1 886**	23 511	**–**	–	**384 517**	400 867
Costs capitalised to investment	**262 688**	261 962	**–**	–	**–**	–	**262 688**	261 962
Loans^	**225 854**	222 735	**–**	–	**–**	–	**225 854**	222 735
Other	**5 104**	6 231	**–**	–	**–**	–	**5 104**	6 231
Group's share of net assets of joint ventures	**3 364 421**	2 933 579	**718 224**	1 038 259	**677 223**	724 061	**4 759 868**	4 695 899
Dividends received from joint ventures	**261 974**	159 786	**59 141**	54 165	**73 520**	–	**394 635**	213 951

* The prior year amount has been disaggregated to reflect share of associate companies profit after tax separately.

^ This loan to Maputo Intermodal Container Depot, S.A. is non-interest-bearing and has no fixed repayment terms. Management has assessed this loan for recoverability. Management has no intention to request payment in the short term. There are cumulative equity accounted losses of R164.6 million (2023: R148.9 million) recorded for this joint venture, as Grindrod is a guarantor to the external debt in the business. The net carrying value of this joint venture is R61.2 million (2023: R71.2 million).

5. INVESTMENT IN JOINT VENTURES CONTINUED

Details of material joint ventures are set out below:

	Terminal de Carvão da Matola Limitada		Portus Indico-Sociedade de Servicos Portuarios SA		Röhlig-Grindrod Proprietary Limited		Grindrod Logistics		RailCo Africa Limited	
	2024 R000	2023 R000	2024 R000	2023 R000	2024 R000	2023 R000	2024 R000	2023 R000	2024 R000	2023 R000
Income statement at effective share										
Revenue	**998 251**	1 102 318	**113 972**	101 462	**408 894**	387 010	**990 681**	1 032 621	**31 198**	114 938
Profit before interest and taxation and after non-trading items and non-controlling interests	**372 440**	533 392	**90 273**	77 356^	**118 862**	120 940	**20 354**	80 862	**28 638**	28 215
Share of associate companies profit after tax	**–**	–	**326 119**	236 156^	**–**	–	**–**	–	**–**	–
Net interest expense	**(14 381)**	(20 961)	**–**	–	**(18 871)**	(20 390)	**(56 657)**	(40 242)	**(1 959)**	(11 655)
Taxation	**(122 834)**	(182 986)	**–**	–	**(24 810)**	(25 376)	**5 768**	(13 888)	**(2 977)**	(1 052)
Profit/(Loss) for the year	**235 225**	329 445	**416 392**	313 512	**75 181**	75 174	**(30 535)**	26 732	**23 702**	15 508
Statement of financial position at 100%										
Non-current assets	**2 063 685**	1 946 844	**2 298 895**	1 883 138	**289 668**	266 718	**1 842 289**	1 977 025	**–**	807 075
Current assets (excluding cash)	**533 535**	500 080	**83 302**	104 161	**1 268 980**	1 239 198	**322 293**	508 929	**–**	202 084
Cash and cash equivalents	**793 712**	562 937	**118 050**	1 476	**109 843**	103 127	**145 043**	519	**–**	104 306
Non-current liabilities	**(741 115)**	(648 045)	**–**	–	**(135 636)**	(139 577)	**(928 857)**	(1 060 523)	**–**	(254 309)
Current liabilities	**(270 597)**	(386 255)	**(219 779)**	(65 726)	**(659 626)**	(783 723)	**(454 404)**	(418 538)	**–**	(253 229)
Bank overdraft	**–**	–	**–**	–	**(360 816)**	(205 831)	**–**	(22 978)	**–**	–
Net assets	**2 379 220**	1 975 561	**2 280 468**	1 923 049	**512 413**	479 912	**926 364**	984 434	**–**	605 927
Proportion of Group's ownership in joint ventures	**1 546 494**	1 284 114	**1 106 027**	932 679	**256 206**	239 956	**453 918**	482 373	**–**	256 307
Goodwill	**–**	–	**382 631**	377 356	**1 886**	1 886	**–**	–	**–**	–
Costs capitalised to investment	**262 688**	261 962	**–**	–	**–**	–	**–**	–	**–**	21 625
Other	**5 104**	6 231	**–**	–	**–**	–	**–**	–	**–**	–
Group's share of net assets of joint ventures	**1 814 286**	1 552 307	**1 488 658**	1 310 035	**258 092**	241 842	**453 918**	482 373	**–**	277 932

^ The prior year amount has been disaggregated to reflect share of associate companies profit after tax separately.

The proportionate share of the capital commitments of the joint ventures is detailed in note 26.

	Segment	2024 R000	2023 R000
CMOG incurred significant losses in 2020 as a result of provisions raised on trade receivables. The Group has limited the equity accounted loss recognised to the value of investment and related shareholder loans. This investment is carried at nil value. The cumulative loss not recognised has been detailed below.			
The cumulative unrecognised proportionate share of equity accounted losses in CMOG	Marine Fuels	**433 947**	447 287*
In the prior years, NLPI incurred significant losses as a result of poor volumes. The Group has limited the equity accounted loss recognised to the value of investment. This investment is carried at nil value. The cumulative loss not recognised has been detailed below.			
The cumulative unrecognised proportionate share of equity accounted losses in NLPI	Logistics	**289 929**	187 738

* In the prior year, the cumulative unrecognised losses were calculated at the incorrect effective shareholding. This has now been corrected.

In respect of CMOG and NLPI, the Group has not guaranteed any of the unrecognised losses or committed to fund these losses.

An operation in the NLPI joint venture located in Zimbabwe, holds funds that are freely available for use in Zimbabwe but the transfer of funds outside of the country is limited. The value of the restricted funds at year end was R0.4 million (2023: R1.6 million) at Grindrod's effective share.

6. INVESTMENTS IN ASSOCIATES

The consolidated Annual Financial Statements incorporate the assets, liabilities, income and expenses of associates using the equity method of accounting from the acquisition date to the disposal date, except when the investment is classified as held for sale, in which case it is accounted for as non-current assets held for sale. Losses of associates in excess of the Group's interest are only recognised to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

The requirements of IFRS 9 Financial Instruments are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's loans in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS 36 Impairment of Assets as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount.

Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

The Group has associate interests in the following companies:

Name of associate	Principal activity	Place of incorporation	Segment	2024 Proportion of ownership	2023 Proportion of ownership
Grindrod Namibia Stevedoring Proprietary Limited	Stevedoring	Namibia	Port and Terminals	**49.0%**	49.0%
Empresa De Dragagem Do Porto de Mozambique S.A.*	Port dredging	Mozambique	Port and Terminals	**25.5%**	25.5%
Sturrock Flex Shipping Limited	Clearing and forwarding	Tanzania	Logistics	**37.1%**	37.1%
Mvano Executive Trading 89 Proprietary Limited	Marine technology	South Africa	Logistics	**25.1%**	25.1%

* This investment comprises 95% (2023: 95%) of the total investment in associates carrying value.

Information about the composition of the Group at the end of the reporting period has been included in the key operating segments on page 73.

Summarised financial information in respect of each of the Group's associates is set out below per segment. The summarised financial information below represents amounts in associates financial statements prepared in accordance with IFRS Accounting Standards and adjusted by the Group, when necessary, for equity accounting purposes.

	Port and Terminals		Logistics		Total	
	2024 R000	2023 R000	2024 R000	2023 R000	2024 R000	2023 R000
Income statement at effective share						
Revenue	**63 243**	61 332	**12 230**	10 954	**75 473**	72 286
Depreciation	**(10 532)**	(25 823)	**(70)**	(52)	**(10 602)**	(25 875)
Profit before interest and taxation	**50 077**	32 925	**7 374**	4 768	**57 451**	37 693
Net interest expense	**(3 394)**	(8 753)	**(30)**	(64)	**(3 424)**	(8 817)
Taxation	**(14 966)**	(7 768)	**(1 924)**	(1 880)	**(16 890)**	(9 648)
Profit for the year	**31 717**	16 404	**5 420**	2 824	**37 137**	19 228
Statement of financial position at 100%						
Non-current assets	**910 515**	939 418	**1 598**	966	**912 113**	940 384
Current assets (excluding cash)	**92 106**	161 126	**50 648**	25 281	**142 754**	186 407
Cash and cash equivalents	**9 127**	3 237	**832**	13 271	**9 959**	16 508
Non-current liabilities	**(12)**	(68)	**(57)**	(4 201)	**(69)**	(4 269)
Current liabilities	**(36 173)**	(267 161)	**(45 536)**	(33 928)	**(81 709)**	(301 089)
Net assets	**975 563**	836 552	**7 485**	1 389	**983 048**	837 941
Proportion of Group's ownership in associate	**250 740**	215 455	**7 473**	945	**258 213**	216 400
Loans	**–**	–	**3 876**	4 985	**3 876**	4 985
Group's share of net assets of associates	**250 740**	215 455	**11 349**	5 930	**262 089**	221 385
Dividends received from associates	**136**	264	**–**	1 740	**136**	2 004

7. OTHER INVESTMENTS

Other investments measured at fair value through profit and loss (FVTPL)

Other investments classified as FVTPL consist of listed investments and unlisted investments.

Other investments measured at FVTPL are measured at fair value and changes to the fair value are processed to the income statement. The Group's Private Equity and Property operation meets the definition of an investment entity because it has a diversified portfolio, multiple investors and various equity ownerships. Therefore all private equity investments remain at FVTPL including investments where the Group holds over 20% of the equity interest but less than 50%.

Other investments measured at fair value through other comprehensive income (FVTOCI)

This consists of unlisted investments in insurance cell captives initially measured at fair value and subsequently measured at FVTOCI and changes to the fair value are recorded in other comprehensive income.

Pension fund surplus

The pension fund surplus is measured under IAS 19 Employee benefits.

	2024 R000	2023 R000
Financial assets measured at FVTPL		
Listed investments	**24 270**	52 089
Unlisted investments	**22 784**	33 546
Financial assets measured at FVTOCI		
Unlisted investments in insurance cell captives	**2 732**	4 653
Financial assets measured at amortised cost		
Loans to related party	**28 254**	16 954
Pension fund surplus recognised*	**119 880**	96 378
	197 920	203 620

* Refer to note 33 for the fair value hierarchy and note 19 for details of the pension fund surplus.

The fair value of the investments approximates their carrying amount.

8. DEFERRED TAXATION

Deferred taxation assets and liabilities

Deferred taxation is recognised on temporary differences between the carrying amounts of assets and liabilities in the annual financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred taxation assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred taxation assets are only recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred taxation assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred taxation liabilities are recognised for taxable temporary differences, unless specifically exempt.

Deferred taxation assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither taxable income nor accounting profit.

Deferred taxation assets and liabilities are offset when there is a legally enforceable right to offset current taxation assets against current taxation liabilities and it is the intention to settle these on a net basis.

	Consolidated	
	2024 R000	2023 R000
Deferred taxation analysed by major category:		
Capital allowances	**(58 195)**	(23 598)
Provisions	**49 019**	105 600
Other timing differences*	**(6 546)**	(22 417)
Leases	**46 960**	78 993^
Right-of-use asset	**(66 196)**	(88 191)^
Lease liability	**113 156**	167 184^
Finance lease receivable	**(54 540)**	(72 973)^
Estimated taxation losses	**2 219**	910
	(21 083)	66 515
Reconciliation of deferred taxation:		
Opening balance	**66 515**	110 590
Income statement effect	**(82 286)**	(27 490)
Translation adjustment	**(2 030)**	4 118
Acquisition of businesses (note 30.6)	**(236)**	(22 636)
Deferred tax recognised directly in equity	**(3 046)**	1 933
Closing balance	**(21 083)**	66 515
Comprising:		
Deferred taxation assets	**57 570**	121 824
Deferred taxation liabilities	**(78 653)**	(55 309)
	(21 083)	66 515

* Other timing differences mainly relate to deferred income and prepayments.

^ Deferred tax balances on right of use assets, lease liabilities and finance lease receivables were previously aggregated but have been disaggregated and reported separately.

Deferred taxation assets have been recognised on assessed losses in the relevant entities in which the Group believes it is probable that they will generate a taxable profit in the foreseeable future. The assessments are performed on a continuous basis. Refer to note 24 for the details of the assessed loss.

9. FINANCE LEASE RECEIVABLES

	Consolidated	
	2024 R000	2023 R000
Non-current finance lease receivable	**417 288**	429 477
Current finance lease receivable	**73 036**	82 959
	490 324	512 436

Leasing arrangements

The Group entered into finance lease arrangements for handling equipment, trucks and property leases.

The terms of the finance leases range from 2 to 16 years (2023: 3 to 17 years).

Amounts receivable under finance leases

	1 year R000	2 to 5 years R000	>5 years R000	Total R000
2024				
Minimum lease payments receivable	**152 073**	**426 785**	**235 107**	**813 965**
Unearned finance income	**(79 037)**	**(136 651)**	**(107 953)**	**(323 641)**
Total present value/capital value	**73 036**	**290 134**	**127 154**	**490 324**
2023				
Minimum lease payments receivable	152 719	405 599	168 964	727 282
Unearned finance income	(69 760)	(77 446)	(67 640)	(214 846)
Total present value/capital value	82 959	328 153	101 324	512 436

The interest rate inherent in the leases is fixed at the contract date for the entire lease term. Amounts receivable under the finance leases are denominated in ZAR and USD. The effective interest rate contracted ranges from 5% to 43% (2023: 1% to 43%).

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for finance lease receivables. The finance lease receivables at the end of the reporting period are neither past due and, based on collateral held, not impaired.

10. LOANS AND ADVANCES AND NON-CURRENT ASSETS HELD FOR SALE

During the year, the Group reached an agreement with African Bank Limited to dispose of its North Coast property-backed loans and advances for R500.0 million. The transaction is considered highly probable at year end. Consequently, the assets subject to disposal are classified as held for sale.

	Opening balance R000	Interest capitalised R000	Repayment R000	Fair value adjustment R000	Expected credit losses R000	Transfer to non-current assets held for sale R000	Closing balance R000
Loan held at fair value	**842 500**	**–**	**–**	**(427 194)***	**–**	**(415 306)**	**–**
Loans held at amortised cost	**171 788**	**10 841**	**(2 195)**	**–**	**(95 740)**	**(84 694)**	**–**
	1 014 288	**10 841**	**(2 195)**	**(427 194)**	**(95 740)**	**(500 000)**	**–**

* This consists of a Level 3 fair value loss of R42.0 million and a Level 2 fair value loss of R385.2 million.

Subsequent to year end, the transaction closed and the proceeds of R500 million were received.

11. LONG-TERM RECEIVABLE

The long-term receivable relates to 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. As at 31 December 2024, £9.2 million (R195.0 million) has been received, with a further £1.8 million (R42.6 million) received in January 2025. The remaining capital amount of £6.4 million and interest is due to be received by 30 June 2025.

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 (December 2023) and was revised to 10% in May 2024.

	Consolidated	
	2024 R000	2023 R000
Carrying value of the receivable is converted at a closing exchange rate of R23.68/£ (December 2023: R23.64/£)*	**209 058**	253 589
Split as follows:		
Non-current^	**–**	–
Current^	**209 058**	253 589

* The impact of a R1 change in the exchange rate would result in a change in the receivable carrying value of R8.8 million (2023: R10.7 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, hence 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 (2023: R1.6 million) have been raised relating to the abovementioned receivable.

12. TRADE AND OTHER RECEIVABLES

	Consolidated	
	2024 R000	2023 R000
Net trade debtors	**905 708**	790 430
Trade receivables	**1 162 799**	1 076 410
Less: expected credit loss (ECL)	**(257 091)**	(285 980)
Receivables from joint ventures	**–**	2 254
VAT receivable	**176 087**	137 830
Prepayments*	**270 792**	167 101
Recoverable disbursements	**199 197**	220 423
Deferred consideration on disposal of businesses	**–**	–
Gross amount receivable	**23 815**	23 815
ECL raised	**(23 815)**	(23 815)
Other receivables^	**329 354**	342 112
	1 881 138	1 660 150

* The amount includes rolling stock prepayments of R161.3 million (2023: R62.7 million).

^ Included in other receivables are accrued income/contract assets, deposits, operating lease accruals and receivable claims.

The carrying amount of trade and other receivables approximates fair value as these are predominantly short term and non-interest-bearing.

The deferred consideration of R23.8 million fully provided for relates to the disposal of the fuel carrier businesses in 2021.

Further details relating to expected credit loss for trade receivables, deferred consideration on disposal of businesses and other receivables are shown in note 33.4.

13. MONEY MARKET FUNDS

The Group placed funds in an offshore Old Mutual money market fund. The fund has been operating since 2015 with the same investment profile and has never defaulted on investors cashing out securities.

Funds are made available within 48 hours of giving notice to withdraw. The fund invests in fixed deposits only with high quality banks on fixed and floating rates in terms of an average tenure of 180 days and accordingly has not been disclosed as cash and cash equivalents.

Money market funds are denominated in USD and are measured at fair value through profit or loss.

	Consolidated	
	2024 R000	2023 R000
Money market funds	**1 061 264**	416 336

The fund provides an average yield of 5.7% (2023: 5.9%).

14. SHARE CAPITAL AND PREMIUM

Group authorised and issued share capital are as follows:

	2024 R000	2023 R000
Authorised		
2 750 000 000 ordinary shares of 0.002 cents each	**55**	55
20 000 000 cumulative, non-redeemable, non-participating and non-convertible preference shares of 0.031 cents each	**6**	6
	61	61
There has been no change in the number of authorised shares from the prior year.		
Issued		
698 031 586 (2023: 698 031 586) ordinary shares of 0.002 cents each	**14**	14
7 400 000 cumulative, non-redeemable, non-participating and non-convertible preference shares of 0.031 cents each	**2**	2
	16	16

	Consolidated	
	2024 R000	2023 R000
Total issued share capital and premium	**3 936 891**	3 936 323

No shares were bought back as treasury shares in the current or prior year.

At 31 December 2024, 27 712 301 (2023: 30 271 331) ordinary shares are held by subsidiaries of the Group.

Of these shares, 2 419 364 (2023: 1 779 332) have been allocated to the Group's forfeitable share plan. Refer to notes 31 and 35 for details of the forfeitable share plan.

15. BORROWINGS (EXCLUDING PRIVATE EQUITY FUNDING)

	Consolidated	
	2024 R000	2023 R000
Long-term borrowings		
Unsecured		
Lease liabilities	**578 260**	637 818
Secured		
Secured liabilities and financing	**1 856 905**	1 598 113
	2 435 165	2 235 931
Total amounts repayable within one year	**(285 229)**	(268 968)
Long-term borrowings	**2 149 936**	1 966 963
Interest-bearing borrowings are disclosed in the consolidated statement of financial position as follows:	**2 435 166**	2 235 931
Long-term borrowings	**1 658 581**	1 443 595
Lease liabilities	**491 356**	523 368
Current portion of long-term borrowings	**198 324**	154 518
Current portion of lease liabilities	**86 905**	114 450
Short-term interest-bearing borrowings and bank overdraft	**359 426**	266 279
Total interest-bearing debt	**2 794 592**	2 502 210

Property, terminals, vehicles and equipment of R1 434.2 million (2023: R1 216.3 million), finance lease receivables of R344.5 million (2023: R247.5 million) and the long term receivable of R209.1 million (2023: R253.6 million) are pledged as security for loans of R1 856.9 million (2023: R1 598.1 million).

The Group determines its availability of funds and assesses its cash requirements on a weekly basis. Consideration is given to the most appropriate form of funding prior to any acquisitions. Group treasury determines the amount of unutilised facilities in assessing the funds available to the Group. The net cash balances included in current assets and current liabilities are included in the determination of the headroom available.

15. BORROWINGS (EXCLUDING PRIVATE EQUITY FUNDING) CONTINUED

	Consolidated			
	Date of redemption	Current rate of interest per annum %	2024 Carrying value R000	2023 Carrying value R000
Secured				
Foreign currency funding				
Asset finance secured by ship, vehicles, machinery and equipment	**01/2021 to 01/2031**	**4.10 to 19.50**	**374 625**	292 350
Local currency funding				
Financial liabilities measured at amortised cost				
Asset finance secured by vehicles, machinery and equipment, receivables and finance lease	**08/2021 to 10/2033**	**8.05 to 10.75**	**519 940**	528 208
Loans secured by mortgage bond over property	**08/2015 to 11/2033**	**10.95 to 11.30**	**962 340**	777 555
Aggregate secured long-term borrowings			**1 856 905**	1 598 113

Key covenants for the Group include net debt to equity, net debt to EBTIDA, interest cover, debt service cover ratio and loan to value. As at year end sufficient headroom existed on the covenant measurements. Covenants are measured in accordance with the requirements of the various funding agreements.

Available facilities

Interest-bearing term debt is raised to fund locomotives, property, terminals, vehicles and equipment. The facilities are based on specific loan agreements and the specific assets against which the loans are secured.

The Group has undrawn committed facilities as at 31 December 2024, as follows:

	Expiry category	Currency	2024 R000	2023 R000
Long-term debt facilities	0 to 3 months	USD	**90 336**	–
Long-term debt facilities	9 to 12 months	ZAR	**228 699**	254 394
Short-term borrowing facilities	9 to 12 months	USD	**254 070**	185 600
Short-term borrowing facilities	0 to 3 months	ZAR	**26 000**	–
Short-term borrowing facilities	3 to 6 months	ZAR	**178 966**	172 729
Short-term borrowing facilities	9 to 12 months	ZAR	**290 000**	290 000
			1 068 071	902 723

16. PRIVATE EQUITY FUNDING

	Consolidated	
	2024 R000	2023 R000
Secured		
Long and medium-term financing	**133 970**	120 653
	133 970	120 653
Total amounts repayable within one year	**(133 970)**	–
Long-term borrowings	**–**	120 653

The loan is ZAR denominated, repayable in April 2025 and the interest rate as at 31 December 2024 is 10.1% (2023: 10.6%).

17. PROVISIONS AND OTHER LIABILITIES

Warranty liability

As part of the disposal of Bank in 2022, the Group provided warranties for a maximum of R300 million on specific loans and advances relating to KZN North Coast properties. In the current year, the Group entered into an agreement to dispose of the remaining North Coast property-backed loans and advances for R500 million. As part of the intended transaction, the warranties provided on the ring-fenced loans were extended from 3 years to 5 years, consequently the full exposure of R300.0 million (2023: R126.0 million) was raised as at 31 December 2024.

In addition, related to the disposal of Bank in 2022, the Group provided general warranties for a maximum of R100 million. Exposure was assessed to be Rnil (2023: R9.4 million).

	Consolidated	
	2024 R000	2023 R000
Warranty liability		
Opening balance	**135 400**	85 000
Raised	**165 487**	56 130*
Utilised	**(887)**	(5 730)*
Closing balance	**300 000**	135 400
Split as follows:		
Non-current	**300 000**	135 400
Current	**–**	–

* In the prior year, the amount utilised was incorrectly included in the amount raised. This has now been disaggregated and reported separately.

Liability for share-price linked option scheme

The share-price linked option liability relates to a remuneration scheme whereby certain employees of Grindrod Limited are entitled to receive a cash settlement based on the excess of the market price of shares over an agreed upon strike price. Refer to note 31.

17. PROVISIONS AND OTHER LIABILITIES CONTINUED

	Consolidated	
	2024 R000	**2023 R000**
Liability for share-price linked option scheme		
Opening balance	**89 803**	95 675
Raised	**60 308**	27 280
Utilised	**(70 484)**	(33 637)
Translation difference	**26**	485
Closing balance	**79 653**	89 803
Split as follows:		
Non-current	**35 427**	49 677
Current	**44 226**	40 126
Total provisions	**379 653**	225 203
Split as follows:		
Non-current	**335 427**	185 077
Current	**44 226**	40 126

18. TRADE AND OTHER PAYABLES

	Consolidated	
	2024 R000	**2023 R000**
Trade creditors	**766 156**	832 641
Accrued expenses	**392 028**	415 723
Other payables*	**272 343**	429 452
	1 430 527	1 677 816

* Other payables consist mainly of VAT, deposits, deferred revenue, guarantees and preference dividends payable.

The carrying amount of trade and other payables approximates fair value as these are predominantly short-term and non-interest-bearing.

19. RETIREMENT BENEFIT PLANS

Grindrod provides privately administered pension and provident funds for all permanent employees except those who belong to an external fund, industry pension fund or provident scheme. All eligible employees are members of either defined benefit or defined contribution plans which are governed by the South African Pension Funds Act, 1956.

Defined benefit costs

Past service costs are recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as service costs (including current service costs, past service costs, as well as gains and losses on curtailments and settlements), net interest expense or income and remeasurement.

The Group presents service costs and net interest expense or income in profit or loss. Curtailment gains and losses are accounted for as past service costs.

The employee benefit obligation recognised in the consolidated statement of financial position represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Post-employment benefit obligations

Grindrod operates a defined benefit pension plan as well as two defined contribution provident funds.

Current contributions to Grindrod's defined contribution funds are charged against income when incurred. The Group and employees contributed R50.7 million (2023: R43.9 million) to the two defined contribution funds.

The cost of providing benefits to Grindrod's defined benefit plan and the obligation in respect of post-retirement medical aid are determined and expensed using the projected unit credit actuarial valuation method. Contribution rates to the defined benefit plan are adjusted for any unfavourable experience adjustments. Favourable experience adjustments are retained within the fund. Actuarial surpluses are brought to account in Grindrod's Annual Financial Statements only when it is clear that economic benefits will be available to Grindrod. These surpluses are recognised immediately in the statement of financial position with a charge or credit to the statement of comprehensive income in the period in which they occur.

Grindrod's estimated liability in respect of post-retirement medical benefits has been fully provided in the statement of financial position.

The risks faced by Grindrod as a result of the retirement benefit plan are actuarial risks relating to:

- Longevity risk
- Investment risk
- Market risk
- Liquidity risk
- Salary risk
- Foreign exchange rate risk

19. RETIREMENT BENEFIT PLANS CONTINUED

Longevity risk

The pensioners have been outsourced in the name of the Fund (GN12), thus presently the Fund is exposed to the risk that the insurer might default on pension payments. The outsource removes the longevity risk from the Fund i.e. the risk that pensioners live longer than expected, and passes this risk on to the insurer.

Investment risk

The plan assets are primarily invested in equities and bonds, with a majority in equities. This exposes the Fund to a slight concentration of market risk. If the plan assets are not adequate or suitable to fund the liabilities of the Fund, and the nature thereof, the entity will be required to fund the balance, hence exposing it to risks on the investment return.

Market risk

In order to reduce market risk, the investment portfolio is diversified by investing in equities of different companies and in different issues of bonds and deposits. Cash deposits are also invested with different institutions as well as in different geographical markets. The risk is further reduced by investing in well-researched companies and by investing in bonds with high credit ratings.

Liquidity risk

Liquidity risk, the risk of not having liquid assets to meet liabilities as they fall due, is reduced by investing in liquid assets and highly tradeable assets.

Salary risk

Salaries are assumed to depend on inflation, which means the active member liability is also exposed to inflation risk.

Foreign exchange risk

The great majority of member's retirement fund liabilities are denominated in ZAR. A currency mismatch is therefore introduced when investing in foreign investments. The risk is due to the fact that the currency invested could weaken against the Rand. However, since inflation in South Africa is likely to remain structurally higher than in most developed countries, it is expected that the Rand would weaken against the major investment currencies over time.

The volatility risk associated with foreign investments is reduced when only a limited portion of the portfolio's assets is invested offshore as is currently required in terms of Regulation 28 and the South African Reserve Bank requirements.

	Consolidated	
	2024 R000	**2023 R000**
The funded status of the pension fund is as follows:		
Actuarial value of assets	**160 762**	131 479
Present value of liabilities	**(40 882)**	(35 101)
Actuarial surplus (note 7)	**119 880**	96 378
The reconciliation of the pension fund asset and liability has been disclosed separately and accordingly comparatives have been included. The amounts recognised in the Annual Financial Statements in this respect are as follows:		
Recognised asset at the beginning of the year	**131 479**	128 385
Recognised in the income statement in the current year	**15 879**	13 956
Interest income on assets	**17 509**	16 165
Current service cost	**(729)**	(434)
Benefits paid	**(902)**	(1 776)
Member contributions	**1**	1
Recognised in other comprehensive income in the current year	**13 404**	(10 862)
Actuarial gain/(loss) on plan assets	**13 404**	(10 862)
	160 762	131 479
Recognised liability at the beginning of the year	**(35 101)**	(35 403)
Recognised in the income statement in the current year	**(3 751)**	(2 616)
Interest on obligation	**(4 644)**	(4 384)
Current service cost	**(737)**	(441)
Administration cost	**729**	434
Benefits paid	**902**	1 776
Member contribution	**(1)**	(1)
Recognised in other comprehensive income in the current year	**(2 030)**	2 918
Actuarial gain/(loss) arising from changes in experience assumptions	**(2 030)**	2 918
	(40 882)	(35 101)

19. RETIREMENT BENEFIT PLANS CONTINUED

	Consolidated 2024 %	2023 %
The assets of the fund were invested as follows:		
Cash and cash equivalents	**13.1**	11.6
Equity instruments	**35.2**	63.5
Debt instruments	**17.6**	15.4
Real estate	**8.8**	8.8
International instruments	**25.4**	0.5
Other	**0.1**	0.1

The fair value of the above equity and debt instruments are determined based on quoted market prices in active markets.

An actuarial valuation was performed as at 31 December 2024. The employer's contributions to all retirement benefit plans are charged against income when incurred.

	Consolidated 2024 %	2023 %
The principal actuarial assumptions applied in the determination of fair values include:		
Discount rate	**11.4**	13.4
Salary increase rate	**5.5**	8.2
Pension increase allowance	**6.5**	7.2
Inflation rate	**5.5**	7.2
Statutory discount rate for minimum benefits	**5.1**	5.2
Post-retirement discount rate for minimum benefits	**4.0**	4.0

	2024 Effect of a 1%		2023 Effect of a 1%	
	Increase	(Decrease)	Increase	(Decrease)
The effects of an increase or decrease of 1% in the assumed discount rates on the present value of liabilities is as follows:	**0.0%**	**0.0%**	0.0%	0.0%
The effects of an increase or decrease of 1% in the assumed inflation rates on the present value of liabilities is as follows:	**0.0%**	**0.0%**	0.0%	0.0%

The sensitivity analysis presented above may not be representative of the actual change in the obligation as it is unlikely that the above changes in assumptions would occur in isolation of one another.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from the prior year.

Risk management

There has been no change in the process used by the Group to manage its risks from prior years.

20. REVENUE

Accounting policy

At the inception of a contract with a customer, Grindrod assesses the goods or services promised in the contract and identifies as a performance obligation each promise to transfer to the customer either a good or service, or bundle of goods or services, that is distinct; or a series of distinct goods or services that are substantially the same and have the same pattern of transfer to the customer.

Revenue from services is recognised when the performance obligation relating to each specific contract has been satisfied. Performance obligations are satisfied either at a point in time or over time. Where performance obligations are satisfied over time, the entity adopts an input method based on the costs incurred to date as a percentage of the total cost of the contract as a measure of the percentage of completion of the contract. Given the nature of the contracts completed over time, this method provides a faithful depiction of the transfer of goods and services for performance obligations satisfied over time.

The performance obligation with respect to the sale of goods is recognised when the Grindrod entity has delivered its products to the customer and there is no unfulfilled obligation that could affect the customer's acceptance of the product. Delivery does not occur until the products have been shipped to the specified location, the risks of loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed or Grindrod has objective evidence that all criteria for acceptance have been satisfied. The performance obligation with respect to provision of services is recognised when the service has been provided to the customer.

Payments by customers are typically made in advance or within 30 days of revenue being recognised.
Where payments are deferred for a period beyond 12 months after revenue being recognised, a significant financing component is included in the contract. Revenue is recognised at the present value of the consideration receivable over the contract period with the balance of the consideration being recognised as finance income over time.

Contracts with customers within the Port and Terminals business segment include transaction prices that have variable considerations. This is due to the existence of take or pay arrangements (ToP) whereby the customer commits to a minimum volume throughput during the contract period.

A variable consideration is only recognised to the extent that it is highly probable i.e. when the additional consideration/charge is agreed upon between the parties. ToP revenue does not always materialise as it involves negotiation with the customer which may result in either of the following:

- Additional revenue being recognised if the customer agrees to the additional charge; or
- Additional revenue not being recognised if the customer does not agree to the additional charge.

Due to the variability and subjectivity involved, Grindrod's policy is to recognise ToP revenue only when amounts are agreed upon/confirmed with the customer. This ensures that there is no significant reversal of previously recognised revenue.

The transaction price is allocated to each performance obligation in a contract on a relative stand-alone selling price basis where contracts have more than one performance obligation. Where discounts are issued on contracts that consist of more than one performance obligation, Grindrod allocates the discount to each performance obligation separately. In some instances, Grindrod provides multiple services to customers in a single contract. Where it is the intention of Grindrod to provide an end-to-end solution, these are considered as an integrated set of activities and treated as a single performance obligation.

Revenue description

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. Grindrod recognises revenue when it transfers control over a product or service to a customer.

20. REVENUE CONTINUED

The following is a description of the principal activities from which Grindrod generates its revenue:

Bulk terminals

Handling

The bulk terminal activities involve receiving, stockpiling and loading of cargo onto vessels for onward transportation. The terminal earns a fixed rate, per ton loaded onto the vessel, which is a single performance obligation therefore revenue is recognised at a point in time. The performance obligation is met when cargo tonnage is loaded onto the vessel and involves an integrated set of activities as the terminal would not be able to fulfil its promise, by transferring each of the services independently.

Value added services – commodity export sales

Grindrod entered into agreements with customers to sell specific commodities at a fixed price. The sale is recognised only when the commodity is loaded onto a vessel or delivered to a contractually agreed location therefore revenue is recognised at a point in time. Any commercial risk related to the transactions are managed and mitigated to minimise exposure to Grindrod. Grindrod is a principal to the transaction where it retains inventory and credit risk.

Container handling

Grindrod provides various services to customers through its coastal shipping leasing activities, its container depot businesses as well as its Northern Mozambique graphite operations including container handling, transport, warehousing, loading and offloading. The performance obligation related to handling and transport of containers is recognised over time. The remaining services rendered by the container depot/intermodal and Northern Mozambique businesses is satisfied at a point in time.

Logistics

Grindrod provides a variety of logistics solutions for the transportation of cargo through road, rail and sea. The performance obligation from this service is satisfied at a point in time when the cargo has been delivered to the customer.

Sale of project cargo handling equipment

Grindrod has entered into lease agreements to purchase and lease, under finance lease agreements, various equipment to customers. These lease arrangements are within an entity of the Group, that in the ordinary course of business, acquire equipment with the intention of leasing and selling these assets. Accordingly revenue has been recognised in terms of dealer-lessor accounting being the fair value of the underlying asset or, if lower, the present value of the lease payments accruing to the lessor, discounted using a market rate of interest. The sale of goods is satisfied at a point in time.

Ships agency income

Grindrod provides clearing and forwarding of imports and exports, transportation of goods and ship husbandry services. Each performance obligation from these services is satisfied at a point in time when the cargo has been delivered to the customer.

Stevedoring

Grindrod is engaged in providing stevedoring services for dry-bulk, break-bulk, container and vehicle discharge services. Revenue from providing services is recognised in the accounting period in which the services are rendered.

Rental income

Rental income comprises mainly of contractual rental income from the lease of properties and other assets and is recognised, in terms of IFRS 16: Leases, on a straight-line basis over the term of the lease.

Interest income

Interest income relates to interest on finance lease receivables recognised in terms of IFRS 16: Leases, dealer-lessor accounting. Refer to the sale of project cargo handling equipment above.

Management fee

Management fees relates to income from Group Companies in respect of various administrative services performed on their behalf. The performance obligation is the provision of the relevant service and is satisfied over time.

Other services

Other services includes revenue earned from various ancillary services including but not limited to travel agency services and container sales. The performance obligation is the provision of the relevant goods and services and is satisfied at a point in time.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

20.1 Revenue

Revenue has been disaggregated into revenue from contracts with customers and other revenue and accordingly comparatives have been included.

Revenue from each category is disaggregated in the following table:

		Consolidated	
		2024	2023
	Segment	R000	R000
Bulk terminals recognised at a point in time		**1 551 371**	2 250 014
Handling	Port and Terminals	**1 551 371**	1 566 010
Value added services – commodity export sales	Group	**–**	684 004
Container handling		**572 120**	711 224
Recognised at a point in time	Logistics	**497 191**	555 204
Recognised over time	Logistics	**74 929**	156 020
Logistics recognised at a point in time	Logistics	**1 689 178**	760 241
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	**740 318**	593 241
Stevedoring recognised at a point in time	Port and Terminals	**105 266**	110 668
Locomotive maintenance and parts sales recognised at a point in time	Logistics	**27 738**	–
Management fees received from joint ventures and associates recognised over time	Port and Terminals, Logistics and Group	**114 263**	107 489*
Other services^	Port and Terminals, Logistics and Group	**19 434**	41 107*
Revenue from contracts with customers		**4 819 688**	4 688 382
Other revenue		**156 552**	157 190
Rental income recognised over time	Port and Terminals, Logistics and Group	**111 129**	129 382
Interest income recognised over time	Logistics	**45 423**	27 808
		4 976 240	4 845 572

* Management fees received from joint ventures and associates, which was previously included in other services, has now been disaggregated and reported separately.

^ Other services includes revenue earned from various ancillary services including, but not limited to, travel agency services and container sales.

21. PROFIT FROM OPERATIONS

21.1 Reconciliation of revenue to trading profit before expected credit losses and depreciation and amortisation

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.

Employee benefit costs

The cost of providing employee benefits is accounted for in the period in which the benefits are earned by employees.

The cost of short-term employee benefits is recognised in the period in which the service is rendered and is not discounted. The expected cost of short-term accumulating compensated absences is recognised as an expense as the employees render services that increases their entitlement or, in the case of non-accumulating absences, when the absences occur.

Reconciliation of revenue to trading profit before expected credit loses, depreciation and amortisation

	Consolidated	
	2024 R000	2023 R000
Revenue	**4 976 240**	4 845 572
Less: Expenses	**(4 653 023)**	(3 893 019)
Staff costs	**(949 825)**	(925 860)
Subcontractor handling, plant hire, transport and other related costs	**(1 931 738)**	(1 108 181)
Value added services – cost of commodities for export sales	**–**	(386 730)
Agent commission on commodity export sales	**(1 254)**	(52 844)
Bunker costs	**–**	(75)
Other container and bulk handling expenses	**(380 421)**	(242 544)
Cost of project cargo handling equipment sold	**–**	(109 451)
Property and infrastructure related costs	**(461 461)**	(472 655)
Audit fees*	**(21 544)**	(29 181)
Warranty liability expense	**(165 487)**	(56 130)^
Other operating expenses**	**(279 952)**	(179 562)^
Net foreign exchange gain	**2 608**	28 028
Net loss on financial instruments	**(463 949)**	(357 834)
Add: Other income	**67 390**	62 502
Insurance income	**32 904**	9 243
Other income	**34 486**	53 259
Trading profit	**390 607**	1 015 055

* Included in audit fees is an amount of R21.0 million related to the Group's external auditor, PwC, for external audit services and R0.1 million for non-audit services.

^ The warranty liability expense, which was previously included in other operating expenses, has now been disaggregated and reported separately.

** Other operating expenses comprises mainly motor vehicle expenses, communication expenses, computer expenses, professional fees and administrative expenses.

21.2 Profit before interest, taxation and non-trading items

	2024 R000	2023 R000
Depreciation and amortisation	**(334 314)**	(391 631)
Depreciation	**(320 754)**	(372 727)
Amortisation	**(13 560)**	(18 904)
Expected credit losses	**(95 672)**	(92 030)
Loan and advances	**(95 740)**	15 112
Trade receivables	**68**	(107 142)

22. NON-TRADING ITEMS

Non-trading items is a non-IFRS Accounting Standards measure and consists of items that are usually capital in nature or not of an operational nature. In most cases non-trading items are those items excluded from headline earnings per share (HEPS) in accordance with the South African Institute of Chartered Accountants (SAICA) Circular 1/2023 and generally include re-measurements due to:

- impairments of goodwill and non-current assets;
- gains and losses on the measurement to fair value less costs to sell (or on the disposal) of assets or disposal groups constituting discontinued operations;
- gains and losses on the measurement to fair value less costs to sell of non-current assets or disposal groups classified as held for sale;
- gains and losses on the disposal of property, machinery, terminals, vehicles and equipment;
- recycling through profit or loss of foreign currency translation reserves upon disposal of entities whose functional currencies are different to the Group's presentation currency; and
- recycling through profit or loss of fair value gains and losses previously recognised directly in equity upon the disposal of financial instruments and the realisation of hedges of a net investment in a foreign operation.

22. NON-TRADING ITEMS CONTINUED

	Consolidated	
	2024 R000	2023 R000
Insurance compensation on property, terminals, machinery, vehicles and equipment impaired and scrapped due to KZN floods	–	21 620
Net (impairment)/reversal of impairment of property, terminals, machinery, ship, vehicles and equipment	(4 754)	2 166
Net impairment of intangible assets	–	(29 774)
Net profit on disposal of investments	2 873	34 226
Loss on disposal of business	(19 934)	(257)
Profit on disposal of non-current assets held for sale and liabilities associated with assets held for sale	–	92 758
Net (loss)/profit on disposal of property, terminals, machinery, ship, vehicles and equipment	(787)	7 965
Foreign currency translation reserve release	34 086	(6 549)
Gain on bargain purchase (note 30.6)	10 543	–
Impairment of goodwill (note 4.2)	(13 989)	(137 330)
	8 038	(15 175)

23. INTEREST INCOME/(EXPENSE)

	Consolidated	
	2024 R000	2023 R000
Interest income on financial assets at amortised cost	219 699	240 642
Interest expense on financial liabilities held at amortised cost	(226 853)	(174 019)
Interest expense on lease liabilities	(52 156)	(45 948)
Total interest expense	(279 009)	(219 967)

24. TAXATION

The charge for current taxation is based on the results for the year as adjusted for income that is exempt and expenses that are not deductible using tax rates that are applicable to taxable income.

Deferred taxation is recognised in profit or loss except when it relates to items credited or charged directly to equity, in which case it is also recognised in equity.

	Consolidated	
	2024 R000	2023 R000
South African normal taxation		
Current		
On income for the year	78 821	83 309
Capital gains taxation (CGT)	12 683	14 008
Prior year	(25 150)	(19 074)
Withholding taxes	6 175	4 796
Deferred		
Current year	8 707	49 985
Prior year	26 076	(28 753)
Foreign		
Current		
On income for the year	130 752	226 042
Prior year	(30 474)	(53 075)
Withholding taxes	34 509	18 110
Deferred		
Current year	15 518	(5 807)
Prior year	40 609	(1 156)
Withholding taxes	(9 251)	13 221
Change of rate	627	–
	289 602	301 606

24. TAXATION CONTINUED

		South Africa R000	Mozambique R000	Mauritius R000	Other R000	Group R000
2024						
Tax rate*	(%)	**27.0**	**32.0**	**15.0**	**26.0**	**3.6**
Normal taxation^		**(115 938)**	**112 253**	**(4 795)**	**5 189**	**(3 291)**
Adjusted for:						
Current year tax losses (utilised)/not utilised		**(3 128)**	**(1 653)**	**(10 366)**	**5 000**	**(10 147)**
Exempt income[1]		**(27 974)**	**(4 064)**	**(452)**	**(8 654)**	**(41 144)**
Non-taxable foreign items/income taxed at source[2]		**–**	**2 481**	**16 835**	**–**	**19 316**
Withholding tax		**6 175**	**–**	**25 055**	**203**	**31 433**
Non-allowable items[3]		**234 568**	**2 155**	**30 480**	**21 105**	**288 308**
Investment tax credits		**–**	**–**	**(19 244)**	**–**	**(19 244)**
CGT[4]		**12 683**	**–**	**–**	**–**	**12 683**
Change of rate		**–**	**–**	**–**	**627**	**627**
Prior year – current taxation[5]		**(25 150)**	**(16 120)**	**(5 459)**	**(8 895)**	**(55 624)**
Prior year – deferred taxation[7]		**26 076**	**33 826**	**6 783**	**–**	**66 685**
Effective taxation		**107 312**	**128 878**	**38 837**	**14 575**	**289 602**

		South Africa R000	Mozambique R000	Mauritius R000	Other R000	Group R000
2023						
Tax rate*	(%)	27.0	32.0	15.0	24.5	27.7
Normal taxation^		(101 888)	187 484	27 801	35 074	148 471
Adjusted for:						
Current year tax losses not utilised/(utilised)		57 573	(474)	91	1 036	58 226
Exempt income[1]		(44 567)	–	(4 356)	(15 660)	(64 583)
Non-taxable foreign items/income taxed at source[2]		–	4 752	956	–	5 708
Withholding tax		4 796	–	30 644	687	36 127
Non-allowable items[3]		222 176	1 492	3 128	2 367	229 163
Investment tax credits		–	–	(23 456)	–	(23 456)
CGT[4]		14 008	–	–	–	14 008
Prior year – current taxation		(19 074)[5]	–	(53 071)[5]	(4)	(72 149)
Prior year – deferred taxation		(28 753)[6]	–	(1 156)	–	(29 909)
Effective taxation		104 271	193 254	(19 419)	23 500	301 606

* The Other and Group rate of tax varies as it is based on a weighted average calculation for the respective year. The weighted average calculation is a function of the aggregation of the statutory taxation arising from each of the entities over the aggregate of the net profit/loss before taxation for the respective entities. As this mix changes, so too does the tax rate.

^ The negative normal taxation is due to loss before taxation.

1 Exempt income relates mainly to non-taxable capital items.

2 Non-taxable foreign items mainly relates to differences on foreign subsidiaries taxation rates.

3 Non-allowable items mainly relates to non-deductible fair value expenses, impairments and the warranty liability expense.

4 Capital gains tax relates to the divestment of RailCo Africa Limited and sale of assets.

5 This mainly relates to assessments raised by the relevant tax authorities.

6 This mainly relates to balances not disposed as part of the container depot businesses.

7 This mainly relates to the release of deferred tax assets which are no longer considered recoverable.

Subsidiary companies have estimated taxation losses of R608.8 million (2023: R694.4 million) of which R2.0 million (2023: R0.9 million) has been utilised in the calculation of deferred taxation.

25. EARNINGS PER SHARE

		Consolidated 2024 R000	Consolidated 2023 R000
25.1 Basic earnings per share			
The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:			
Profit attributable to owners of parent		**390 272**	1 062 154
Less: preference dividends		**(76 088)**	(74 378)
Profit used in the calculation of basic earnings per share		**314 184**	987 776
Weighted average number of shares in issue for the year	(000s)	**667 339**	667 223
Basic earnings per share	(cents)	**47.1**	148.0
25.2 Diluted earnings per share			
Diluted weighted average number of shares in issue for the year	(000s)	**668 131**	667 750
Reconciliation of weighted average number of shares			
Basic weighted average number of shares in issue	(000s)	**667 339**	667 223
Shares that will be issued for no value in terms of share option scheme	(000s)	**792**	527
Diluted average number of shares in issue	(000s)	**668 131**	667 750
Diluted earnings per share	(cents)	**47.0**	147.9
25.3 Headline and diluted headline earnings per share			
Headline earnings per share is based on headline profit of		**311 850**	1 012 425
Weighted average number of shares in issue for the year	(000s)	**667 339**	667 223
Diluted headline earnings per share is based on the diluted weighted average number of shares in issue for the year	(000s)	**668 131**	667 750
Headline earnings per share			
Basic	(cents)	**46.7**	151.7
Diluted	(cents)	**46.7**	151.6
Headline earnings reconciliation:			
Profit attributable to ordinary shareholders of the Company		**314 184**	987 776
Adjusted for:			
Impairment/(reversal of impairment) of property, terminals, machinery, ship, vehicles and equipment		**4 754**	(2 166)

	Consolidated 2024 R000	Consolidated 2023 R000
25.3 Headline and diluted headline earnings per share continued		
Net impairment of intangible assets	**–**	22 727
Net impairment of intangible assets	**–**	29 774
Tax effect	**–**	(7 047)
Net profit on disposal of investments	**(2 873)**	(34 226)
Net loss on disposal of business	**32 587**	257
Loss on disposal of business	**19 934**	257
Tax effect	**12 653**	–
Net profit on scrapping of intangibles, property, terminals, machinery, ship, vehicles and equipment due to KZN floods	**–**	(20 453)
Insurance compensation on property, terminals, machinery, ship, vehicles and equipment impaired and scrapped due to KZN floods	**–**	(21 620)
Tax effect	**–**	1 167
Net loss/(profit) on disposal of property, terminals, machinery, ship, vehicles and equipment	**787**	(7 965)
Impairment of goodwill (note 4.2)	**13 989**	137 330
Profit on disposal of non-current assets held for sale and liabilities associated with assets held for sale	**–**	(79 095)
Gross	**–**	(92 758)
Tax effect	**–**	13 663
Foreign currency translation reserve released	**(34 086)**	6 549
Gain on bargain purchase (note 30.6)	**(10 543)**	–
Joint Ventures:		
Net profit on disposal of investment property, intangibles, property, terminals, machinery, ship, vehicles and equipment	**(6 582)**	(3 829)
(Reversal of impairment)/impairment of intangibles, property, terminals, machinery, ship, vehicles and equipment	**(367)**	5 520
Headline earnings	**311 850**	1 012 425

26. CAPITAL COMMITMENTS

	Consolidated	
	2024 R000	**2023 R000**
Authorised and contracted for	**1 585 917**	179 749
Subsidiaries	**1 576 137**	116 225
Joint ventures	**9 780**	63 524
Authorised and not contracted for	**289 850**	539 167
Subsidiaries	**10 511**	257 500
Joint ventures	**279 339**	281 667
Total	**1 875 767**	718 916

Grindrod's total capital commitments relate predominantly to the buy-up of the remaining 35% shareholding in the Matola terminal, the Matola plant upgrade, and rail infrastructure.

These commitments will be funded by cash resources, cash generated from operations and bank financing facilities. Grindrod has carried out a detailed liquidity planning exercise and is confident that it has the necessary resources to meet its capital and other commitments.

27. CONTINGENT LIABILITIES

The Group 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 Marine South Africa Proprietary Limited, a 50% joint venture to the Group, is currently in legal proceedings with SARS in respect of penalties and customs duties amounting to R350.0 million (at 100%), on fuel exports. Management have repudiated the claims as the Company 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.

28. FOREIGN CURRENCY DENOMINATED ITEMS

All foreign currency denominated items are translated in terms of the Group's policies.

		Consolidated			
		2024		**2023**	
		Year end rates	**Average rates**	**Year end rates**	**Average rates**
At 31 December the following exchange rates used on conversion were considered material:					
United States Dollar	(USD)	**18.82**	**18.38**	18.56	18.44
Pound Sterling	(GBP)	**23.68**	**23.56**	23.64	22.94
Metical	(MZM)	**0.29**	**0.28**	0.29	0.29
In addition, due to the Group's significant operations in Mozambique, the USD/MZM rate is considered material		**63.89**	**63.89**	64.60	64.24

29. OPERATING LEASES RECEIPTS

The minimum future lease receivables under non-cancellable operating leases are as follows:

	Consolidated			
	1 year R000	**2 to 5 years R000**	**>5 years R000**	**Total R000**
2024				
Properties and other	**99 593**	**332 138**	**150 419**	**582 150**
2023				
Properties and other	97 758	137 542	172 415	407 715

30. CASH FLOW

	Consolidated 2024 R000	Consolidated 2023 R000
30.1 Reconciliation of (loss)/profit before interest, taxation and non-trading items to cash generated from operations		
(Loss)/Profit before interest, taxation and non-trading items	**(39 379)**	531 394
Adjustments for:		
Depreciation (note 21.2)	**320 754**	372 727
Share option expense	**4 667**	3 029
Amortisation of intangible assets (note 21.2)	**13 560**	18 904
Non-cash financial instruments and foreign exchange gains	**17 856**	(45 552)
Expected credit loss (note 21.2)	**95 672**	92 030
Fair value losses (note 21.1)	**463 949**	357 834
Warranty liability expense (note 21.1)*	**165 487**	56 130
Other non-cash items*^	**69 563**	68 797
Cash generated from operations before working capital changes	**1 112 129**	1 455 293
Working capital changes:		
Increase in inventories	**(4 098)**	(82 081)
Decrease/(Increase) in trade and other receivables	**83 185**	(7 603)
Decrease in trade and other payables	**(455 608)**	(248 449)
Net receipts from finance lease receivables	**48 837**	33 085
Cash generated from operations	**784 445**	1 150 245

* The warranty liability expense was previously included in other non-cash items but have been disaggregated and reported separately.

^ Other non-cash items mainly relates to the non-cash movement in provisions and accruals.

	Consolidated 2024 R000	Consolidated 2023 R000
30.2 Net taxation paid		
Balance at the beginning of the year	**(54 045)**	(231 513)
Current year	**(207 316)**	(274 116)
Foreign exchange translation	**(4 723)**	(14 805)
Businesses acquired	**(3 132)**	(1 628)
Net balance at the end of the year	**(53 473)**	54 045
Net taxation paid	**(322 689)**	(468 017)
30.3 Property, terminals, machinery, ship, vehicles and equipment acquired		
Additions – property, terminals, machinery, ship, vehicles and equipment	**(813 939)**	(737 709)
Additions – investment property	**(5 363)**	(35 012)
Addition – prepayments on capital expenditure	**(113 840)**	(62 320)
Adjusted for non-cash additions:		
Right-of-use asset additions	**43 017**	52 726
Additions through instalment sale agreements	**75 689**	82 088
Non-cash additions*	**338 742**	–
Cash flow on acquisition of property, terminals, machinery, ship, vehicles and equipment	**(475 694)**	(700 227)

* The Group exited the RailCo Africa Limited joint venture arrangement during April 2024. Railco Africa Limited bought back Grindrod's 42.3% shareholding for US$14.2 million, which was settled via a distribution of assets. These non-cash additions form part of that distribution.

	Consolidated 2024 R000	Consolidated 2023 R000
30.4 Acquisition of joint ventures and other investments		
Investment in joint ventures	**(13 785)**	(9 227)
Other investments	**(9 418)**	–
Total purchase consideration	**(23 203)**	(9 227)
Net cash outflow	**(23 203)**	(9 227)

The current year and prior year acquisition in the investment in the joint venture and other investments is in the Logistics segment.

30. CASH FLOW CONTINUED

30.5 Disposal of businesses

In the current year, the Group disposed of its entire shareholding in Sturrock Grindrod Maritime (Thailand), Co, Ltd and Mokowe Properties Proprietary Limited.

	Consolidated 2024 R000
Property, terminals, machinery, ship, vehicles and equipment and right-of-use assets	**2 870**
Working capital	**(77)**
Total	**2 793**
Loss on disposal of investments	**(2 793)**
Proceeds received on deferred consideration on the sale of SIRE concluded in the prior year (Refer to note 11)	**63 475**
	63 475

30.6 Acquisition of businesses

During the year, the Group acquired the remaining shareholding of 57.7% in Grindrod Rail Consultancy Services Proprietary Limited.

Reason for the acquisition

The acquisition of the remaining shareholding in Grindrod Rail Consultancy Services Proprietary Limited is in line with Grindrod's strategic intent to build an effective rail offering on the key corridors in which it operates, accelerating growth in volumes and enabling integrated pit-to-port solutions.

Impact of the acquisition on the results of the Group

Had the acquisition been consolidated from the beginning of the year, the business would have contributed profits of R19.6 million and revenue of R191.3 million.

Net assets acquired in the current year

The net assets acquired are as follows:

	Consolidated 2024 R000
Property, terminals, machinery, vehicles and equipment	**(45 816)**
Right-of-use assets	**(6 990)**
Intangible assets	**(1 918)**
Inventory	**(46 187)**
Trade and other receivables	**(107 639)**
Cash and cash equivalents	**(20 391)**
Trade and other payables	**95 355**
Deferred tax liability	**236**
Lease liabilities	**7 023**
Taxation payable	**3 132**
Fair value of businesses acquired	**(123 195)**
Settled as follows:	
Disposal of investment in joint venture and associated receivable	**47 962**
Loss on disposal of investment in joint venture	**(310)**
Gain on bargain purchase (note 22)	**10 543**
Cash purchase price	**65 000**
Net cash outflow on acquisition	
Cash purchase price paid	**(65 000)**
Less: cash acquired	**20 391**
	(44 609)

30. CASH FLOW CONTINUED

30.7 Reconciliation of borrowings

	Consolidated 2024 R000	2023* R000
Opening balance	**(2 356 584)**	(2 104 128)
Long-term borrowings	**(1 443 595)**	(1 087 767)
Lease liabilities	**(523 368)**	(446 344)
Long-term private equity funding	**(120 653)**	(108 924)
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)
Transferred to non-current liabilities associated with non-current assets held for sale	**–**	(37 006)
Disposal of businesses	**–**	2 896
Acquisition of businesses	**(7 023)**	(145 410)
Disposed (settled directly with finance institution)	**–**	155 714
Instalment sale agreements raised	**(75 689)**	(82 088)
Non-cash movements in lease liabilities	**(54 668)**	(191 790)
Translation loss	**(4 361)**	(39 153)
Closing balance	**2 585 288**	2 356 585
Long-term borrowings	**1 658 581**	1 443 595
Lease liabilities	**491 356**	523 368
Long-term private equity funding	**–**	120 653
Current portion of long-term borrowings	**198 324**	154 518
Current portion of lease liabilities	**86 905**	114 450
Current portion of private equity funding	**133 970**	–
Short-term borrowings and bank overdraft	**16 152**	–
Net cash inflow/(outflow)	**86 963**	(84 380)
Split as follows:		
Long-term interest-bearing debt raised	**437 089**	988 090
Current portion of long-term interest-bearing debt repaid	**(370 521)**	(1 068 253)
Short-term interest-bearing debt repaid	**(151 759)**	(220 189)
Short-term interest-bearing debt raised	**172 154**	215 972

* The borrowing categories for opening and closing balances were previously aggregated but have now been separately disclosed into the individual borrowing categories for enhanced disclosure.

30.8 Cash and cash equivalents

Cash and cash equivalents included in the statement of cash flows comprise the following statement of financial position amounts:

	Consolidated 2024 R000	2023 R000
Bank balances and cash	**1 453 821**	2 105 909
Bank overdrafts*	**(343 274)**	(266 279)
	1 110 547	1 839 630

* Refer to note 6 in the material accounting policies.

The year end cash and cash equivalents and money market funds of R2.5 billion (December 2023: R2.5 billion) are the total funds available to the Group.

31. SHARE-BASED PAYMENTS

Equity-settled share options

Executive directors, senior executives and other employees have been granted equity-settled share options in terms of the Grindrod Limited Forfeitable Share Plan (FSP).

Equity-settled share-based payments are measured at fair value (excluding the effect of non-market based vesting conditions) at the date of grant and recognised in profit or loss on the straight-line basis over the vesting period, based on the estimated number of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions. Fair value is measured using a binomial pricing model.

Cash-settled share-based payments

Share appreciation rights granted to employees for services rendered or to be rendered are raised as a liability and recognised in profit or loss immediately or, if vesting requirements are applicable, over the vesting period. The liability is remeasured annually until settled and any changes in value are recognised in profit or loss. Fair value is measured using a binomial pricing model.

Equity-settled forfeitable share plan

The Group has a Forfeitable Share Plan (FSP) scheme. The scheme allows executive directors and senior employees to earn a long-term incentive to assist with the retention and reward of selected employees.

Shares are granted to employees for no consideration. These shares participate in dividends and shareholder rights from grant date.

The vesting of the shares is subject to continued employment for a period of three, four and five years or the employee will forfeit the shares.

On resignation, the employee will forfeit any unvested shares. On death or retirement only a portion of the shares will vest, calculated based on the number of months worked over the total vesting period.

In terms of IFRS 2, the transaction is measured at the fair value of the equity instruments at the grant date. The fair value takes into account that the employees are entitled to dividends from the grant date.

The fair value of the equity-settled shares subject to non-market conditions is the average share price at grant date.

There were 779 698 (2023: 600 000) equity-settled shares issued in the current year.

31. SHARE-BASED PAYMENTS CONTINUED

Cash-settled share-based payments

The Group issues to certain employees share appreciation rights (SAR) that require the Group to pay the intrinsic value of the SAR to the employee at the date of exercise.

The fair values were calculated using a stochastic model based on the standard binomial options pricing model.

This model has been modified to take into account early exercise opportunities and expected employee exercise behaviour.

The inputs into the model were as follows:

		Consolidated	
		2024	2023
Share price as at 31 December	cents	**1 196**	1 112
Expected rolling volatility			
Three-year expected option lifetime	(%)	**34.0**	37.1
Four-year expected option lifetime	(%)	**35.0**	42.7
Five-year expected option lifetime	(%)	**40.0**	43.8
Expected option lifetime			
Vesting periods three	years	**3**	3
Vesting periods four	years	**4**	4
Vesting periods five	years	**5**	5
Risk-free rate based on zero-coupon government bond yield			
Three-year expected option lifetime	(%)	**8.0**	8.7
Four-year expected option lifetime	(%)	**9.0**	8.7
Five-year expected option lifetime	(%)	**9.0**	10.6
Expected dividend yield	(%)	**5.0**	4.0

Refer to note 17 for details of the liability raised for cash-settled share-based scheme.

The reconciliation's of the FSP's and SAR's issued are included in the Directors' emoluments in note 35.

32. RELATED PARTY TRANSACTIONS AND BALANCES

During each year, the Group, in the ordinary course of business, enters into various transactions with related parties. Parties are considered to be related if one party has the ability to control or exercise significant influence over the other party in making financial and operating decisions. These transactions occurred under terms that are no more or less favourable than those arranged with third parties.

	Consolidated			
	Other related parties R000	Associates R000	Joint ventures R000	Amounts due by related party R000
2024				
Goods and services sold to:				
Cockett Marine Oil Pte Limited	**–**	**–**	**78 137**	**26**
France Rail Industry South Africa Proprietary Limited*	**3 996**	**–**	**–**	**–**
GPR Leasing Africa Proprietary Limited	**–**	**–**	**1 887**	**–**
Grindrod Rail Consultancy Services Proprietary Limited#	**–**	**–**	**1 241**	**–**
Grindrod Logistics Proprietary Limited	**–**	**–**	**121 928**	**320 867**
Grindrod Namibia Stevedoring Proprietary Limited	**–**	**324**	**–**	**273**
Grindways Logistics Limited	**–**	**–**	**8 352**	**19 856**
Maputo Intermodal Container Depot SA	**–**	**–**	**732**	**68 751**
NLPI Limited	**–**	**–**	**24 987**	**30 256**
Portus Indico-Sociedade de Servicos Portuarios SA	**–**	**–**	**261 974**	**52 075**
Röhlig-Grindrod Proprietary Limited	**–**	**–**	**87 932**	**2 429**
S Masiza Estate^	**1 790**	**–**	**–**	**14 493**
Terminal de Carvão da Matola Limitada	**–**	**–**	**82 980**	**2 746**
	5 786	**324**	**670 150**	**511 772**

* ZP Zatu-Moloi, a non-executive director of Grindrod Limited, is a shareholder and director of this entity.

\# On 01 July 2024 the Group purchased the remaining 57.7% of Grindrod Rail Consultancy Services Property Limited which resulted in the entity being consolidated. Refer to note 30.6.

^ S Masiza Estate holds a non-controlling interest in one of the Group's subsidiaries.

32. RELATED PARTY TRANSACTIONS AND BALANCES CONTINUED

	Consolidated		
	Associates R000	Joint ventures R000	Amounts due to related party R000
Goods and services purchased from:			
Cockett Marine Oil Pte Limited	–	(4 462)	–
Grindrod Logistics Proprietary Limited	–	(7 360)	(7 827)
Grindrod Namibia Stevedoring Proprietary Limited	(3 181)	–	(839)
NLPI Limited	–	(3 789)	(402)
Röhlig-Grindrod Proprietary Limited	–	(15 764)	(6 846)
Terminal de Carvão da Matola Limitada	–	–	(4 506)
	(3 181)	(31 375)	(20 420)

	Consolidated			
	Other related parties R000	Associates R000	Joint ventures R000	Amounts due by related party R000
2023				
Goods and services sold to:				
Cockett Marine Oil Pte Limited	–	–	4 638	2 294
France Rail Industry South Africa Proprietary Limited*	761	–	–	18 772
GPR Leasing Africa Proprietary Limited	–	–	11 784	89 256
Grindrod Rail Consultancy Services Proprietary Limited	–	–	25 102	18 053
Grindrod Logistics Proprietary Limited	–	–	210 437	316 558
Grindrod Namibia Stevedoring Proprietary Limited	–	444	–	14
Grindways Logistics Limited	–	–	33 340	38 152
Maputo Intermodal Container Depot SA	–	–	443	78 119
NLPI Limited	–	–	35 120	28 122
Portus Indico-Sociedade de Servicos Portuarios SA	–	–	159 785	–
Railco Africa Limited	–	–	8 496	1 052
Röhlig-Grindrod Proprietary Limited	–	–	88 148	4 582
S Masiza Estate^	1 587	–	–	–
Terminal de Carvão da Matola Limitada	–	–	124 380	8 237
	2 348	444	701 673	603 211

* ZP Zatu Moloi, a non-executive director of Grindrod Limited, is a shareholder and director of this entity.

^ S Masiza Estate holds a non-controlling interest in one of the Group's subsidiaries.

32. RELATED PARTY TRANSACTIONS AND BALANCES CONTINUED

	Consolidated		
	Associates R000	Joint ventures R000	Amounts due to related party R000
Goods and services purchased from:			
Cockett Marine Oil Pte Limited	–	(1 766)	–
GPR Leasing Africa Proprietary Limited	–	–	(37 316)
Grindrod Rail Consultancy Services Proprietary Limited	–	(4 706)	(6 219)
Grindrod Logistics Proprietary Limited	–	(15 490)	(9 109)
Grindrod Namibia Stevedoring Proprietary Limited	(4 046)	–	(751)
NLPI Limited	–	(774)	(780)
Röhlig-Grindrod Proprietary Limited	–	–	(8 296)
Terminal de Carvão da Matola Limitada	–	(3 887)	(8)
	(4 046)	(26 623)	(62 479)

Joint ventures
Details of interests in joint ventures are set out in note 5.

Associates
Details of material investments in associates are set out in note 6.

Directors
Details of Directors' interests in the Company and Directors' emoluments are set out in note 35.

There are no balances due by/(to) executive directors (2023: Rnil).

Shareholders
The principal shareholders of the Company are detailed in the share analysis on pages 71 and 72.

33. FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES

The principal risks to which the Group is exposed through financial instruments are:

- foreign currency risk;
- commodity and concentration risk;
- interest rate risk;
- credit risk;
- liquidity risk; and
- capital risk management.

The Group's overall strategy with regard to liquidity and financial risk is guided by the corporate objective to maximise the Group's cash flow, actively manage its risk and reduce earnings volatility in a cost effective manner.

Divisional and Group treasury aim to negotiate better rates for borrowings and avoid restrictive covenants, which limit the Board's flexibility to act. The Group also aims to minimise transaction charges from the Company's banks, maximise interest income and minimise interest cost through efficient cash management practices.

Treasury function
The treasury function incorporates the following main sections:

- foreign exchange management;
- cash management;
- funding and liquidity management;
- counterparty and credit risk management;
- interest rate exposure management; and
- bank relationship management.

Treasury risk management
Treasury risks are managed through the implementation of effective policies and regular interactions between the Group and divisional treasuries. In addition Group treasury performs the following functions:

- forecast liquidity and funding requirements;
- foreign exchange cover levels based on the exchange rate views;
- performance of market risk management;
- interest rate exposure and cover levels; and
- reporting on divisional treasury positions.

The treasury manager together with the divisional executives are responsible for the ultimate approval of day-to-day treasury activities, and reporting on treasury matters.

Executive committee
The executive committee reviews all treasury related proposals and strategies that require Board approval prior to submission.

Board of Directors
The Board of Directors is the highest approval authority for all treasury matters. Material changes to the policies and treasury matters as determined by the Group's limits of authority are required to be submitted to the Board.

33. FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

33.1 Financial instruments by category and fair value hierarchy

The Group's financial instruments consist mainly of cash deposits with banks, investments, finance lease receivables, trade and other receivables and payables, bank borrowings and loans to and from related parties.

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:

- Independently observable market prices; and/or
- The net asset value of the underlying investments.

		Fair value				Other
2024	Carrying value R000	Level 1 R000	Level 2 R000	Level 3 R000	Amortised cost^ R000	non-financial instruments R000
Financial instruments						
Cash and cash equivalents	**1 453 821**	**–**	**–**	**–**	**1 453 821**	**–**
Money market funds	**1 061 264**	**–**	**1 061 264**	**–**	**–**	**–**
Other investments	**197 920**	**24 270**	**119 880^^**	**25 516**	**28 254**	**–**
Finance lease receivables	**490 324**	**–**	**–**	**–**	**490 324**	**–**
Long-term receivable	**209 058**	**–**	**–**	**–**	**209 058**	**–**
Trade and other receivables	**1 881 138**	**–**	**–**	**–**	**1 444 039**	**437 099**
Loans and advances*	**500 000**	**–**	**415 306**	**–**	**84 694**	**–**
Borrowings	**(2 928 562)**	**–**	**–**	**–**	**(2 928 562)**	**–**
Trade and other payables	**(1 430 527)**	**–**	**–**	**–**	**(1 159 667)**	**(270 860)**
Provisions and other liabilities	**(379 653)**	**–**	**–**	**–**	**(300 000)#**	**(79 653)**
Total		**24 270**	**1 596 450**	**25 516**	**(678 039)**	**86 586**

^ Carrying value approximates fair value.

^^ Refer to note 19 for details of the pension fund.

* Loans and advances were previously categorised as Level 3 financial instruments. In the current year, the Group reached an agreement to dispose of the North Coast property-backed loans to African Bank Limited. The transaction is considered highly probable at year end, therefore, the loans and advances are classified as non-current assets held for sale and categorised as Level 2 financial instruments.

This contractual liability arose as a consequence of the disposal of Grindrod Bank in 2022.

33. FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

33.1 Financial instruments by category and fair value hierarchy continued

2023	Carrying value R000	Fair value Level 1 R000	Fair value Level 2 R000	Fair value Level 3 R000	Amortised cost^ R000	Other non-financial instruments R000
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	512 714	880 699	345 096	(150 152)

^ Carrying value approximates fair value.
* The money market funds were incorrectly classified as amortised cost. This has now been corrected. The change in classification had no impact on any of the primary financial statements.
# Refer to note 19 for details of the pension fund.
** This contractual liability arose as a consequence of the disposal of Grindrod Bank in 2022.

Reconciliation of Level 3 fair value measurements of financial instruments

	2024 Level 3 R000	2023 Level 3 R000
Opening balance	**880 699**	1 235 141
Settlements	**(3 289)**	(5 540)
Disposal of subsidiary/business	**–**	(6 430)
Total (losses)/gains recognised in:		
Condensed consolidated statement of other comprehensive income	**(360)**	3 353
Condensed consolidated income statement	**(51 034)**	(345 825)
Transferred to Level 2 fair value classification*	**(800 500)**	–
Closing balance	**25 516**	880 699

* This relates to loans and advances which have been classified as non-current assets held for sale. A Level 3 fair value loss of R42.0 million was recognised prior to making the Level 2 classification.

33. FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

33.1 Financial instruments by category and fair value hierarchy continued

Valuation inputs and relationships to fair value

In the current year, the Group reached an agreement to dispose of the North Coast property-backed loans to African Bank Limited. The transaction is considered highly probable at year end, therefore, the loans and advances are classified as non-current assets held for sale and categorised as Level 2 financial instruments.

The following table summarises the quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for material investments related to 2023:

Material investment's principal activity	Fair value at 31 December 2023 R000	Valuation method	Unobservable inputs	Range of inputs	Relationship of unobservable inputs to fair value as at 31 December 2023
North Coast Property loan**	**842 500***	Monte Carlo simulation	Combined property valuation determining rate per hectare, 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 fair value (FV) by R163.4 million. Decrease of rate per hectare by 10% would decrease FV by R165.3 million.
			Discount rate	10.5% – 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 – 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.

* The two properties were held as security for the fair value loan of R842.5 million per the table above, as well as amortised cost loans of R153.0 million. The fair value loan also has a profit share arrangement which is determined at an agreed rate of 30% of the surplus on disposal of the Addington property and 35% of the surplus on disposal of the Blythedale property. The recorded fair value falls within an acceptable range of possible values.

** During the prior 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 issued a letter of demand on the fair value loan.

33. FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

33.2 Foreign currency risk

The objective of the foreign exchange exposure policy is to ensure that all foreign exchange exposures are identified as early as possible and that the identified exposures are actively managed to reduce risk.
All exposures are to reflect underlying foreign currency commitments arising from trade and, or foreign currency finance. Under no circumstances are speculative positions, not supported by normal trade flows, permitted.

The Group is subject to economic exposure, transaction exposure and translation exposure.

- Economic exposure consists of planned net foreign currency trade in goods and services not yet manifested in the form of actual invoices and orders. Economic exposure is initially identified at the time of budget preparation and is progressively reviewed on a quarterly basis at the time of each budget revision.
- Transaction exposure consists of all transactions entered into which will result in a flow of cash in foreign currency at a future time, such as payments under foreign currency, long and short-term loan liabilities, purchases and sales of goods and services (from invoice date to cash payment or receipt), capital expenditure (from approval date until cash payment) and dividends (from declaration date to payment date). Commercial transactions shall only be entered in currencies that are readily convertible by means of formal external forward contracts.
- Translation exposure relates to the Group's investments and earnings in non-ZAR currencies which are translated in the ZAR reporting currency. Translation exposure is not hedged.

The Group's policy is to forward cover all trade commitments that are not hedged by a foreign currency revenue stream and to cover the Rand funded element of material capital commitments.

Foreign monetary items are converted to Rands at the rate of exchange ruling at the financial reporting date.

Foreign currency balances

The uncovered USD foreign currency denominated balances at 31 December were as follows:

	Consolidated			
USD	**2024 US$000**	**2024 R000**	**2023 US$000**	**2023 R000**
Finance lease receivables	**35 200**	**662 460**	11 038	204 861
Trade and other receivables	**5 869**	**110 448**	33 935	629 835
Money market funds	**56 390**	**1 061 264**	22 432	416 336
Cash and cash equivalents	**24 893**	**468 495**	34 189	634 550
Loans	**(19 863)**	**(373 828)**	(15 752)	(292 357)
Lease liabilities	**(6 609)**	**(124 389)**	(9 930)	(184 301)
Trade and other payables	**(10 899)**	**(205 122)**	(22 200)	(412 035)
	84 981	**1 559 328**	53 712	996 889

The uncovered Pound foreign currency denominated balances at 31 December were as follows:

	Consolidated			
Pound	**2024 £000**	**2024 R000**	**2023 £000**	**2023 R000**
Long-term receivable	**8 828**	**209 058**	10 727	253 589
Cash and cash equivalents	**–**	**–**	775	18 330
Trade and other receivables	**7**	**166**	–	–
Trade and other payables	**(19)**	**(446)**	(434)	(10 262)
	8 816	**208 778**	11 068	261 657

The uncovered Metical foreign currency denominated balances at 31 December were as follows:

	Consolidated			
Metical	**2024 MZM000**	**2024 R000**	**2023 MZM000**	**2023 R000**
Trade and other receivables	**712 736**	**207 353**	447 600	129 804
Cash and cash equivalents	**620 102**	**180 404**	614 969	178 341
Trade and other payables	**(401 022)**	**(116 668)**	(374 969)	(108 741)
Lease liabilities	**(1 075)**	**(313)**	–	–
	930 741	**270 776**	687 600	199 404

The uncovered other foreign currency denominated balances at 31 December were as follows:

	Consolidated	
Other currencies*	**2024 R000**	**2023 R000**
Trade and other receivables	**113 706**	48 923
Cash and cash equivalents	**66 416**	73 130
Loans	**(799)**	–
Lease liabilities	**(5 702)**	(3 210)
Trade and other payables	**(191 937)**	(158 367)
	(18 316)	(39 524)

* Other currencies consists mainly of AUD.

33. FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

33.2 Foreign currency risk continued

Sensitivity analysis

At year-end the sensitivity of the net open exposure on the trading profit is as follows:

	Consolidated	
Net exposure	2024 R000	2023 R000
+10% in exchange rate	**184 412**	140 740
-10% in exchange rate	**(184 412)**	(140 740)

33.3 Interest rate risk

33.3.1 Interest rate risk of the Group

The Group monitors its exposure to fluctuating interest rates and generally enters into contracts that are linked to market rates relative to the currency of the asset or liability. The Group makes use of derivative instruments, such as interest rate swaps to manage this exposure, from time to time.

The interest rate profile of the Group, excluding lease liabilities that are not linked to variable interest rates, is summarised as follows:

	2024 R000	2023 R000
Loans linked to LIBOR	**83 962**	91 602
Loans linked to SA prime rate	**1 171 955**	909 496
Loans linked to JIBAR	**443 013**	516 921
Loans linked to SOFR	**289 866**	198 460
Loans linked to Bank of Zambia policy rate	**799**	2 289
Short-term borrowings linked to SA prime rate	**359 426**	266 279
Fixed rate	**1 283**	–
	2 350 304	1 985 047

Full details of the interest rate profile of long-term borrowings is set out in the schedule of loan funds on note 15.

The range of interest rates in respect of all non-current borrowings comprising both fixed and floating rate obligations at 31 December 2024 is as follows: local rates are between 8.1% and 11.3% (2023: 6.5% and 11.8%), foreign rates are between 3.5% and 19.5% (2023: 3.1% and 19.5%). Floating rates of interest are based on LIBOR (London inter-bank offered rate – for USD borrowings) or SOFR (secured overnight financing rate – for USD borrowings) and on JIBAR (Johannesburg inter-bank agreed rate – for SA borrowings). Fixed rates of interest are based on contract rates.

Not all lenders for loans currently linked to LIBOR have yet transitioned the borrowing costs to the SOFR.

The South African Reserve Bank (SARB) has indicated their intent to reform from JIBAR as a reference rate for South Africa to an alternative reference rate. The SARB designated the South African Rand Overnight Index Average (ZARONIA) as the successor rate replacing JIBAR and has indicated that the market may use the published ZARONIA as a reference rate in pricing financial contracts going forward.

The SARB has also indicated that the transition from JIBAR to ZARONIA is a multi-year initiative and has not yet confirmed a cessation date for JIBAR. Hence, uncertainty exists around the timing and details in which the transition would occur. The relevant lenders have not yet advised on transitioning requirements for borrowing costs.

Sensitivity analysis

At year-end the sensitivity of the net open exposure of floating interest rates on the profit is as follows:

	Consolidated	
Net exposure	2024 R000	2023 R000
+50 BPS (2023: +50 BPS)	**824**	2 686
-50 BPS (2023: -50 BPS)	**(824)**	(2 686)

33.4 Credit risk

Credit risk refers to the risk of financial loss resulting from failure of a counterparty to an asset, for any reason, to fully honour its financial and contractual obligations. Potential areas of credit risk consist of cash and cash equivalents, trade receivables and other receivables. The Group limits its exposure in relation to cash balances by only dealing with well-established financial institutions of high quality credit standing. In order to minimise credit risk, the Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

Credit risk management

Trade and other receivables

The Group aims to minimise loss caused by default of our customers through specific Group-wide policies and procedures. Compliance with these policies and procedures is the responsibility of the divisional and other financial managers. All known risks are required to be fully disclosed and accounted for and are provided against as expected credit losses.

The Group considers the trade debtor in default when payment is not made when they are contractually due. Trade debtors are only written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include objective evidence that the collection of the amount is doubtful, failure of the debtor to engage in a repayment plan and a failure to make contractual payments for a period greater than 120 days old (90 days past due).

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

The Expected Credit Losses (ECL) on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for following factors:

General macroeconomic conditions such as:

- South African GDP;
- Global commodity indices;
- Socio-economic factors;
- GDP performance of the countries we operate in; and/or
- Natural disasters.

33. FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

33.4 Credit risk continued

Entity specific microeconomic conditions in the geographies that we operate in such as:

- Industry performance;
- Any other publicly available information regarding our customers;
- Credit quality of our customers; and/or
- Collateral or security held.

An assessment of both the current as well as the forecast direction of conditions at the reporting date, including time-value of money where appropriate.

The following table details the risk profile of amounts due from customers based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on past due status is not further distinguished between the Group's different customer base.

On that basis, the loss allowance as at 31 December 2024 was determined as follows for trade and other receivables:

		Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	More than 120 days past due	Total general	Specific provision*	Total provision
31 December 2024									
Expected loss rate		**0.6%**	**1.4%**	**1.8%**	**18.9%**	**6.6%**	**1.7%**		
Gross carrying amount	(R000)	**763 192**	**242 898**	**100 813**	**11 940**	**137 593**	**1 256 436**	**235 717**	**1 492 153**
Loss allowance excluding specific provisions	(R000)	**4 636**	**3 515**	**1 844**	**2 259**	**9 120**	**21 374**	**–**	**21 374**
Specific allowance	(R000)	**–**	**–**	**–**	**–**	**–**	**–**	**235 717**	**235 717**
Total provision	(R000)	**4 636**	**3 515**	**1 844**	**2 259**	**9 120**	**21 374**	**235 717**	**257 091**
31 December 2023									
Expected loss rate		0.7%	1.4%	3.8%	29.3%	22.5%	4.7%		
Gross carrying amount	(R000)	636 535	269 008	95 160	28 890	158 670	1 188 263	230 259	1 418 522
Loss allowance excluding specific provisions	(R000)	4 242	3 814	3 586	8 451	35 628	55 721	–	55 721
Specific allowance	(R000)	–	–	–	–	–	–	230 259	230 259
Total provision	(R000)	4 242	3 814	3 586	8 451	35 628	55 721	230 259	285 980

* The specific provision mainly relates to historic exposures fully provided for in the past which arose from the Group's previous Trading segment.

33. FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

33.4 Credit risk continued

Expected loss rate is calculated as follows:

	Current	More than 30 days past due	More than 60 days past due	More than 90 days past due	More than 120 days past due
31 December 2024					
Historical loss rate	**0.5%**	**1.4%**	**1.3%**	**17.0%**	**5.7%**
Adjusted for:					
Macroeconomic factors	**0.1%**	**0.0%**	**0.3%**	**0.0%**	**0.7%**
Micro/Entity specific factors	**0.0%**	**0.0%**	**0.2%**	**1.9%**	**0.2%**
Expected loss rate (excluding specific provisions)	**0.6%**	**1.4%**	**1.8%**	**18.9%**	**6.6%**
31 December 2023					
Historical loss rate	0.1%	0.3%	0.7%	16.4%	7.9%
Adjusted for:					
Macroeconomic factors	0.1%	0.1%	0.3%	0.6%	4.4%
Micro/Entity specific factors	0.5%	1.0%	2.8%	12.3%	10.2%
Expected loss rate (excluding specific provisions)	0.7%	1.4%	3.8%	29.3%	22.5%

The expected loss rate is based on the lifetime expected credit losses as the Group applies the simplified approach in determining expected credit losses. Where there is objective evidence that a trade and other receivables is impaired, the credit loss is assessed specific to the respective balance and the expected loss rate is not applied.

The Group has not changed the estimation techniques or significant assumptions during the reporting period.

Expected loss sensitivity

A 10% increase in the expected loss rate due to macroeconomic factors will result in additional exposure per category as follows:

	Current R000	More than 30 days past due R000	More than 60 days past due R000	More than 90 days past due R000	More than 120 days past due R000	Total R000
31 December 2024						
Carrying amount of trade and other receivables (excluding those specifically impaired)	**763 192**	**242 898**	**100 813**	**11 940**	**137 593**	**1 256 436**
Additional loss allowance	**36**	**2**	**28**	**–**	**90**	**156**
31 December 2023						
Carrying amount of trade and other receivables (excluding those specifically impaired)	636 535	269 008	95 160	28 890	158 670	1 188 263
Additional loss allowance	33	27	30	18	702	810

The expected credit loss allowances for trade and other receivables as at 31 December, reconcile as follows:

	Consolidated 2024 R000	2023* R000
Opening loss allowance at 1 January	**285 980**	282 729
Increase in allowance on trade debtors	**(68)**	89 377
Allowance utilised	**(28 473)**	(88 405)
Translation of foreign entities	**(348)**	2 279
Closing loss allowance at 31 December	**257 091**	285 980

* Prior year amounts previously included ECL on deferred consideration on disposal of businesses. This has now been excluded so that the movements and total provisioning only relate to trade and other receivables.

33. FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

33.4 Credit risk continued

ECL on deferred consideration on disposal of businesses

The inputs used by management in assessing the ECL include probability of default, credit history, security held and forecast cash flows. The assessment performed on these inputs resulted in an ECL of R23.8 million (2023: R23.8 million) at year end. The deferred receivable is fully provided for.

ECL on loans and advances

In the current year the loans and advances have been classified as non-current asset held for sale. Refer to note 10.

The net carrying amount for loans and advances as at 31 December 2023 is detailed below:

	Stage 1 12-month ECL R000	Stage 2 Lifetime ECL R000	Stage 3 Lifetime ECL R000	Total R000
2023*				
Gross carrying amount	181 153	–	–	181 153
Less: ECL allowance	(9 365)	–	–	(9 365)
Net carrying amount	171 788	–	–	171 788

* The prior year exposure to credit risk was related to the KZN property-backed loans held at amortised cost.

Credit risk management

Credit risk is monitored at an individual and at an aggregated group exposure level.

The Group does not have material netting arrangements and it does not currently use credit derivatives to mitigate credit risk.

The Group values property assets on a periodical basis using a desktop approach and independent valuations are performed where appropriate or necessary. The value of listed assets is tracked on an ongoing basis and unlisted investments and other security assets are valued periodically where significant reliance is placed on the security.

Exposure to credit risk

Maximum exposure to credit risk at the reporting period is stated before taking into account any collateral or other credit enhancement and after taking into account impairments and netting where applicable.

For financial assets recognised in the statement of financial position, the maximum exposure to credit risk equals the carrying amount. For financial commitments and guarantees, the maximum exposure to credit risk is the maximum amount the Group would have to pay to perform in terms of the contract.

The ECL takes into account the property sector outlook as the majority of the loans and advances are property-backed. Due to the lack of growth in South Africa, in which the majority of loans and advances are exposed, a conservative view on the growth in the property industry in assessing the ECL was taken into account.

Group maximum credit exposure

Maximum credit risk exposure to the Group is:

	Consolidated	
	2024 R000	2023 R000
Other investments	**28 254**	23 496
Finance lease receivables	**490 325**	512 436
Loans and advances	**500 000**	1 399 184
Long-term receivable	**209 058**	253 589
Trade and other receivables before allowance for doubtful debts	**1 715 165**	1 665 014
Cash and cash equivalents	**1 453 821**	2 105 909
Money market funds	**1 061 264**	416 336
	5 457 887	6 375 964

The table above excludes loans capitalised to joint ventures and associates of R229.7 million (2023: R227.7 million). Management has assessed these loans for credit risk and noted immaterial impairment.

33. FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

33.5 Liquidity risk

The Group manages liquidity risk by monitoring forecast cash flows and ensuring that adequate borrowing facilities are maintained. The directors may from time to time at their discretion raise or borrow monies for the purpose of the Group as they deem fit. There are no borrowing limits in the Memorandum of Incorporation of the Company or its subsidiaries.

Daily cash management systems are in place with the three local banks in order to optimise the Group's short-term net cash position.

To ensure access to additional funding and hedging facilities, Grindrod maintains relationships with a number of existing and potential funding banks and procures additional facilities where required. Negotiations of facilities are considered carefully to limit the potential restrictions imposed as a result of financial covenants and margining requirements. Contingency funding capacity in the form of committed but undrawn on-demand facilities is maintained.

The Board regularly reviews and monitors the liquidity position and covenants of the Group. There has been no breach of the Group covenants at year-end and at the date of approval of Annual Financial Statements.

Group liquidity analysis

The undiscounted contractual maturities of the Group's financial liabilities are as follows:

2024	<3 months R000	>3 months <6 months R000	>6 months <1 year R000	>1 year <3 years R000	>3 years <5 years R000	>5 years R000	Total R000
Liabilities							
Provisions and other liabilities	**–**	**–**	**–**	**300 000**	**–**	**–**	**300 000**
Trade and other payables	**1 159 667**	**–**	**–**	**–**	**–**	**–**	**1 159 667**
Interest-bearing debt	**106 302**	**220 389**	**182 720**	**1 030 668**	**987 392**	**13 830**	**2 541 301**
Lease liabilities	**37 513**	**28 084**	**75 247**	**266 992**	**179 513**	**307 720**	**895 069**
Short-term borrowings and bank overdraft	**16 152**	**–**	**343 274**	**–**	**–**	**–**	**359 426**
	1 319 634	**248 473**	**601 241**	**1 597 660**	**1 166 905**	**321 550**	**5 255 463**

2023	<3 months R000	>3 months <6 months R000	>6 months <1 year R000	>1 year <3 years R000	>3 years <5 years R000	>5 years R000	Total R000
Liabilities							
Provisions	–	–	–	135 400*	–	–	135 400
Trade and other payables	1 318 348	–	–	–	–	–	1 318 348
Interest-bearing debt	82 303	61 117	138 413	1 242 162	1 057 263	44 813^	2 626 071
Lease liabilities	59 959	37 692	54 072	208 699	196 379	339 270	896 071
Short-term borrowings and bank overdraft	–	–	266 279*	–	–	–	266 279
	1 460 610	98 809	458 764	1 586 261	1 253 642	384 083	5 242 169

* In the prior year, this was disclosed in the incorrect ageing category. This has now been corrected.

^ In the prior year, an internal preference share funding arrangement was incorrectly included in this amount. This has now been corrected.

33. FINANCIAL INSTRUMENTS RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED

33.6 Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt to equity balance. The Group's overall strategy remains unchanged from the prior year.

The capital structure of the Group consists of debt, which includes the borrowings disclosed in notes 15 and 16, respectively, cash and cash equivalents and equity attributable to equity holders of Grindrod, comprising share capital, reserves and accumulated profit as disclosed in the statement of changes in equity.

Gearing ratio

The Group reviews the capital structure on a quarterly basis. As part of the review, the Group considers the cost of capital and the risks associated with each class of capital.

The Group defines net debt as being comprised of borrowings, less cash and cash equivalents and assets classified as held for sale. The gearing ratio at year end was:

	Consolidated	
	2024 R000	**2023 R000**
Debt	**2 928 562**	2 622 863
Cash and cash equivalents	**(1 453 821)**	(2 105 909)
Money market funds	**(1 061 264)**	(416 336)
Net debt	**413 477**	100 618
Total equity	**9 866 704**	9 878 097
Net debt to equity ratio	**4.2%**	1.0%

33.7 Commodity and concentration risk

Grindrod's Port and Terminals and Logistics divisions are exposed to the risks of customer concentration and continued cyclical commodity demand and prices, which results in volatility in asset-utilisation and resultant earnings.

Commodity price exposure is managed by senior management. Main risk exposures are chrome thermal coal, iron ore, graphite and copper.

Grindrod manages the risk through well-defined risk tolerance levels and diversification strategies namely customer, commodity and geographic diversification.

34. LEASES

Lease liabilities largely comprise long-term port and terminal concessions, offices, warehouses, equipment, ships (where necessary) and vehicles. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined the Group's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. To determine the incremental borrowing rate, the Group:

- uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third-party financing was received; and
- makes adjustments specific to the lease (for example, term, country, currency and security) businesses, adjusted for risk factors.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset. This is referred to as a "modification".

Refer to note 2 for the right-of-use asset accounting policy.

Payments associated with short-term leases of equipment and vehicles, and all leases of low-value assets (R75 000 or less), are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option.

Grindrod does not have any sale and leaseback transactions and any residual value guarantees.

	Consolidated	
	2024 R000	**2023 R000**
The following amounts included in the statement of financial position relate to leases:		
Right-of-use asset		
Vehicles and equipment	**14 198**	18 312
Leasehold land and buildings	**260 740**	273 089
Concessions	**134 743**	140 415
Ships	**–**	49 911
Total	**409 681**	481 727
Lease liabilities		
Current	**86 905**	114 450
Non-current	**491 356**	523 368
	578 261	637 818
The following amounts were recognised in the income statement:		
Depreciation by category		
Vehicles and equipment	**5 114**	11 002
Leasehold land and buildings	**32 644**	23 342
Concessions	**17 021**	34 147
Ship charters	**48 790**	135 966
	103 569	204 457

34. LEASES CONTINUED

	Consolidated 2024 R000	Consolidated 2023 R000
Operating lease payments relating to:		
Short-term leases	**94 227**	73 654
Low value assets	**6 036**	1 175
Variable lease payments not included in the lease	**126 475**	197 356
The following amounts were recognised in the statement of cash flows:		
Operating activities		
Interest paid on lease liabilities	**(52 098)**	(45 948)
Financing activities		
Principal portion of lease liabilities	**(123 927)**	(213 188)

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

The table below details the lease terms and conditions for material leases:

Lease category	Terms of the leases	Extension option	2024 Asset value R000	2024 Initial lease term (years) R000	2023 Asset value R000	2023 Initial lease term (years) R000
Ship charters	Based on fixed ship charter rates	No	**–**	**4 to 8**	49 911	4 to 8
Property	Rental as per lease agreement with fixed escalation	No	**533 550**	**8 to 31**	515 402*	8 to 31
Concessions	Fixed rate with increases based on US CPI. Variable payment based on volumes	No	**127 793**	**18 to 25**	204 088	18 to 25
			661 343		769 401	

* The prior year amount has been updated to include both finance lease receivables and the right-of-use assets associated with the material lease liabilities.

35. DIRECTORS' EMOLUMENTS

Emoluments paid to directors and prescribed officers

The tables below provide an analysis of the emoluments paid to executive and non-executive directors and prescribed officers of the Company in relation to the 2024 and 2023 financial years.

In respect to executive directors, the amounts below relate to their approved total cost to company and short-term incentive payments.

Current directors	Directors' fees R000	Committee fees R000	Basic remuneration R000	Retirement medical and other benefits R000	Total package R000	Bonus R000	2024 Total R000
Executive directors							
XF Mbambo	**–**	**–**	**7 155**	**1 455**	**8 610**	**5 216**	**13 826**
FB Ally	**–**	**–**	**3 482**	**1 321**	**4 803**	**2 909**	**7 712**
	–	**–**	**10 637**	**2 776**	**13 413**	**8 125**	**21 538**
Non-executive directors							
CA Carolus	**1 287**	**652**	**–**	**–**	**1 939**	**–**	**1 939**
NL Sowazi	**942**	**546**	**–**	**–**	**1 488**	**–**	**1 488**
WJ Grindrod	**471**	**444**	**–**	**–**	**915**	**–**	**915**
B Magara	**471**	**489**	**–**	**–**	**960**		**960**
ZP Zatu Moloi	**471**	**455**	**–**	**–**	**926**	**–**	**926**
D Malik	**471**	**404**	**–**	**–**	**875**	**–**	**875**
A Khumalo[1]	**81**	**–**	**–**	**–**	**81**	**–**	**81**
R Ndlovu[1]	**81**	**–**	**–**	**–**	**81**	**–**	**81**
	4 275	**2 990**	**–**	**–**	**7 265**	**–**	**7 265**
Total emoluments local	**4 275**	**2 990**	**10 637**	**2 776**	**20 678**	**8 125**	**28 803**

1 Appointed effective 01 November 2024.

35. DIRECTORS' EMOLUMENTS CONTINUED

Current directors – local

	Directors' fees R000	Committee fees R000	Basic remuneration R000	Retirement medical and other benefits R000	Total package R000	Bonus R000	2023 Total R000
Executive directors							
XF Mbambo[1]	–	–	6 507	1 693	8 200	7 872	16 072
FB Ally	–	–	3 285	1 246	4 531	4 116	8 647
	–	–	9 792	2 939	12 731	11 988	24 719
Non-executive directors							
CA Carolus	1 214	615	–	–	1 829	–	1 829
G 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
	4 059	2 750	–	–	6 809	–	6 809
Total emoluments local	4 059	2 750	9 792	2 939	19 540	11 988	31 528

1 Appointed as CEO effected 1 January 2023.
2 GG Gelink resigned from the Board effective 25 May 2023.

Director's interest in the Company

At 31 December 2024, the directors held interest in the Company as follows:

	2024		2023	
Number of shares	Beneficial direct	Non-beneficial indirect	Beneficial direct	Non-beneficial indirect
WJ Grindrod[1]	**–**	**76 971 242**	–	76 971 242^
XF Mbambo	**85 334**	**–**	42 667	–
	85 334	**76 971 242**	42 667	76 971 242

1 Pursuant to Mr Grindrod's status as an associate of Grindrod Investments Proprietary Limited, his shareholding reported above includes the following:
(a) 21 610 shares held by immediate family; and
(b) 76 949 632 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.
^ The prior year number of shares incorrectly omitted shares of 39 998 and has now been corrected. There was no impact on the overall shareholding of Grindrod Investment Proprietary Limited which was correctly reflected as 11.02%.

Post year-end, the beneficial direct shareholding of XF Mbambo increased by 212 999 and of FB Ally by 100 000 due to vesting in terms of the forfeitable share plan.

Grindrod Limited share-price-linked option scheme

In the current year, the committee approved payments of R70.5 million (2023: R18.0 million) to the Scheme participants, including amounts to the executive directors and prescribed officers set out below:

	Share-price-linked option payment 2024 R000	Share-price-linked option payment 2023 R000
Executive directors/prescribed officers		
XF Mbambo	**13 923**	3 857
FB Ally	**2 891**	–
Total	**16 814**	3 857

35. DIRECTORS' EMOLUMENTS CONTINUED

A summary of options granted to executives and senior management, still to vest as at 31 December 2024, is as follows:

	2019	2020	2021	2022	2023	2024	Total
Price (R)	8.13	3.67	5.10	5.73	10.01	**0**	
Number of options granted	6 397 000	10 655 100	15 160 000	9 342 000	5 887 000	**2 046 032**	49 487 132
Vesting on retirement/transfer	(1 782 207)	(2 756 277)	(2 373 324)	(1 042 784)	(81 750)	**–**	(8 036 342)
Vested	(3 588 664)	(3 737 400)	(3 344 334)	–	–	**–**	(10 670 398)
Subtotal	1 026 129	4 161 423	9 442 342	8 299 216	5 805 250	**2 046 032**	30 780 392
Forfeiture	(746 667)	(1 178 100)	(1 584 000)	(451 000)	(281 000)	**–**	(4 240 767)
Forfeiture on retirement	(279 462)	(1 258 323)	(2 015 009)	(2 342 216)	(139 250)	**–**	(6 034 260)
Net total	–	1 725 000	5 843 333	5 506 000	5 385 000	**2 046 032**	20 505 365

As at 31 December 2024, the fair value of these options was R79.7 million.

The details of awards granted to executives as at 31 December 2024 are as follows:

Director	Options at 01 January 2024	Options granted during the year	Vested	Options at 31 December 2024	Vesting price	Option price	Vesting dates
XF Mbambo*	331 334	–	(331 334)	–	12.55	8.13	Mar-24
	516 900	–	(516 900)	–	15.48	3.67	Aug-24
	516 900	–	–	516 900		3.67	Aug-25
	795 000	–	(795 000)	–	12.55	5.10	Mar-24
	795 000	–	–	795 000		5.10	Mar-25
	795 000	–	–	795 000		5.10	Mar-26
	497 334	–	–	497 334		5.73	Mar-25
	497 333	–	–	497 333		5.73	Mar-26
	497 333	–	–	497 333		5.73	Mar-27
	539 333	–	–	539 333		10.01	Feb-26
	539 333	–	–	539 333		10.01	Feb-27
	539 334	–	–	539 334		10.01	Feb-28
	–	93 264	–	93 264		–	Feb-27
	–	93 264	–	93 264		–	Feb-28
	–	93 263	–	93 263		–	Feb-29
	6 860 134	279 791	(1 643 234)	5 496 691			

* As at 31 December 2024, the fair value of these options is R22.6 million.

	Options at 01 January 2024	Options granted during the year	Vested	Options at 31 December 2024	Vesting price	Option price	Vesting dates
FB Ally*	388 000	–	(388 000)	–	12.55	5.10	Mar-24
	388 000	–	–	388 000		5.10	Mar-25
	388 000	–	–	388 000		5.10	Mar-26
	371 666	–	–	371 666		5.73	Mar-25
	371 667	–	–	371 667		5.73	Mar-26
	371 667	–	–	371 667		5.73	Mar-27
	69 666	–	–	69 666		10.01	Feb-26
	69 667	–	–	69 667		10.01	Feb-27
	69 667	–	–	69 667		10.01	Feb-28
	2 488 000	–	(388 000)	2 100 000			

* As at 31 December 2024, the fair value of these options is R9.8 million.

Grindrod Limited forfeitable share plan

The following table summarises the movements in the forfeitable share plan during the year.

	Date option granted	Number of options granted	Price[1,2] R	Number of forfeitable shares vested	Number of forfeitable shares forfeited	Vesting on retirement	Forfeiture on retirement	Total forfeitable shares[3]
02 March 2020	2020	859 000	4.05	(219 334)	(540 000)	–	–	99 666
02 March 2020	2020	120 000	3.19	(80 000)	–	–	–	40 000
01 March 2022	2022	900 000	5.50	–	–	–	–	900 000
02 March 2023	2023	400 000	10.26	–	–	–	–	400 000
28 August 2023	2023	200 000	10.83	–	–	–	–	200 000
13 March 2024	2024	779 698	12.72	–	–	–	–	779 698
		3 258 698		(299 334)	(540 000)	–	–	2 419 364

1 The price reflects the market price on the date of the awards
2 The vesting price for the March 2020 awards was R12.70 (2023: R10.37).
3 At 31 December 2024, the fair value of these options based on a closing share price of R11.96 was R28.9 million.
Note: Repurchased shares are held as treasury shares as required by the JSE Listings Requirements.

35. DIRECTORS' EMOLUMENTS CONTINUED

The table below shows the executive participants in the scheme and forfeitable shares granted to the executives during 2024:

Award date	Opening balance 01 January 2024	Number of forfeitable shares granted	Number of forfeitable shares vested	Total forfeitable shares
XF Mbambo	679 333	400 334	(79 667)	1 000 000
FB Ally	300 000	379 364	–	679 364
	979 333	779 698	(79 667)	1 679 364

	Opening balance 01 January 2024	Number of forfeitable shares granted	Number of forfeitable shares vested	Closing balance 31 December 2024	Vesting dates
XF Mbambo[1]	79 667	–	(79 667)	–	Mar-24
	79 666	–	–	79 666	Mar-25
	133 334	–	–	133 334	Mar-25
	133 333	–	–	133 333	Mar-26
	133 333	–	–	133 333	Mar-27
	40 000	–	–	40 000	Mar-26
	40 000	–	–	40 000	Mar-27
	40 000	–	–	40 000	Mar-28
	–	133 445	–	133 445	Mar-27
	–	133 445	–	133 445	Mar-28
	–	133 444	–	133 444	Mar-29
	679 333	400 334	(79 667)	1 000 000	

1 As at 31 December 2024, the fair value of these options, based on a closing share price of R11.96 was R12.0 million.

	Opening balance 01 January 2024	Number of forfeitable shares granted	Number of forfeitable shares vested	Closing balance 31 December 2024	Vesting dates
FB Ally[2]	100 000	–	–	100 000	Mar-25
	100 000	–	–	100 000	Mar-26
	100 000	–	–	100 000	Mar-27
	–	126 455	–	126 455	Mar-27
	–	126 455	–	126 455	Mar-28
	–	126 454	–	126 454	Mar-29
	300 000	379 364	–	679 364	

2 As at 31 December 2024, the fair value of these options, based on a closing share price of R11.96 was R8.1 million.

36. GOING CONCERN

The directors consider that the Group and Company have adequate resources to continue operating for the foreseeable future and that it is therefore appropriate to adopt the going concern basis of accounting in preparing the Group and Company's Annual Financial Statements. Based on the financial performance of the Group, its cash flow projection to the end of March 2026, secured funding lines, and positive solvency and liquidity tests, the Group will remain operational for the foreseeable future.

37. SUBSEQUENT EVENTS

Subsequent to year end, all conditions precedent relating to the transaction to dispose of the North Coast property loans and investments were fulfilled and proceeds of R500 million were received in full.

Subsequent to year end, the Group received Letters of Demand totalling R72.5 million from SARS, in relation to its role as a clearing agent in fuel transiting from Mozambique to Lesotho, via South Africa. Management has been advised by legal counsel that the Group can rely on section 99(2) of the Customs and Excise Act, 1964 to defend the SARS claims, which provides that a clearing agent's liability ceases if it proves that it was not a party to the non-fulfilment by the importers obligation, and if, when it became aware of such non-fulfilment, it notified SARS as soon as practicable and all reasonable steps were taken by it to prevent such non-fulfilment. Management is of the view that the criteria can be satisfied.

There are no other material post balance sheet events to report.

COMPANY STATEMENT OF FINANCIAL POSITION
as at 31 December 2024

	Notes	2024 R000	2023 R000
ASSETS			
Non-current assets			
Investments in subsidiaries	2	**7 292 014**	7 361 997
Other investments	3	**119**	1 407
Total non-current assets		**7 292 133**	7 363 404
Current assets			
Trade and other receivables	4	**938**	6 960
Taxation receivable		**–**	5 217
Amounts due by Group companies	5	**273**	6 499
Cash and cash equivalents		**160 729**	910 740
Total current assets		**161 940**	929 416
Total assets		**7 454 073**	8 292 820
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital and premium	6	**4 482 668**	4 482 668
Non-distributable reserves		**20 943**	20 943
Accumulated profit		**2 602 879**	3 606 746
Total equity		**7 106 490**	8 110 357
Non-current liabilities			
Warranty liability	7	**300 000**	135 400
Current liabilities			
Trade and other payables	8	**45 561**	45 180
Amounts due to Group companies	5	**787**	1 883
Taxation payable		**1 235**	–
Total current liabilities		**47 583**	47 063
Total equity and liabilities		**7 454 073**	8 292 820

COMPANY INCOME STATEMENT
for the year ended 31 December 2024

	Notes	2024 R000	2023 R000
Dividend income	5	**253 046**	255 865
Other income	5	**2 240**	3 737
Employment costs		**(9 602)**	(9 054)
Impairment of investments	9	**(598 811)**	(379 057)
Auditors' remuneration		**(4 317)**	(6 583)
Professional fees		**(4 963)**	(5 311)
Warranty liability expense	7	**(165 487)**	(56 153)
Other administrative costs		**(8 333)**	(19 766)
Loss before interest and taxation		**(536 227)**	(216 322)
Interest income		**43 687**	98 984
Loss before taxation		**(492 540)**	(117 338)
Taxation	10	**(9 797)**	(21 747)
Loss for the year attributable to shareholders		**(502 337)**	(139 085)
Total comprehensive loss for the year		**(502 337)**	(139 085)

COMPANY STATEMENT OF CASH FLOW

for the year ended 31 December 2024

	Notes	2024 R000	2023 R000
OPERATING ACTIVITIES			
Cash utilised by operations	12.1	**(13 678)**	(42 675)
Interest received		**43 687**	92 069
Dividends received		**253 046**	255 865
Dividends paid		**(502 181)**	(461 638)
Taxation paid	12.2	**(3 345)**	(49 817)
Net cash outflows from operating activities		**(222 471)**	(206 196)
INVESTING ACTIVITIES			
Disposal of other investments		**1 288**	1 675
Recapitalisation and acquisition of additional interest in subsidiaries		**(528 828)**	(70 329)
Repayments from subsidiaries		**–**	5 210
Net cash outflows from investing activities		**(527 540)**	(63 444)
Net decrease in cash and cash equivalents		**(750 011)**	(269 640)
Cash and cash equivalents at the beginning of the year		**910 740**	1 180 380
Cash and cash equivalents at the end of the year		**160 729**	910 740

COMPANY STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2024

	2024 R000	2023 R000
Ordinary and preference share capital and share premium	**4 482 668**	4 482 668
Balance at the beginning of the year	**4 482 668**	4 482 668
Equity compensation reserve	**20 943**	20 943
Balance at the beginning of the year	**20 943**	20 943
Accumulated profit	**2 602 879**	3 606 746
Balance at the beginning of the year	**3 606 746**	4 214 951
Loss for the year attributable to shareholders	**(502 337)**	(139 085)
Ordinary dividends declared	**(425 442)**	(394 742)
Preference dividends declared*	**(76 088)**	(74 378)
Total equity attributable to all shareholders of the company	**7 106 490**	8 110 357

* 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.

1. MATERIAL ACCOUNTING POLICIES

Refer to the Group material accounting policies.

2. INVESTMENTS IN SUBSIDIARIES

	2024 R000	2023 R000
Investments in subsidiaries	**7 280 651**	7 350 634
Share-based payments	**11 363**	11 363
	7 292 014	7 361 997

Details of the investments in subsidiaries are shown on the schedule of interests in subsidiaries on page 70.

3. OTHER INVESTMENTS

	2024 R000	2023 R000
Unlisted investments measured at FVTOCI	**119**	1 407
	119	1 407

Unlisted investments consist of insurance cell captives.

4. TRADE AND OTHER RECEIVABLES

	2024 R000	2023 R000
Other receivables	**938**	6 960
	938	6 960

Other receivables mainly consists of interest accrual on cash and cash equivalents.

5. RELATED PARTIES

During each year, the Company, in the ordinary course of business, enters into various transactions with related parties. Parties are considered to be related if one party has the ability to control or exercise significant influence over the other party in making financial and operating decisions. These transactions occurred under terms that are no more or less favourable than those arranged with third parties.

	Dividend income R000	Guarantee fee income R000
2024		
Subsidiaries		
Grindrod Freight Services Proprietary Limited	**123 805**	**–**
Grindrod Trading Holdings Proprietary Limited	**65 766**	**–**
GFS Holdings Proprietary Limited	**63 475**	**–**
Grindrod Logistics Africa Proprietary Limited	**–**	**25**
Sturrock Grindrod Maritime Proprietary Limited	**–**	**866**
Grindrod Logistics Mozambique Limitada	**–**	**1 349**
	253 046	**2 240**
2023		
Subsidiaries		
Grindrod Freight Services Proprietary Limited	239 987	–
Grindrod Trading Holdings Proprietary Limited	15 872	–
Grindrod Logistics Africa Proprietary Limited	–	14
Sturrock Grindrod Maritime Proprietary Limited	–	871
Grindrod Logistics Mozambique Limitada	–	2 852
Whirlprops 16 Proprietary Limited	6	–
	255 865	3 737

5. RELATED PARTIES CONTINUED

	Amounts due by Group Companies 2024 R000	Amounts due to Group Companies 2024 R000	Amounts due by Group Companies 2023 R000	Amounts due to Group Companies 2023 R000
Canosa Holdings Limited	–	302	–	302
Grindrod Trading Holdings Proprietary Limited	–	–	204	–
Grindrod Logistics Mozambique Limitada	203	–	726	–
Grindrod Holdings (South Africa) Proprietary Limited	–	–	20	–
Grindrod (South Africa) Proprietary Limited	–	–	5 549	1 096
Grindrod Property Holdings Proprietary Limited	–	485	–	485
Grindrod Logistics Africa Proprietary Limited	14	–	–	–
Grindrod Mauritius	56	–	–	–
	273	787	6 499	1 883

Subsidiaries

Details of investments in subsidiaries are set out in note 2 and in the schedule of interest in subsidiaries on page 70.

Directors

Details of Directors' interests in the Company and Directors' emoluments are set out in note 35 of the consolidated annual financial statements.

Further details on balances due by/(to) directors are disclosed in the related party note shown on pages 47 to 49 of the consolidated annual financial statements.

Expected credit loss (ECL) on amounts due by Group companies

Amounts due by Group companies have been assessed for impairment and management expects to recover all loans in full. Therefore, no ECL has been recognised with respect to amounts due by Group companies, as these loans are non-interest-bearing and are repayable on demand. Inputs used in assessing the ECL include default and credit history, historical data and forecast cash flows.

6. SHARE CAPITAL AND PREMIUM

	2024 R000	2023 R000
Authorised		
2 750 000 000 ordinary shares of 0.002 cents each	55	55
20 000 000 cumulative, non-redeemable, non-participating and non-convertible preference shares of 0.031 cents each	6	6
	61	61
Issued		
698 031 586 (2023: 698 031 586) ordinary shares of 0.002 cents each	14	14
7 400 000 cumulative, non-redeemable, non-participating and non-convertible preference shares of 0.031 cents each	2	2
	16	16
There has been no change in the number of authorised shares from the prior year.		
Total issued share capital and premium	4 482 668	4 482 668

7. WARRANTY LIABILITY

	2024 R000	2023 R000
Opening balance	135 400	85 000
Raised	165 487	56 153
Utilised	(887)	(5 753)
Closing balance	300 000	135 400

As part of the disposal of Grindrod Bank in 2022, the Company provided warranties for a maximum of R300 million on specific loans and advances relating to KZN North Coast properties. In the current year, the Group entered into an agreement to dispose of the remaining North Coast property-backed loans and advances for R500 million. As part of the intended transaction, the warranties provided on the ring-fenced loans were extended from 3 years to 5 years, consequently the full exposure of R300.0 million (2023: R126.0 million) was raised as at 31 December 2024.

In addition, the Company provided general warranties for a maximum of R100 million. Exposure was assessed to be Rnil (2023: R9.4 million).

8. TRADE AND OTHER PAYABLES

	2024 R000	2023 R000
Accrued expenses	**6 056**	4 151
Preference dividends payable	**39 314**	39 965
Other payables and provision	**191**	1 064
	45 561	45 180

9. IMPAIRMENT OF INVESTMENTS

	2024 R000	2023 R000
Impairment of investments	**(598 811)**	(379 057)

In the current year, impairments of R598.8 million (2023: R379.1 million) were recognised on investments held in GFS Holdings Proprietary Limited. The adjustments were determined based on the recoverable amount in terms of IAS 36 Impairment of assets. The investment was impaired to the recoverable amount which was assessed using fair value principles as the investee is an investment entity as defined.

At a Group level, the losses in GFS Holdings Proprietary Limited are consolidated and mainly reflected in the Group EBITDA.

10. TAXATION

		2024 R000	2023 R000
Current taxation			
On taxable income for the year		**9 878**	21 663
Prior year		**(170)**	–
Withholding taxes		**89**	84
Total taxation per income statement		**9 797**	21 747
The reconciliation of the effective tax rate with the company tax rate is as follows:			
Rate of South African company taxation	(%)	**(27.0)**	(27.0)
Exempt income	(%)	**(13.6)**	(58.9)
Withholding tax	(%)	**0.0**	0.1
Non-allowable items[1]		**42.6**	104.3
Prior year	(%)	**(0.0)**	–
Effective rate of taxation	(%)	**2.0**	18.5

1 Consists mainly of impairments of investments.

11. CONTINGENT LIABILITIES

	2024 R000	2023 R000
In respect of guarantees of loans and facilities of subsidiaries	**3 083 225**	3 401 400
Of which has been utilised	**1 404 553**	1 696 600

The Company has assessed the status of these loans and facilities guaranteed as well as the financial position of the subsidiaries and concluded that there has not been a significant increase in the credit risk of the counterparties. Consequently, no expected credit loss has been recognised in respect of these guarantees.

12. CASH FLOW

	2024 R000	2023 R000
12.1 Reconciliation of operating loss to cash utilised by operations		
Loss before interest and taxation	**(536 227)**	(216 322)
Adjustments for:		
Dividends received	**(253 046)**	(255 865)
Warranty liability expense	**165 487**	56 153
Impairment of investments	**598 811**	379 057
Operating loss before working capital changes	**(24 975)**	(36 977)
Working capital changes		
Decrease/(Increase) in trade and other receivables	**6 022**	(5)
Increase/(Decrease) in trade and other payables	**145**	(5 693)
Decrease in amounts due by Group companies	**6 226**	–
Decrease in amounts due to Group companies	**(1 096)**	–
Cash utilised by operations	**(13 678)**	(42 675)
12.2 Taxation paid		
Balance at the beginning of the year	**5 217**	(22 853)
Current year	**(9 797)**	(21 747)
Balance at the end of the year	**1 235**	(5 217)
Taxation paid	**(3 345)**	(49 817)

13. FINANCIAL INSTRUMENTS

13.1 Financial instruments by category and fair value hierarchy

	Carrying value* R000	Fair value Level 1 R000	Fair value Level 2 R000	Fair value Level 3 R000	Amortised cost R000
2024					
Financial instruments					
Cash and cash equivalents	**160 729**	**–**	**–**	**–**	**160 729**
Other investments	**119**	**–**	**–**	**119**	**–**
Trade and other receivables	**938**	**–**	**–**	**–**	**938**
Amounts due by Group companies	**273**	**–**	**–**	**–**	**273**
Trade and other payables	**(45 561)**	**–**	**–**	**–**	**(45 561)**
Amounts due to Group companies	**(787)**	**–**	**–**	**–**	**(787)**
Warranty liability^	**(300 000)**	**–**	**–**	**–**	**(300 000)**
	(184 289)	**–**	**–**	**119**	**(184 408)**
2023					
Financial instruments					
Cash and cash equivalents	910 740	–	–	–	910 740
Other investments	1 407	–	–	1 407	–
Trade and other receivables	6 960	–	–	–	6 960
Amounts due by Group companies	6 499	–	–	–	6 499
Trade and other payables	(45 180)	–	–	–	(45 180)
Amounts due to Group companies	(1 883)	–	–	–	(1 883)
Warranty liability^	(135 400)	–	–	–	(135 400)
	743 143	–	–	1 407	741 736

* Carrying value approximates fair value.

^ This contractual liability arose as a consequence of the disposal of Grindrod Bank in 2022. This liability was incorrectly omitted from the 2023 disclosure. This has now been corrected.

13.2 Liquidity risk

Company liquidity analysis

The liquidity analysis for Company has been disclosed below and consequently comparatives have also been included.

The undiscounted contractual maturities of the Company's financial liabilities are as follows:

	<3 months R000	>3 months <6 months R000	>6 months <1 year R000	>1 year <3 years R000	>3 years <5 years R000	>5 years R000	Total R000
2024							
Liabilities							
Trade and other payables	**45 561**	**–**	**–**	**–**	**–**	**–**	**45 561**
Amounts due to Group companies	**787**	**–**	**–**	**–**	**–**	**–**	**787**
Warranty liability	**–**	**–**	**–**	**300 000**	**–**	**–**	**300 000**
	46 348	**–**	**–**	**300 000**	**–**	**–**	**346 348**
2023							
Liabilities							
Trade and other payables	45 180	–	–	–	–	–	45 180
Amounts due to Group companies	1 883	–	–	–	–	–	1 883
Warranty liability	–	–	–	135 400	–	–	135 400
	47 063	–	–	135 400	–	–	182 463

The above table details the undiscounted liquidity profile for liabilities recorded at year end. In addition to this, the company has issued guarantees with a maximum exposure of R3 083.2 million (2023: R3 401.4 million). Refer to note 11.

INTERESTS IN SUBSIDIARIES
for the year ended 31 December 2024

At 31 December 2024, the Grindrod Limited company had the following subsidiaries carrying on business which principally affected the profits and assets.

They have the same year-end date as the Company and have been included in the annual financial statements.

		Share capital		Effective holding		Investments Shares at original cost		Share-based payments to employees	
		2024 R000	2023 R000	2024 %	2023 %	2024 R000	2023 R000	2024 R000	2023 R000
Incorporated in South Africa									
Grindrod Freight Investments Proprietary Limited	F	**1 495**	1 495	**100**	100	**203 500**	203 500	**610**	610
GFS Holdings Proprietary Limited	P	**–**	–	**100**	100	**2 833 217**	2 833 217	**–**	–
Grindrod Trading Holdings Proprietary Limited	T	**–**	–	**100**	100	**1 307 369**	1 307 369	**–**	–
Grindrod Freight Services Proprietary Limited	F	**1**	1	**100**	100	**6 224 200**	5 695 372	**10 753**	10 753
Whirlprops 16 Proprietary Limited	D	**–**	–	**100**	100	**14 000**	14 000	**–**	–
Incorporated in British Virgin Islands									
Canosa Holdings Limited	G	**–**	–	**100**	100	**23 290**	23 290	**–**	–
Incorporated in Isle of Man									
Grindrod Property Holdings Limited	G	**–**	–	**100**	100	**34 344**	34 344	**–**	–
Impairments		**–**	–			**(3 359 269)**	(2 760 458)	**–**	–
Grindrod Freight Investments Proprietary Limited						**(203 500)**	(203 500)		
GFS Holdings Proprietary Limited						**(2 388 923)**	(1 790 112)		
Grindrod Trading Holdings Proprietary Limited						**(698 418)**	(698 418)		
Whirlprops 16 Proprietary Limited						**(14 000)**	(14 000)		
Canosa Holdings Limited						**(22 866)**	(22 866)		
Grindrod Property Holdings Limited						**(31 562)**	(31 562)		
Interest in subsidiaries		**1 496**	1 496			**7 280 651**	7 350 634	**11 363**	11 363

Nature of Business
D – Dormant
F – Freight and Property Services
G – Group Services
P – Private Equity and Property
T – Trading

SHARE ANALYSIS OF ORDINARY SHAREHOLDERS

for the year ended 31 December 2024

	Number of shareholdings	Percentage holdings	Number of shares	Percentage of shares
Shareholder spread				
1 to 5 000 shares	**30 010**	**89.88**	**13 566 601**	**1.94**
5 001 to 10 000 shares	**1 294**	**3.88**	**9 739 402**	**1.40**
10 001 to 50 000 shares	**1 448**	**4.34**	**30 729 994**	**4.40**
50 001 to 100 000 shares	**240**	**0.72**	**17 175 887**	**2.46**
100 001 to 1 000 000 shares	**312**	**0.93**	**102 350 181**	**14.66**
1 000 001 to 10 000 000 shares	**76**	**0.23**	**253 587 984**	**36.33**
10 000 001 shares and over	**8**	**0.02**	**270 881 537**	**38.81**
	33 388	**100.00**	**698 031 586**	**100.00**
Non-public shareholders	**3**	**0.01**	**30 238 609**	**4.33**
Directors of the Company (includes share options)	**2**	**0.01**	**106 944**	**0.01**
Treasury stock (including share options)*	**1**	**–**	**30 131 665**	**4.32**
Public shareholders	**33 385**	**99.99**	**667 792 977**	**95.67**
	33 388	**100.00**	**698 031 586**	**100.00**
Investor profile				
Banks and Brokers	**121**	**0.36**	**77 898 379**	**11.16**
Close Corporations	**194**	**0.58**	**4 880 397**	**0.70**
Endowment Funds	**53**	**0.16**	**1 547 213**	**0.22**
Individuals	**28 463**	**85.25**	**64 035 492**	**9.17**
Insurance Companies	**65**	**0.19**	**12 733 382**	**1.82**
Investment Companies	**6**	**0.02**	**341 740**	**0.05**
Medical Schemes	**16**	**0.05**	**5 468 289**	**0.78**
Mutual Funds	**227**	**0.68**	**203 188 352**	**29.11**
Other Corporations	**151**	**0.45**	**444 800**	**0.06**
Treasury stock (including share options)*	**1**	**–**	**30 131 665**	**4.32**
Private Companies	**693**	**2.08**	**109 876 031**	**15.74**
Public Companies	**14**	**0.04**	**1 651 184**	**0.24**
Retirement Funds	**724**	**2.17**	**164 766 172**	**23.60**
Sovereign Wealth Funds	**2**	**0.01**	**2 191 232**	**0.32**
Trusts	**2 658**	**7.96**	**18 877 258**	**2.71**
	33 388	**100.00**	**698 031 586**	**100.00**

* Includes 2 419 364 share options granted under the Forfeitable Share Plan scheme. Refer to note 35 for further details.

	Number of shareholdings	Percentage holdings	Number of shares	Percentage of shares
Geographical breakdown				
South Africa	**32 875**	**98.47**	**608 346 062**	**87.15**
United States of America and Canada	**56**	**0.17**	**56 477 705**	**8.09**
United Kingdom	**61**	**0.18**	**15 509 341**	**2.22**
Rest of the World	**328**	**0.98**	**2 594 665**	**0.37**
Rest of Europe	**68**	**0.20**	**15 103 813**	**2.17**
Total	**33 388**	**100.00**	**698 031 586**	**100.00**

	Number of shares	Percentage of shares
Beneficial shareholders holding 5% or more		
Government Employees Pension Fund	**126 276 800**	**18.09**
Grindrod Investments Proprietary Limited	**76 949 632**	**11.02**
36ONE Asset Management	**49 362 566**	**7.07**
Grindrod (South Africa) Proprietary Limited	**30 131 665**	**4.32**
Total	**282 720 663**	**40.50**

	Number of shares	Percentage of issued share capital
Top 10 Fund managers		
Public Investment Corporation	**100 045 257**	**14.33**
Coronation Fund Managers	**10 402 013**	**1.49**
Umthombo Wealth	**5 977 273**	**0.86**
All Weather Capital	**3 369 248**	**0.48**
Sanlam Investment Management	**3 033 000**	**0.43**
Oasis	**1 787 678**	**0.26**
Mazi Asset Management	**836 916**	**0.12**
Lima Mbeu	**679 613**	**0.10**
Differential Capital	**145 494**	**0.02**
Total	**126 276 492**	**18.09**

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

for the year ended 31 December 2024

	Number of shareholdings	Percentage holdings	Number of shares	Percentage of shares
Shareholder spread				
1 to 5 000 shares	**1 544**	**87.28**	**1 550 031**	**20.95**
5 001 to 10 000 shares	**113**	**6.39**	**825 776**	**11.16**
10 001 to 50 000 shares	**87**	**4.92**	**1 649 501**	**22.29**
50 001 to 100 000 shares	**17**	**0.96**	**1 157 724**	**15.64**
100 001 shares and over	**8**	**0.45**	**2 216 968**	**29.96**
	1 769	**100.00**	**7 400 000**	**100.00**
Public shareholders	**1 769**	**100.00**	**7 400 000**	**100.00**
Investor profile				
Banks and Brokers	**7**	**0.40**	**433 326**	**5.85**
Close Corporations	**21**	**1.19**	**256 485**	**3.47**
Endowment Funds	**14**	**0.79**	**151 070**	**2.04**
Individuals	**1 437**	**81.23**	**2 867 190**	**38.75**
Insurance Companies	**3**	**0.17**	**77 844**	**1.05**
Investment Companies	**1**	**0.06**	**2 425**	**0.03**
Medical Schemes	**1**	**0.06**	**2 989**	**0.04**
Mutual Funds	**21**	**1.19**	**1 838 204**	**24.84**
Other Corporations	**13**	**0.73**	**28 029**	**0.38**
Private Companies	**80**	**4.52**	**706 441**	**9.55**
Public Companies	**1**	**0.06**	**178 390**	**2.41**
Retirement Funds	**5**	**0.28**	**55 964**	**0.76**
Trusts	**165**	**9.32**	**801 643**	**10.83**
	1 769	**100.00**	**7 400 000**	**100.00**

	Number of shareholdings	Percentage holdings	Number of shares	Percentage of shares
Geographical breakdown				
South Africa	**1 746**	**98.70**	**6 911 434**	**93.40**
United States of America and Canada	**12**	**0.68**	**14 562**	**0.20**
United Kingdom	**5**	**0.28**	**64 016**	**0.86**
Rest of Europe	**1**	**0.06**	**1 400**	**0.02**
Rest of the World	**5**	**0.28**	**408 588**	**5.52**
	1 769	**100.00**	**7 400 000**	**100.00**

KEY OPERATING SEGMENTS
31 December 2024

	Effective holding 2024 %	Effective holding 2023 %
PORT AND TERMINALS		
Port		
Maputo Port Development Company (MPDC)	**24.7**	24.7
Portus Indico – Sociedade de Servicos Portuarios FZCO (Dubai)	**48.5**	48.5
Empresa de Dradagem do Porto de Maputo S.A. (EDPM) (Mozambique)	**25.5**	25.5
TERMINALS		
Dry-bulk terminals		
Terminal de Carvão da Matola (TCM)	**65**	65
Grindrod Mozambique Limitada (GML)	**100**	100
Grindrod Terminals Richards Bay, a division of Grindrod South Africa Operations	**75**	75
Grindrod Terminals Richards Bay	**100**	100
Walvis Bay Bulk Terminal (WBBT)	**75**	75
Maputo Intermodal Container Depot, S.A. (MICD) (Maputo)	**50**	50
Grindrod Multi-Purpose Terminals, a division of Grindrod South Africa Operations	**75**	75
Car terminal		
Grindrod Maputo Car Terminal (MCTL)	**100**	100
Stevedores		
Bay Stevedores (Richards Bay), a division of Grindrod South Africa Operations	**75**	75
Grindrod Namibia Stevedoring (Walvis Bay)	**49**	49
LOGISTICS		
Container landside logistics		
Grindrod Logistics Proprietary Limited	**49**	49
United Container Depots (UCD)	**100**	100
Nacala Intermodal Terminal Investments	**75**	75
Cross border and project logistics		
Grindrod Logistics Africa (Kingdom of Eswatini, Malawi, Tanzania, Uganda, Zambia and 75% of South Africa)	**100**	100
Grindrod Logistics Mozambique Limitada	**100**	100
Grindways Logistics Limited	**50**	50
Grindrod Marine Transport (Mauritius)	**100**	100
Zambian Furnace Supplies	**51**	51

	Effective holding 2024 %	Effective holding 2023 %
Clearing and forwarding		
Röhlig-Grindrod Proprietary Limited	**50**	50
Ships agency, maritime technical services and logistics		
Sturrock Grindrod Maritime (SGM)	**75**	75
Sturrock Shipping Holdings (SSH)	**100**	100
Rail leasing and operations		
NLPI Group	**73.9**	73.9
RailCo Africa Limited	**–**	42.3
GPR Leasing South Africa	**55**	55
Grindrod Rail Consultancy Services	**100**	42.3
Grindrod Rail Operations	**100**	100
Grindrod Rail, a division of Grindrod South Africa and Grindrod Mauritius	**100**	100
Grindrod Locomotives Mozambique	**100**	100
RRL Grindrod Sierra Leone 1	**100**	100
RRL Grindrod Sierra Leone 2	**100**	100
Group		
Grindrod Freight Services	**100**	100
Grindrod Holdings South Africa	**100**	100
Grindrod South Africa	**100**	100
Grindrod South Africa Operations	**75**	75
Grindrod Mauritius	**100**	100
Private Equity and Property		
GFS Holdings	**100**	100
Marine Fuels		
Cockett Marine Fuels	**50**	50

VALUE ADDED STATEMENT

Year ended 31 December 2024

	Consolidated			
	2024 R000	%	2023 R000	%
Revenue	**4 976 240**		4 845 572	
Net cost of services	**(2 415 004)**		(1 578 045)	
Value added by operations	**2 561 236**		3 267 527	
Non-trading items	**8 038**		(15 175)	
Total value added	**2 569 274**		3 252 352	
Applied as follows:				
Employees' remuneration and service benefits	**949 825**	**37.0**	925 860	28.6
Taxation on income	**207 316**	**8.1**	274 116	8.4
Providers of share capital	**484 626**	**18.9**	453 002	13.9
Providers of loan capital	**279 009**	**10.9**	219 967	6.8
Reinvested in the business				
Depreciation and amortisation	**334 314**	**12.9**	391 631	11.9
Retained income	**314 184**	**12.2**	987 776	30.4
Total	**2 569 274**	**100.0**	3 252 352	100.0

This statement represents the wealth created by adding value to the Group's cost of services and shows how this wealth has been distributed.

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