



GRINDROD SHIPPING POLICY

CONFLICT OF INTEREST

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1. **INTRODUCTION**

Grindrod Shipping Holdings Ltd. and its subsidiaries (the “**Company**” or “**Grindrod Shipping**”) is committed to good governance and this Policy sets out the circumstances which may constitute a conflict of interest and provides guidance to employees in the avoidance and handling of conflicts of interest.

2. **DEFINITION AND INTERPRETATION**

“Conflict of interest” is defined as a situation in which an employee’s personal or private interests is opposed to or clashes with his/her responsibility to the Company.

“Personal interest” encompasses financial and non-financial interest of the employee concerned, whether direct or indirect.

“Third Party” means any person, firm, company other than Grindrod Shipping and specifically includes suppliers, vendors, contractors, sub-contractors and customers who have business dealings with Grindrod Shipping, as well as competitors.

“Connected Parties of an Employee” means his/her spouse, registered partner, dependent children (in accordance with national law) and any other household family members who have shared the same household for at least one year on the date of the transaction concerned, regardless of whether the employee benefits directly or indirectly financially from the transaction.

For purposes of this policy, references to personal interests and personal obligations of an employee, conflicts of interest of an employee and other similar references relating to an employee shall be construed such that references to the employee shall include Connected Parties of an Employee. For example, if Connected Parties of an Employee have a conflict of interest in respect of a particular matter relevant to the Company, that conflict of interest shall be treated as if it were a conflict of interest of the employee. Accordingly, declarations of relevant conflicts of interest and gifts to be reported by an employee include conflicts of interest of and gifts given by / received by Connected Parties of an Employee.

3. **POLICY PROVISIONS**

3.1 All employees must maintain the highest standard of integrity and must always uphold transparency in their professional conduct. Employees must not let their objectivity be compromised in any way by any form of personal interest or personal obligation to a Third Party.

- 3.2 All employees are required to avoid conflicts of interests between their obligations to the Company and their personal affairs. Any relationship or activity which could or would influence, or appear to influence, an employee's performance of one's duties to the Company, must be disclosed to his/her immediate supervisor and/or the Ethics Officer for review. Where the Ethics Officer deems further reporting or action is required, the Chief Executive Officer will be informed and appropriate measures to mitigate any risk to the Company will be carried out.
- 3.3 The following situations give rise to or may present a conflict of interest:
- a) Entering into a second contract of employment with an entity which operates in the same industry and/or competes with the Company, such that Grindrod Shipping's economic interests may potentially be undermined;
 - b) An employee having business interests (including being a director, officer, partner, agent or consultant) or ownership in a Third Party (directly or indirectly through a member of his/her immediate family) that is involved in a transaction with the Company; Profiting or helping others to profit from having access to confidential or privileged information or business opportunities by virtue of his /her employment in Grindrod Shipping;
 - c) An employee signing or instructing the issuance of a document (such as an invoice, debit note, or credit note) or authorizing payment by Grindrod Shipping to the Third Party in which the employee has a personal interest;
 - d) Canvassing, influencing or attempting to influence a business transaction, in which the employee has a personal interest, between Grindrod Shipping and a Third Party;
 - e) Making any decision or judgements on behalf of Grindrod Shipping where the employee has a direct or indirect interest that influences, or is perceived as influencing his/her ability to make an objective decision and/or to fulfill his/her responsibilities to the Company;
 - f) Obtaining any financial interest in any business of Grindrod Shipping;
 - g) Soliciting or accepting favours, kickbacks, cash, loans or other benefits from existing or prospective suppliers, vendors, contractors, subcontractors, or customers of Grindrod Shipping or from Grindrod Shipping's competitors.

4. DISCLOSURE

An employee shall complete the declaration form set out in Appendix A identifying any relationships, positions, circumstances in which the employee is involved or entities to which he / she is connected which may result in a conflict of interest, upon commencement of his / her employment and thereafter whenever there are any additions to or changes in the foregoing.

5. GIFTS REGISTER

Without detracting from an employee's obligations to avoid conflicts of interests, and to disclose to his/her immediate supervisor and/or the Ethics Officer for review any relationship or activity which could or would influence, or appear to influence, an employee's performance of his/her duties to the Company, a Gifts Register will be maintained by the Company Secretary. All employees are required to promptly report to the Company Secretary the value and nature of any gift or benefit (including entertainment and meals whilst on business) received from / given to existing or prospective suppliers, vendors, contractors, subcontractors, customers or competitors in excess of US\$500.

