



GRINDROD SHIPPING HOLDINGS LTD POLICY

INSIDER TRADING

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1. INTRODUCTION

Grindrod Shipping Holdings Ltd. (“the Company”) has adopted the following policy regarding trading by Company Employees in the Company’s securities (this “Insider Trading Policy”).

The Company’s ordinary shares are primarily listed on the Nasdaq Global Select Market in the United States and secondarily listed in the Johannesburg Stock Exchange in South Africa. In addition, the Company is incorporated in Singapore. Accordingly, trading in the ordinary shares or other securities of the Company is subject to the laws and regulations of the United States, South African and Singapore. In addition to responding to the statutes and regulations, the Company is adopting this Insider Trading Policy to avoid even the appearance of improper conduct on the part of anyone employed by or associated with the Company (not just senior officers).

2. PURPOSE

The purpose of this Insider Trading Policy is to:

- 2.1 Educate all Company Employees;
- 2.2 Set forth guidelines for courses of action;
- 2.3 Protect the Company and all of its Company Employees against legal liability;
- 2.4 Respond to the applicable statutes and regulations within the United States, South Africa and Singapore;
- 2.5 Avoid even the appearance of improper conduct on the part of all Company Employees and persons associated with the Company; and
- 2.6 Preserve the reputation of the Company and its Employees for integrity and ethical conduct.

3. SCOPE

This Insider Trading Policy applies to all Company Employees.

4. DEFINITIONS

The following words or phrases are defined or described below for ease of reference:

- 4.1 Company Employees means all persons employed by the Company or the Company’s subsidiaries, including directors, a director’s associate, officers, and employees of the Company;
- 4.2 FMA means the Financial Markets Act, No 19 of 2012 of the Republic of South Africa, as may be amended from time to time;
- 4.3 Inside Information means, in terms of the provisions of the FMA, specific or precise information, which has not been made public and which is obtained from an insider and if it were made public, would be likely to have a material effect on the price or value of the security listed on a regulated market;

- 4.4 Material inside information means, in terms of the provisions of the SFA, information that is not generally available and if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the Company's securities (i.e. the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the Company's securities);
- 4.5 JSE means the Johannesburg Stock Exchange situated in Johannesburg, South Africa, licensed as an exchange under the FMA;
- 4.6 JSE LR means the Listings Requirements issued by the JSE, as amended from time to time;
- 4.7 Material non-public information means with respect to the United States rules and regulations information that is not generally known to the public and which, if publicly known, would likely affect either the market price of the Company's securities or a person's decision to buy, sell or hold the Company's securities;
- 4.8 Price sensitive information means, in terms of the provisions of the JSE LR, any unpublished information that is specific or precise, which if it were made public, would have a material effect on the price of the Company's securities.
- 4.9 Related person means companies or entities affiliated with or otherwise controlled by the corporate insider. It does not include all family members related by blood. This Insider Trading Policy is applicable to immediate family members and anyone else who is a member of the insider's household.
- 4.10 SEC means the United States Securities and Exchange Commission
- 4.11 SFA means the Securities and Futures Act, Chapter 289 of Singapore, and for these purposes, specifically Division 3, Part XII, as may be amended from time to time;
- 4.12 Tipper means a person who leaks material, non-public inside information to the individuals who trade. To incur liability as a tipper, such person must (i) know or have reason to know that the information may be used in order to trade, and (ii) derive some benefit from providing the information to the tippee. In order to incur liability for trading on a tip, the tippee must know or have reason to know that the information was provided in violation of a duty of trust or confidence.

5. GENERAL PROHIBITIONS

5.1 NASDAQ AND JSE DUAL LISTING AND SINGAPORE-INCORPORATED

5.1.1 UNITED STATES OF AMERICA - NASDAQ AND SEC

Considering the fact that the Company is a public company and primarily listed on the NASDAQ, transactions in the Company's securities are subject to the federal securities laws and regulations adopted by the SEC. These laws and regulations make it illegal for an individual to buy or sell securities of the Company while aware of material, non-public inside information. The SEC takes insider trading very seriously and devotes significant resources to uncovering the activity and to prosecuting offenders.

Liability may extend not only to the individuals who trade on material, nonpublic "inside information," but also to their tippers. If the Company does not take active steps to adopt preventive policies and procedures covering ordinary shares trading by Company Employees, the consequences could be severe.

5.1.2 SINGAPORE – SFA

As the Company is formed in Singapore, dealing in the Company's securities is also subject to the insider trading provisions set out under Division 3, Part XII of the SFA. The SFA prohibits insider trading and imposes severe penalties on parties that are found to have breached these prohibitions. A party in possession of material inside information must not deal in securities or communicate (whether directly or indirectly) the material inside information to anyone else or cause the material inside information to be communicated to anyone else. Dealing in securities includes (i) subscribing for, purchasing or selling, or entering into an agreement to subscribe for, purchase or sell, any such securities, or (ii) procuring another person to subscribe for, purchase or sell, or to enter into an agreement to subscribe for, purchase or sell, any such securities.

5.1.3 SOUTH AFRICA – JSE AND FMA

As a result of the Company's secondary listing on the JSE, the dealing in, acquisition or disposal of the Company's securities, whilst in possession of inside or price sensitive information, is prohibited under the FMA and the JSE LR.

5.2 THE CONSEQUENCES

5.2.1 UNITED STATES OF AMERICA – SEC - CONSEQUENCES FOR INDIVIDUALS (THIS INCLUDES ALL COMPANY EMPLOYEES)

For individuals who trade on material, non-public inside information (or tip such information to others):

- 5.2.1.1 A civil penalty of up to three times the profit gained or loss avoided;
- 5.2.1.2 A criminal fine (no matter how small the profit) of up to \$5 million; and
- 5.2.1.3 A prison term of up to twenty years.

CONSEQUENCES FOR COMPANIES

Companies that fail to take appropriate steps to prevent illegal trading could face civil penalties. Any such consequence, including an SEC investigation, even if it does not result in prosecution, can tarnish the Company's reputation.

5.2.2 SINGAPORE – SFA CONSEQUENCES FOR INDIVIDUALS

- 5.2.2.1 A civil penalty of (i) up to three times the profit gained or loss avoided, or equal to S\$50,000, whichever is the greater; or
- 5.2.2.2 A criminal fine of up to S\$250,000 or a prison term of up to seven years or both.

CONSEQUENCES FOR COMPANIES

Where a company's employee or officer contravenes any insider trading provision under the SFA with the consent or connivance of the company and for the benefit of the company, the company shall be guilty of that offence as if the company had committed the contravention, and shall be liable to be proceeded against and punished accordingly. A company that fails to prevent or detect contravention by its employee or officer of the insider trading provisions under the SFA could face civil penalties. Such companies may also be liable to pay compensation to any person who had suffered loss by reason of the contravention.

5.2.3 SOUTH AFRICA – FMA & JSE LR

- 5.2.3.1 An administrative sanction, as further detailed in Annexure A; and
- 5.2.3.2 Criminal fine not exceeding R50 million or to imprisonment for a period not exceeding 10 years, or to both such fine and such imprisonment.
- 5.2.3.3 Censure of the Company and/or the Company's director(s), individually or jointly, by public or private censure;
- 5.2.3.4 Imposition of an additional fine not exceeding such amount as stipulated by the FMA on the Company and/or the Company's director(s), individually or jointly;

- 5.2.3.5 Disqualify the Company's director(s) from holding the office of a director of a listed company for any period of time; or
- 5.2.3.6 In respect of the Company or any of the Company's director(s), order the payment of compensation to any person prejudiced by the contravention or failure.

Moreover, if a Company Employee violates this Insider Trading Policy, Company-imposed sanctions, including but not limited to termination of employment, could result from failing to comply with the Company's policy or procedures.

6. THE COMPANY'S POLICY

It is the Company's policy that Company Employees and any related persons may not buy or sell securities of the Company while aware of material non-public information or engage in any other action to take advantage of, or pass on to others, that information.

This Insider Trading Policy also applies with equal force to material information relating to any other company, including our customers or suppliers, obtained by Company Employees during the course of his or her service to or employment by the Company.

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are no exception. Even the appearance of an improper transaction must be avoided to preserve our reputation for adhering to the highest standards of conduct.

6.1 POLICY ADMINISTRATORS

This policy shall be administered by the "Policy Administrators," who shall initially be Company Secretary and

Internal Legal Counsel. The Policy Administrators may, however, change from time to time. You are encouraged to consult the copy of this Insider Trading Policy, signed versions of which are kept in the Company's Singapore office.

6.2 MATERIAL NON-PUBLIC INFORMATION

Positive or negative information could be material non-public information. Examples of material non-public information include, but is not limited to:

- 6.2.1 Quarterly or annual earnings results;
- 6.2.2 Projections of future results;
- 6.2.3 Earnings or losses;

- 6.2.4 News of a pending or proposed merger, acquisition or tender offer;
- 6.2.5 An important financing transaction;
- 6.2.6 Changes in dividend policies or the offering of additional securities;
- 6.2.7 Changes in management;
- 6.2.8 Significant new products or discoveries;
- 6.2.9 Impending bankruptcy or financial liquidity problems;
- 6.2.10 Internal financial information which departs from what the market would expect; and
- 6.2.11 The gain or loss of a major contract, license or collaboration.

The above list is merely illustrative and does not encompass all types of material non-public information.

6.3 TWENTY-TWENTY HINDSIGHT

Securities transactions that become the subject of scrutiny, will be viewed after-the-fact with the benefit of hindsight. As a result, before engaging in any transaction, you should carefully consider how regulators and others might view your transaction in hindsight.

6.4 TRANSACTIONS BY FAMILY MEMBERS AND OTHERS IN YOUR HOUSEHOLD

These restrictions also apply to immediate family members -- that is, any spouse, parent, child or sibling -- and others living in your household. SEC regulations now specifically provide that any material nonpublic information about the Company communicated to any spouse, parent, child or sibling is considered to have been communicated under a duty of trust or confidence; any trading in the Company securities by such family members while they are aware of such information may, therefore, violate insider trading laws and regulations. Company Employees are expected to be responsible for the compliance of all family members with this Insider Trading Policy. This means that to the extent such family/household members intend to trade in Company securities, they need to comply with regularly scheduled and other blackout periods. Company Employees are also expected to be responsible for the compliance of other persons who live in their household, whether or not related, with this Insider Trading Policy.

6.5 TIPPING INFORMATION TO OTHERS

Whether the information is proprietary information about the Company or information that could have an impact on our ordinary share price, Company Employees must not pass the information on to others. The above penalties apply, whether or not you derive any monetary benefit from another person's actions. Inside information is often inadvertently disclosed or overheard in casual, social conversations. Care must be taken to avoid such disclosures.

6.6 WHEN INFORMATION IS PUBLIC

Because the Company's shareholders and the investing public should be afforded time to receive information and to act upon it, as a general rule you should not engage in any transactions until the beginning of the second business day after the information has been released. Thus, if an announcement is made on a Monday, Wednesday generally would be the first day on which you should trade. If an announcement is made on a Friday, Tuesday generally would be the first day on which you should trade. The same methodology applies to closed periods in terms of the JSE LR.

6.7 PREVENTION OF INSIDER TRADING BY OTHERS

If you become aware of a potential insider trading violation, you must immediately advise our Policy Administrators. Moreover, Company-imposed sanctions, including dismissal for cause, could result if an employee fails to comply with this Insider Trading Policy or any other company policy.

6.8 CONFIDENTIALITY

Serious problems could be caused for the Company by the unauthorized disclosure of internal information about the Company, whether or not for the purpose of facilitating improper trading in the securities of the Company. Company employees should not discuss internal company matters or developments with anyone outside of the Company, except as required in the performance of regular corporate duties.

This prohibition applies specifically (but not exclusively) to inquiries about the Company that may be made by the financial press, investment analysts or others in the financial community. It is important that all such communications on behalf of the Company be through an appropriately designated officer under carefully controlled circumstances. Unless you are expressly authorized to the contrary, if you receive any inquiries of this nature, you should decline comment and refer the inquirer to the Policy Administrators.

7. ADDITIONAL PROHIBITED TRANSACTIONS

Because we believe it is generally improper and inappropriate for Company Employees to engage in short-term or speculative transactions involving the Company's securities, it is our policy that such Employees should not engage in any of the following activities with respect to the Company's securities:

- 7.1 Trading in the Company's securities on a short-term basis. Any ordinary shares purchased in the open market should be held for a minimum of six months and ideally longer.
- 7.2 Short sales of the Company's securities.

- 7.3 Use of the Company's securities to secure a margin or other loan, except in limited cases with the prior approval of the Policy Administrators.
- 7.4 Transactions in straddles, collars, or other similar risk reduction devices, except in limited cases with the prior approval of the Policy Administrators.
- 7.5 Transactions in publicly-traded options relating to the Company's securities (i.e., options that are not granted by the Company), except in limited cases with the prior approval of the Policy Administrators.

8. TRADING PROCEDURES APPLYING TO ALL COMPANY EMPLOYEES

While it is never permissible to trade based on material non-public information, we are implementing the following procedures to help prevent inadvertent violations and avoid even the appearance of an improper transaction (which could result, for example, where Company Employees engage in a trade while unaware of a pending major development):

8.1 WINDOW PERIODS – SEC/CLOSED PERIODS – JSE LR

All Company Employees may buy or sell the Company's securities during the period beginning on the second business day following the Company's public announcement of quarterly, half-year or annual financial results, as applicable, and ending fourteen days prior to the end of the next fiscal quarter, half-year or fiscal year, as applicable. Those periods are referred to as "window periods." Conversely, a window period is considered "closed" during the last fourteen days of each fiscal quarter, half-year or fiscal year, and remains closed until the results for the prior quarter, half-year or the fiscal year, as applicable, are announced by the Company and have a chance to be absorbed by the market (generally, two business days, i.e., weekends and holidays are excluded). The Company's fiscal year ends each December 31.

In addition, from time to time, the Company may close the trading window without explanation, in which case the fact that the window has been closed should be kept confidential. Window periods are generally considered the times when there should be the least amount of inside information about a company that is unavailable to the investing public.

However, you may not buy or sell Company securities even during a window period if you possess material, non-public information. Without the prior written approval of the Policy Administrators, as provided below, Company employees may not engage in any trades outside of the window periods. This Insider Trading Policy is for your and the Company's protection.

CLOSED AND PROHIBITIVE PERIODS – JSE LR

Notwithstanding anything contained in this Insider Trading Policy, as a general rule, no Company employees may deal in any of the Company’s securities during a closed period or when such Company Employees are in possession of any unpublished price sensitive information in relation to such securities or where prior approval to deal has not been given to such Company Employees.

8.2 PRIOR APPROVAL

If Company Employees desire to buy or sell the Company’s securities outside of a window period or a closed or prohibitive period, then such Company Employee must obtain the prior written approval of the Policy Administrators and the receipt of such approval may require certain conditions be satisfied by such Company Employee, such as obtaining the advice of outside legal counsel, or other conditions which may be imposed by the Policy Administrators in their discretion.

8.3 COMPANY ASSISTANCE

Any person who has any questions about specific transactions or this Insider Trading Policy in general may obtain additional guidance from the Policy Administrators. However, the ultimate responsibility for adhering to the Insider Trading Policy and avoiding improper transactions rests with the Company Employee, who should always use their best judgment.

8.4 CERTIFICATIONS

As a condition to employment, all Company Employees will be required to certify their understanding of and intent to comply with this Insider Trading Policy. Members of the Board of Directors, executive officers and other Employees will be required to certify compliance on an annual basis.

CERTIFICATION

The undersigned hereby certifies that he/she has read and understands, and agrees to comply with, the Company’s Insider Trading Policy, a copy of which was distributed with this Certification.

Date

Signature

Name (Please print)

Department



LIABILITY RESULTING FROM INSIDER TRADING IN TERMS OF SECTION 82 OF THE FMA

- (1) Any person who is in contravention of the FMA is liable to pay an administrative sanction not exceeding -
- (a) the equivalent of the profit that the person, such other person or such insider, as the case may be, made or would have made if he or she had sold the securities at any stage; or the loss avoided, through such dealing;
 - (b) an amount of up to R1 million, to be adjusted by the Authority annually to reflect the Consumer Price Index, as published by Statistics South Africa, plus three times the amount referred to in paragraph (a);
 - (c) interest; and
 - (d) cost of suit, including investigation costs, on such scale as determined by the Authority.
- (2) Subject to subsection (3), any person who contravenes section 78 (4) or (5) of the FMA is liable to pay an administrative sanction not exceeding -
- (a) the equivalent of the profit that such other person made or would have made if he or she had sold the securities at any stage, or the loss avoided, through such dealing, if the recipient of the information, or such other person, as the case may be, dealt directly or indirectly in the securities listed on a regulated market to which the inside information relates or which are likely to be affected by it;
 - (b) an amount of up to R1 million, to be adjusted by the Authority annually to reflect the Consumer Price Index, as published by Statistics South Africa, plus three times the amount referred to in paragraph (a);
 - (c) interest;
 - (d) cost of suit, including investigation costs, on such scale as determined by the Authority; and
 - (e) the commission or consideration received for such disclosure, encouragement or discouragement.
- (3) If the other person referred to in section 78 (2), (3), (4) and (5) of the FMA is liable as an insider in terms of section 78 (1), the insider referred to in section 78 (2), (3), (4) and (5) is jointly and severally liable together with that other person to pay the amounts set out in subsections (1) (a), (c), (d) and (2) (a), (c) and (d), as the case may be.