

MURRAY & ROBERTS HOLDINGS LIMITED
(“Company”)

**MINUTES OF THE 71st ANNUAL GENERAL MEETING OF MEMBERS HELD AT
DOUGLAS ROBERTS CENTRE, 22 SKEEN BOULEVARD, BEDFORDVIEW ON
THURSDAY 28 NOVEMBER 2019 AT 14:00**

Present: S Kana (Chairman)
H Laas (Group Chief Executive)
D Grobler (Group Financial Director)
R Havenstein
N Langa-Royds
A Maditsi
E Mashilwane
D Radley
K Spence (via telecon)
Shareholders and visitors as per attendance register

Secretary: L Kok

1. Opening

The Chairman welcomed all attendees at the meeting and, with the necessary quorum being present, declared the meeting duly constituted. It was noted that 401,137,197 ordinary shares were represented in person or by proxy at the meeting. This represented 90.20% of the total issued ordinary shares of the company.

2. Notice of Meeting

The notice convening the meeting was taken as read.

3. Scrutineers

The memorandum of incorporation requires that voting on resolutions put before meetings of the Company shall be decided upon by means of a poll. It was agreed that Link Market Services South Africa Proprietary Limited, the company's transfer secretaries, be appointed as scrutineers to count the votes.

4. Presentation of Annual Financial Statements

The annual financial statements, incorporating the Directors' and Audit & Sustainability Committee's reports of the Group and Company for the year ended 30 June 2019 were taken as having been presented. The Chairman indicated that the annual financial statements of the Group and Company were open for discussion.

No questions were raised.

5. Social & Ethics Committee Report

The members were referred to the report of the Social & Ethics Committee as contained in the annual integrated report, which outlined the mandate of the Committee and provided an update of its activities during the year. The Chairman indicated that the report was open for discussion.

No questions were raised.

6. Election of Directors

6.1 **IT WAS RESOLVED THAT** R Havenstein be and is hereby elected as a director of the Company. A total of 99.99% voted in favour of the resolution.

6.2 **IT WAS RESOLVED THAT** NB Langa-Royds be and is hereby elected as a director of the Company. A total of 87.89% voted in favour of the resolution.

6.3 **IT WAS RESOLVED THAT** KW Spence be and is hereby elected as a director of the Company. A total of 96.28% voted in favour of the resolution.

6.4 **IT WAS RESOLVED THAT** HJ Laas be and is hereby elected as a director of the Company. A total of 99.95% voted in favour of the resolution.

7. Reappointment of External Auditors

IT WAS RESOLVED THAT PwC, with the designated Audit partner being Michal Kotze, be and is hereby appointed as external Auditors of the Company to hold office until conclusion of the next annual general meeting. A total of 99.90% voted in favour of the resolution.

8. Approval of Remuneration Policy

IT WAS RESOLVED THAT the remuneration policy be and is hereby approved. A total of 89.80% ordinary shares voted in favour of the resolution.

9. Approval of Remuneration Implementation Report

IT WAS RESOLVED THAT the implementation of the remuneration policy for the year ended 30 June 2019 be and is hereby approved. A total of 99.92% ordinary shares voted in favour of the resolution.

10. Election of Group Audit & Sustainability Committee members

10.1 **IT WAS RESOLVED THAT** Diane Radley be and is hereby elected as a member and Chairman of the Company's Audit & Sustainability Committee. A total of 99.99% voted in favour of the resolution.

10.2 **IT WAS RESOLVED THAT** Emma Mashilwane be and is hereby elected as a member of the Company's Audit & Sustainability Committee. A total of 99.93% voted in favour of the resolution.

10.3 **IT WAS RESOLVED THAT** Keith Spence be and is hereby elected as a member of the Company's Audit & Sustainability Committee. A total of 96.49% voted in favour of the resolution.

11. Special Resolution Number 1: Fees Payable to Non-Executive Directors

IT WAS RESOLVED that the proposed fees for the next 12-month period, payable quarterly in arrears to non-executive directors with effect from the quarter commencing 1 October 2019, be approved as follows:

| | | Per annum |
|--------------------------------|--|------------------|
| Chairman | Includes director and committee fees ¹ | R1 677 000 |
| Lead Independent Director | Includes director and relevant committee fees ^{2&3} | R1 181 000 |
| Resident Director | Per annum ^{2&3} | R340 000 |
| Non-resident Director | Per annum ^{2&3} | AU\$101 500 |
| Audit & sustainability | Chairman | R314 000 |
| | Resident Member | R168 500 |
| | Non-resident Member | AU\$10 300 |
| Health, safety & environment | Chairman | R 228 000 |
| | Resident Member | R 116 500 |
| | Non-resident member | AU\$10 150 |
| Nomination | Member | R74 500 |
| Remuneration & human resources | Chairman | R228 000 |
| | Member | R116 500 |
| Risk management | Chairman (ZAR) | R228 000 |
| | Chairman (AU\$) | AU\$21 950 |
| | Resident Member | R116 500 |
| | Non-resident Member | AU\$10 150 |
| Social & ethics | Chairman | R228 000 |
| | Resident Member | R116 500 |
| | Non-resident member | AU\$10 150 |
| Ad hoc meetings | | |
| Board | Resident Member | R56 000 |
| | Non-resident member | AU\$17 260 |
| Committee | Resident Member | R28 500 |
| | Non-resident member | AU\$9 040 |

1 Includes fees for chairing the nomination committee and attending all Board committees.

2 Calculated on the basis of four meetings per annum.

3 A deduction of R28 500 or AU\$9 040 per meeting will apply for non-attendance at a scheduled Board meeting.

4 A deduction of R11 600 or AUD1 020 per meeting will apply for non-attendance at a scheduled Committee meeting

5 Australian resident non-executive directors will receive an annual travel allowance of AU\$25 400 to compensate for the extraordinary time spent travelling to attend meetings. ”

A total of 99.97% voted in favour of special resolution 1.

Aton, the major shareholder holding 43.81% of the total votable shares, abstained from voting on all resolutions. Therefore, only ±46.4% of ordinary shares voted on the resolutions.

12. Business Update

The Chairman noted that it would be appropriate to provide a brief business update for the Group for the current financial year. Mr Laas, Group Chief Executive, read out the update, which had been published on the JSE Limited Stock Exchange News Service during the meeting.

The Chairman invited the floor for questions.

Mr Alan Shkudsky posed a number of questions as listed below with answers:

1. How does Murray & Roberts generate its cash for the payout of dividends?
A: There is a dividend policy, requiring all subsidiaries to pay a dividend of 50% of profit after tax. Bombela Concession Company (BCC) also pays dividends to the Group.
2. Is BCC the main cash contributor?
A: BCC is an important cash contributor, however, the business platforms also contribute significantly.
3. Has Clough been a dividend contributor since 2013?
A: Clough has paid dividends every year up to 2018, for FY2019 Clough incurred a loss.
4. You acquired a division of Saulsbury and it has now secured a tender in the US – how many employees are in the business?
A: It is a specialized engineering business with more than 100 skilled engineers
5. Why did they sell this division to you if it's a good business?
A: The Business was non-core to Saulsbury.
6. Why didn't the management take the business over themselves?
A: Not sure if this was an opportunity presented to management at the time.
7. Is this contract ring-fenced – contractors have been taking a hit in foreign jurisdictions?
A: The Enterprise contract is ring-fenced within the Oil & Gas platform.
8. Would you have to place any guarantees from other platforms on this US business?
A: No. Guarantees are issued by the parent Companies within this platform.
9. TNT – will the current loss situation be turned soon?
A: The losses are related to acquisition costs only. The business is profitable.
10. Clough was a R1 billion profit contributor a few years ago, now it made a loss. Was it a poor decision at the time to acquire it?
A: The Group had two investments in Australia, Clough and Forge. It was decided to sell Forge and retain Clough, which was the correct decision. Post-acquisition, the oil price in November 2014 dropped from \$100 to \$28, which had a major impact on investment in the Oil & Gas sector and consequently the profitability of Clough. Considering the changed market conditions, it will take longer for us to get a return on this investment.

11. When does the BCC concession mature?

A: The Concession terminates in 2026. At that stage the concession may be extended, it could be taken over by another concession company, or the Gauteng province may decide to manage the Gautrain themselves. Our preference is an extension to the concession period with BCC as concessionaire.

12. What has happened on the project with Sasol where you have incurred a loss?

A: Losses were incurred at CTFE, for which the Company needs to be compensated. No agreement has been reached yet on adjusting the final contract value.

13. Was that loss fully taken to book in FY2019?

A: That is correct

14. The Independent Board valued the business at R20 to R22 per share – proportionately, where does the value lie across the business?

A: The valuation was the sum of the parts. The break down was provided by Ms Radley at the 30 June 2018 results presentation. The relevant slide would be forwarded to Mr Shkudsky by Mr Jardim.

13. **Closure**

There being no further business to discuss, the Chairman thanked the members for their attendance and closed the meeting at 14:40