



MURRAY & ROBERTS HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

Registration number 1948/029826/06

JSE Share Code: MUR

ADR Code: MURZY

ISIN: ZAE000073441

(“Murray & Roberts” or the “Company”)

CAUTIONARY ANNOUNCEMENT REGARDING RECEIPT OF AN INTENTION TO MAKE A FIRM OFFER BY ATON GMBH (“ATON”)

Shareholders are advised that on 23 March 2018, the Company received correspondence from ATON regarding ATON’s intention to make a firm offer to Murray & Roberts’ shareholders to acquire all the issued and to be issued ordinary shares of Murray & Roberts not currently owned by ATON at a cash offer price of R15.00 per Murray & Roberts’ ordinary share (“Proposed ATON Offer”). ATON has indicated its intention to implement the Proposed ATON Offer by way of a general offer directly to Murray & Roberts shareholders in terms of Parts B and C of Chapter 5 of the Companies Act of 2018 (“Companies Act”).

1. BACKGROUND ON ATON AND ITS INTEREST IN MURRAY & ROBERTS

Shareholders are referred to the announcements made on SENS on 22 February 2017 and 8 May 2017, in which the Company advised shareholders that ATON had acquired a substantial minority interest in the Company. ATON is a private investment holding company, headquartered in Germany, with a diverse portfolio of investments in the mining, engineering, aviation and health technology sectors. ATON initially acquired approximately 4.5% of the then entire issued ordinary share capital of Murray & Roberts (“Murray & Roberts’ Ordinary Share Capital”) between June and September 2015. Subsequently, ATON materially increased its shareholding between February and April 2017. ATON is currently the beneficial owner of approximately 133.4 million Murray & Roberts’ ordinary shares or approximately 29.9% of Murray & Roberts’ Ordinary Share Capital. During the period February to April 2017, approximately 78% of traded volumes in Murray & Roberts ordinary shares was at a price range of R15.00 to R15.50 per Murray & Roberts’ ordinary share.

As part of the Proposed ATON Offer, ATON has advised that it has entered into an agreement to purchase a further approximately 13.7 million Murray & Roberts’ ordinary shares (or approximately 3.1% of Murray & Roberts’ Ordinary Share Capital), which, once completed, will increase its shareholding to approximately 33.1% of Murray & Roberts Ordinary Share Capital. In addition, ATON has advised that it has obtained an irrevocable undertaking from Allan Gray Proprietary Limited, acting not as principal but on behalf of its clients, representing approximately 10.9% of Murray & Roberts’ ordinary share capital, to accept the Proposed ATON Offer, if made.

2. THE INDEPENDENT BOARD REVIEW

In accordance with the Companies Act, an independent board of Murray & Roberts (“Independent Board”) will be reviewing the correspondence received from ATON, specifically the terms that are being proposed to be offered to Murray & Roberts’ shareholders. Notwithstanding that ATON is proposing to implement the Proposed ATON Offer by making an offer directly to Murray & Roberts’ shareholders, ATON is seeking the cooperation of the Independent Board with respect to certain matters relevant to the implementation of the Proposed ATON Offer, specifically entering into an implementation agreement with the Company recording:

- the recommendation of the Independent Board for the Proposed ATON Offer;
- undertakings to cooperate in obtaining the requisite regulatory approvals that will be required; and
- a request to conduct a confirmatory due diligence.

3. GUIDANCE FOR MURRAY & ROBERTS SHAREHOLDERS AND CAUTIONARY ANNOUNCEMENT

Shareholders are advised that, as at the time of this announcement, no offer has been made by ATON. No further action should be taken at this time. Once the Independent Board has concluded its review of the Proposed ATON Offer, a further announcement will be made. Accordingly, shareholders are advised to exercise caution when dealing in the Company’s securities.

4. RESPONSIBILITY STATEMENT

The board of directors of Murray & Roberts accepts responsibility for the information contained in this announcement and certifies that, to the best of its knowledge and belief, the information contained in this announcement is true and nothing has been omitted which is likely to affect the importance of the information.

Bedfordview
26 March 2018

Financial adviser and transaction sponsor
Deutsche Bank

Legal adviser
Webber Wentzel

Sponsor
Deutsche Securities (SA) Proprietary Limited