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**Delivered by Email to:** All known Affected Persons of Murray & Roberts Limited (in business rescue) (including: all known creditors, employees, trade unions and shareholders)  
Companies and Intellectual Property Commission

**Displayed:** Registered office and principal place of business of the Company

**Published:** On the website maintained by the Company and accessible to Affected Persons.

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31 March 2025

**NOTICE TO AFFECTED PERSONS OF MURRAY & ROBERTS LIMITED (IN BUSINESS RESCUE) (“THE COMPANY”) RE: THE MEETING OF AFFECTED PERSONS (“151 MEETING”) IN TERMS OF SECTION 151 OF THE COMPANIES ACT 71 OF 2008, AS AMENDED (“THE ACT”)**

1. Capitalised words not otherwise defined in this notice shall have the meaning ascribed to them in the Business Rescue Plan (“the **Plan**”) (or as defined below).
2. Affected Persons were notified in the Plan of the Company, published on **31 March 2025**, accessible on the Company’s website at: [www.murrob.com](http://www.murrob.com), that the 151 Meeting will be convened on **Tuesday, 8<sup>th</sup> April 2025 at 14h30**.
3. The 151 Meeting will be presided over by Joshua Cunliffe, Peter van den Steen and Denis Chifunyise, the duly appointed Business Rescue Practitioners of the Company (“**BRPs**”).
4. The 151 Meeting will be held for the purpose of considering and voting on the Plan and will be convened in accordance with the provisions set forth in sections 151, 152 and 153 of the Act.

5. In this regard and in accordance with section 151(2) of the Act, Affected Persons are hereby notified of further details regarding the 151 Meeting.
6. The BRPs have taken the decision to convene the 151 Meetings virtually, as a Microsoft Teams Webinar. Please see the details of the virtual 151 Meeting below:

**Date:** Tuesday, 8 April 2025

**Time:** 14h30

**Meeting Type:** Virtual Microsoft Teams Webinar

**To join the virtual Microsoft Teams Webinar, please follow the link below. Affected Persons are requested to complete a registration prior to the start of the meeting:**

<https://events.teams.microsoft.com/event/8fa8e692-ef51-440d-8d47-ab93c73ca595@979607d7-c6f8-4e40-969d-5ba5557c27ca>

7. In terms of Section 151 and 152 of the Act, the Agenda for the 151 Meeting is as follows:
  - 7.1 Welcome and Apologies
  - 7.2 Background
  - 7.3 An introduction of the Plan for the consideration of Affected Persons.
  - 7.4 Confirmation by the BRPs that they continue to believe that there is a reasonable prospect that the company can be rescued, as contemplated in the Act.
  - 7.5 An opportunity for the employees'/employees' representative to address the 151 Meeting if they wish to do so.
  - 7.6 Proposed amendments to the Plan, if applicable.
  - 7.7 Open discussion on relevant discussion points submitted by Affected Persons to the BRPs during the Microsoft Teams Webinar 151 Meeting, including any proposed amendment of the plan, and, if necessary, the BRPs will entertain and conduct a vote on any motions to:
    - 7.7.1 amend the Plan, in any manner moved and seconded by holders of Creditors voting interest, satisfactory to the BRPs; and

- 7.7.2 direct the BRPs to adjourn the 151 Meeting to revise the Plan for further consideration.
- 7.8 Further Q&A Session on the above (if necessary).
- 7.9 Call for a vote for preliminary approval of the Plan (as amended, if applicable), provided that the 151 Meeting is not adjourned per paragraph 7.7.2 above.
- 7.10 Report results of the preliminary vote on the approval of the Plan (if applicable), provided that the 151 Meeting is not adjourned per paragraph 7.7.2 above.
- 7.11 Meeting Closure.
- 8. **Summary of rights of Affected Persons to participate and vote at the 151 Meeting:**
  - 8.1 Affected Persons are referred to sections 144, 145 and 146 of the Act, and are encouraged to seek independent legal advice in respect of their rights, if necessary.
  - 8.2 Amongst other rights, in terms of section 144 of the Act, employees -
    - 8.2.1 are entitled to be present at, and address the 151 Meeting, prior to procuring a vote on the Plan, as contemplated in section 152(1)(c) of the Act;
    - 8.2.2 are entitled to vote on the Plan to the extent that the employee is a Creditor of the Company; and
    - 8.2.3 if the Plan is rejected, are entitled to propose the development of an alternative plan or present an offer to acquire the interests of other Affected Persons in the manner contemplated in section 153 of the Act.
  - 8.3 Amongst other rights, in terms of section 145 of the Act, Creditors -
    - 8.3.1 have a right to vote to amend, approve or reject the Plan, in the manner contemplated in section 152 of the Act;
    - 8.3.2 if the Plan is rejected, have a right to propose the development of an alternative plan or present an offer to acquire the interests of other Creditors in the manner contemplated in section 153 of the Act; and

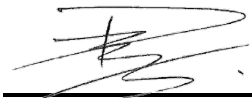
- 8.3.3 whether a secured or unsecured Creditor, have a voting interest equal to the value of the amount owed to that Creditor by the Company.
- 8.4 Amongst other rights, in terms of section 146 of the Act -
- 8.4.1 a shareholder is entitled to vote on a business rescue plan if that business rescue plan alters the rights associated with the class of Securities held by that Securities holder. The Plan does not contemplate an alteration of the rights associated with the Company's securities held by securities holders (which include Shareholders) and accordingly such securities holders (which include the Shareholder/s) are not required/entitled to vote on the Business Rescue Plan in terms of section 152(3)(c) of the Act.
- 8.4.2 if the Plan is rejected, Shareholders are entitled to propose the development of an alternative plan or present an offer to acquire the interests of other Creditors or other holders of the Company's Securities in the manner contemplated in section 153 of the Act.
- 8.5 The summary set out above is merely a summary of the rights of Affected Persons in terms of the Act, as interpreted by the BRPs and the circumstances specific to the Company. Affected Persons should seek independent legal advice in respect of their claims and rights if they wish to do so. The BRPs are not responsible for any acts taken or omissions arising from an Affected Person's reliance on the above summary.
9. **Voting by proxy:**
- 9.1 Voting by proxy is permitted. We have included a proxy form below, for the purpose of nominating a person to vote on your behalf at the 151 Meeting. In addition to this, the proxy form is included in the Plan as "**Annexure D**" and is further available to download from the Company's website at: [www.murrob.com](http://www.murrob.com) under the 'Business Rescue' tab.
- 9.2 Creditors who are voting by proxy are required to lodge their duly completed proxy form either by:
- 9.2.1 delivering it by hand, to the Company's registered business address located at: The Interchange, 22 Skeen Boulevard, Bedfordview, Gauteng, 2800, South Africa - by no later than **17H00 on Monday, 7 April 2025**.

9.2.2 submitting it via email to the Company's business rescue email address at [br@murrob.com](mailto:br@murrob.com) by no later than **17H00 on Monday, 7 April 2025**.

9.3 Affected persons are reminded that all documentation, information and notifications relevant to the business rescue proceedings of the Company, are available for review and to download on the Company's website at: [www.murrob.com](http://www.murrob.com) under the 'Business Rescue' tab

9.4 If you have any requests or queries, they may be directed to the Company's business rescue team at: [br@murrob.com](mailto:br@murrob.com)

Yours faithfully



PF van den Steen



JB Cunliffe



DM Chifunyise

**The Joint Business Rescue Practitioners of Murray & Roberts Limited (in business rescue)**

PROXY FORM FOR CREDITORS OF MURRAY & ROBERTS LIMITED (IN  
**BUSINESS RESCUE) ("COMPANY")**

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For use by the Creditors of the Company at a meeting convened in terms of Section 151 of the Companies Act to be held electronically via a video-conferencing platform on 8 April 2025 at 14h30 or at any subsequently reconvened meeting resulting from an adjournment of such Section 151 meeting (the original meeting and any reconvened meeting collectively constituting the "151 Meeting").

Entity represented (per Annexure A): \_\_\_\_\_

I/We acknowledge receipt of the Business Rescue Plan and have considered it. I/We accept that there may be amendments to the Business Rescue Plan proposed at the 151 Meeting and hereby authorise my/our proxy to vote on the Business Rescue Plan.

I/We \_\_\_\_\_ do hereby appoint:

i. \_\_\_\_\_; or failing him/her

ii. \_\_\_\_\_; or failing him/her

iii. the BRP,

as my/our proxy to act for me/us and on my/our behalf at the 151 Meeting which will be held for the purpose of considering and, if deemed fit, voting as follows: (indicate with an X)

1. Approval of the Business Rescue Plan (in accordance with section 152(1)(e) of the Act):

VOTE IN FAVOUR OF BUSINESS RESCUE PLAN	VOTE AGAINST BUSINESS RESCUE PLAN	ABSTAIN FROM VOTING

2. To direct the BRPs to adjourn the meeting in order to revise the Business Rescue Plan for further consideration (in accordance with section 152(1)(d)(ii) of the Act), or for any other purpose:

In Favour \_\_\_\_\_ Against \_\_\_\_\_ Abstain \_\_\_\_\_

SIGNED at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_ 2025.

\_\_\_\_\_

NAME AND SIGNATURE

AS DULY AUTHORISED

Power of Attorney / Authorising Resolution attached as annexure hereto

NOTES:

1. A Creditor may insert the name of a proxy or the names of two alternative proxies of their choice in the space provided. The person whose name stands first on the form of proxy and who is present at the 151 Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. This form of proxy must either be:
  - i. Delivered and lodged at First Floor The Interchange, 22 Skeen Boulevard, Bedfordview, Johannesburg, Gauteng, Republic of South Africa, 2007, to be received by not later than 17h00 on 7 April 2025;  
or
  - ii. emailed to [br@murrob.com](mailto:br@murrob.com) by not later than 17h00 on 7 April 2025.

3. The completion and lodging of this form of proxy will not preclude the relevant Creditor from attending the 151 Meeting and speaking and voting in person thereat to the exclusion of the proxy appointed in terms thereof, should such Creditor wish to do so.
4. Capitalised words not otherwise defined in this proxy form shall have the meaning ascribed to them in the Business Rescue Plan.
5. If this proxy is signed under power of attorney or on behalf of a company, such authority (i.e. power of attorney (for an individual) or authorising resolution (for a juristic person), as applicable) must accompany it.