



- Delivered by Email to:** All know Affected Persons of Murray & Roberts Limited (in business rescue) (including: all known creditors, employees, trade unions and shareholders).
- Displayed:** Registered office and principal place of business of the Company and anywhere where employees are employed.
- Published:** on the website maintained by the Company and accessible to Affected Persons.
- Electronic Submission:** to the Companies and Intellectual Property Commission (“**CIPC**”).
-

22 February 2025

REPORT ON THE STATUS OF THE BUSINESS RESCUE PROCEEDINGS OF MURRAY & ROBERTS LIMITED (IN BUSINESS RESCUE) (“COMPANY”)

1. GENERAL

- 1.1 In accordance with section 132(3)(a) and section 132(3)(b) of the Companies Act 71 of 2008, as amended (“**Act**”) when the business rescue proceedings of a company have not concluded within 3 months of the date on which they started, a business rescue practitioner is required to:
- 1.1.1 prepare a report on the progress of the business rescue, and update it at the end of each subsequent month until the end of the business rescue proceedings; and
 - 1.1.2 deliver the report and each update to each affected person and the Companies and Intellectual Property Commission (“**CIPC**”).



- 1.2 The Company voluntarily commenced business rescue proceedings on 22 November 2024. We (Peter van den Steen, Joshua Cunliffe and Denis Chifunyise) were appointed as the joint business rescue practitioners (“**BRPs**”) on 22 November 2024 by board resolution, which was filed with the CIPC.
- 1.3 Accordingly, we hereby provide you with the first report, being the February 2025 report, on the status of the Company’s business rescue proceedings.

2. BUSINESS RESCUE UPDATES

Since our appointment we have engaged in the following:

- 2.1 Management Control: In terms of section 140(1)(a) of the Act, we took full control of the Company and have delegated certain functions to pre-existing management in terms of section 140(1)(b) of the Act.
- 2.2 Cash Management: In order to minimise the operating expenses of the Company, we continue to monitor cash flows and financial position, control payments and enforce general cash management controls.
- 2.3 Announcements and Notices: A number of notices regarding the business rescue proceedings of the Company have been published and circulated to Affected Persons of the Company. All relevant notices have been published on the Company’s website and are available to Affected Persons at: www.murrob.com under the ‘Murray & Roberts Limited Business Rescue’ tab.
- 2.4 Creditors’ Meetings: The first statutory meeting of creditors, as contemplated in section 147 of the Act, was convened virtually, by way of an MS Teams Webinar, on 5 December 2024. A second creditors’ meeting was held virtually via MS Teams on 19 December 2024 to provide updates.



- 2.5 Creditors' Committee: At the first statutory meeting of creditors, the BRPs advised creditors of their right to form a committee. Creditors decided against forming a creditors' committee. We will continue to engage with creditors, as needed, throughout the business rescue process.
- 2.6 Remuneration of Practitioners:
- 2.6.1 Section 143 of the Companies Act permits a business rescue practitioner, in agreement with the Company in business rescue, to conclude a remuneration agreement if the requisite support is obtained from the creditors and shareholders of the company.
- 2.6.2 In this regard, we notified creditors and shareholders of our intention to convene meetings in terms of Section 143 and subsequently held virtual meetings with creditors and shareholders of the Company on 5 December 2024. Details of the remuneration agreement were presented to creditors and shareholders. The requisite majority of both creditors and shareholders voted in favour of the BRPs remuneration agreement, which then became binding on the Company. The BRPs express their gratitude to creditors and shareholders for their support.
- 2.7 Employees' Meetings: The first statutory meeting of employees, in terms of section 148 of the Act, was convened virtually, by way of a MS Teams Webinar, on 5 December 2024. A second employees' meeting was held virtually via MS Teams on 19 December 2024 to provide updates.
- 2.8 Employee's Committee: At the first statutory meeting of employees, the BRPs advised employees of their right to form a committee. An employees' committee was subsequently formed by employees of the Company, consisting of representative employees who volunteered or who were nominated by their colleagues to represent them on the committee. To date, we have convened one virtual meeting with the employees' committee to discuss the business rescue proceedings of the Company, with a second meeting



scheduled for 27 February 2025. We will continue to communicate and engage with this committee throughout the business rescue proceedings.

- 2.9 Engagement with Shareholders: In terms of section 150(1) of the Act, which requires consultation with all affected persons in the preparation of a plan, we have engaged with the shareholder of the Company on an ongoing basis with regard to the progress and developments in preparation of the business rescue plan. We will continue to communicate and engage with the shareholder throughout the business rescue proceedings.
- 2.10 Extension of the Date of Publication of the Company's Business Rescue Plan: In terms of section 150(5) of the Act, the business rescue plan was required to be published by 2 January 2025 (i.e. within 25 business days from the date of our appointment). We obtained approval for an extension of the publication date of the business rescue plan to 31 March 2025 from the requisite majority of creditors at the first statutory meeting of creditors (as contemplated in section 150(5)(b) of the Act).
- 2.11 Board of Directors: Since the commencement of business rescue, none of the board of directors of the Company have tendered their resignations. The BRPs thank the directors for their continued contribution to the Company.
- 2.12 Claims Reconciliation: To date, we have received claim forms from multiple creditors. A verification process is underway to reconcile the claims of creditors as reflected in the records of the Company against the claim forms received. Creditors who have not submitted a claim form, are urged to do so as soon as possible, and before the publication of the business rescue plan. Claims forms may be submitted to the BRPs at the BR email address at: br@murrob.com . All claims that are accepted in whole or in part will be incorporated in the business rescue plan. Claims that are disputed will also be captured in the business rescue plan and reflected as such.
- 2.13 Estimated indebtedness: Based on the books and records of the Company, the current estimated total indebtedness is recorded at about c. R3bn.



- 2.14 Post Commencement Finance (“PCF”): The Company has secured R130m in post commencement finance (“PCF”), which was received in two tranches, with R40m received in December 2024 and a further R90m in February 2025. This PCF is not sufficient to fund project related costs in any meaningful manner. The purpose of this PCF is to cover critical Company costs on an interim basis to provide sufficient time for the BRPs to formulate and present a business rescue plan to affected persons. We thank PCF providers for their ongoing support in this regard.
- 2.15 Cost Reduction Initiative: Since our appointment, we have been gathering and analysing information and have taken steps wherever possible to reduce operating costs to an absolute minimum.
- 2.16 Salaries and Wages: Employees have continued to be employed by the Company on the same terms and conditions as before business rescue. Through various arrangements, the Company has managed to pay all salaries and wages since the commencement of business rescue apart from certain deferred payments for senior management, who will be treated as preferred creditors in the business rescue plan in respect of the deferred payments owing to them. That said, given the tenuous state of the Company’s financial position and very limited cash availability, employees are reminded that it may become necessary for the Company to implement more severe cash conserving measures, which may include possible furloughs or similar.
- 2.17 Optipower Projects: To date, we have engaged with the employers of all projects, and with relevant joint venture or consortium partners, and sub-contractors. In these engagements we have indicated the basis on which the Company is able to continue with a project, if at all. There are several projects that are continuing but they are only able to do so where the associated costs of continuing with the project are paid by the client.
- 2.18 Asset and Business Sales: A large part of the BRPs time has been spent on the development and progression of a potential sale of the Company’s main assets, being the



shares it holds in its various operating subsidiary businesses. We expect this work to form the basis of the business rescue plan that is to be presented to creditors. Where applicable, we have also begun with the disposal of certain obsolete and redundant plant and equipment.

- 2.19 Non-Independent Creditors: Section 145(5)(a) requires the BRPs to determine whether or not a creditor of a company is independent for the purposes of business rescue and all the provisions set forth regarding creditors voting rights in Chapter 6 of the Act. We are in the process of determining the independence of all creditors of the Company and we will notify creditors deemed as non-independent creditors of the Company, prior to the publication of the business rescue plan. All creditors who are determined to be independent creditors of the Company for the purposes of business rescue, will not be notified.
- 2.20 Subordinated Creditors: Section 145(5)(b) requires the BRPs to request an independent person to appraise and value a voting interest of a concurrent creditor who would be subordinated in a liquidation. We are in the process of engaging an independent party who will appraise and value the voting interest of any concurrent creditors who may be subordinated in the event of a liquidation.

3. CLOSING REMARKS

- 3.1 We trust that with your assistance and co-operation the Company stands a reasonable chance of a successful business rescue, within the meaning of section 128(1)(h) of the Companies Act, in a manner that will balance the rights and interests of all affected persons.
- 3.2 Affected persons are reminded that all notices and documents regarding the business rescue proceedings of the Company that have been and/or will be circulated to all known affected persons are or will be published and made available to all affected persons on the



Company's website: www.murrob.com under the 'Murray & Roberts Limited Business Rescue' tab.

3.3 If you have any queries, they may be directed to the business rescue email address at: br@murrob.com

Yours faithfully,

A handwritten signature in black ink, appearing to be 'PF van den Steen', written over a horizontal line.

PF van den Steen

A handwritten signature in black ink, appearing to be 'JB Cunliffe', written over a horizontal line.

JB Cunliffe

A handwritten signature in black ink, appearing to be 'DM Chifunyise', written over a horizontal line.

DM Chifunyise

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

**Companies and Intellectual Property Commission
Republic of South Africa**

Business Rescue Status Report

Form CoR 125.1

About this Form

- This form is issued in terms of section 132 and 141 of the companies Act, 2008, and Regulation 125 of the Companies Regulations, 2011.
- This Notice and the attached report must be published to every affected person, and to-
 - a) The Commission, if the business rescue proceedings were started by the company; or
 - b) The court, if the proceedings were ordered by the court.
- A report and Notice must be issued at the end of the first three months of the business rescue proceedings, and at regular monthly intervals after that

Contacting the Commission

The Companies and Intellectual Property Commission of South Africa

Postal Address

PO Box 429
Pretoria
0001
Republic of South Africa
Tel: 086 100 2472

www.cipc.co.za

Date: February 2024

Customer Code: ACGZKN

Concerning

(Name and Registration Number of Company)

Name: Murray & Roberts Limited

Registration No: 1979/003324/06

The above named company commenced business rescue proceedings on 22 November 2024.

Because the business rescue proceedings have not concluded within three months, the appointed business rescue practitioner provides the attached report in terms of section 132 (3).

Name and Title of person signing on behalf of the Practitioner:

PF van den Steen; JB Cunliffe & DM Chifunyise
Joint Business Rescue Practitioners

Authorised Signature:

