

## MURRAY & ROBERTS HOLDINGS LIMITED

### MINUTES OF THE GENERAL MEETING OF MEMBERS HELD AT DOUGLAS ROBERTS CENTRE, 22 SKEEN BOULEVARD, BEDFORDVIEW ON WEDNESDAY 27 FEBRUARY 2013 AT 15:00

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Present: RC Andersen (Chairman)  
HJ Laas (Group Chief Executive)  
DD Barber  
AJ Bester  
TCP Chikane  
O Fenn  
JM McMahon  
WA Nairn  
M Sello  
RT Vice

Shareholders and visitors as per attendance register

Secretary: L Kok

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#### 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 383,575,617 ordinary shares were represented in person or by proxy at the meeting. This represented 86.69% of the total issued ordinary shares of the company.

#### 2. **Notice of Meeting**

The notice convening the meeting was taken as read.

#### 3. **Scrutineers**

It was agreed that voting in respect of the business put to the meeting should be by way of a poll and that Link Market Services South Africa Proprietary Limited, the company's transfer secretaries, be appointed as scrutineers to count the votes.

#### 4. **Special Resolution Number 1: Adoption of new memorandum of incorporation**

“RESOLVED THAT in terms of section 16(1)(c)(ii) of the Companies Act 71 of 2008 (“Act”) and item 4(2) of Schedule 5 to the Act, the existing memorandum and articles of association of the Company (re-named a memorandum of incorporation in terms of the Act) be and are hereby amended and substituted in their entirety by the new memorandum of incorporation signed by the chairman of the general meeting on the first page thereof for identification purposes, with effect from the date of filing of the required notice of amendment with the Companies and Intellectual Property Commission.”

100% of the voting rights exercised were cast in favour of special resolution 4. Accordingly, the resolution was declared as passed.

**5. Closure**

There being no further business to discuss, the Chairman thanked the members for their attendance.

Mr Andersen concluded by noting that he would retire as Chairman and a director on 1 March 2013. He introduced Mahlape Sello as the incoming chairman and wished her well as the new Chairman.

The meeting was declared closed at 15:09