

MURRAY & ROBERTS HOLDINGS LIMITED

(“Company”)

MINUTES OF THE RECONVENED GENERAL MEETING OF MEMBERS HELD AT THE INTERCHANGE, 22 SKEEN BOULEVARD, BEDFORDVIEW ON MONDAY 20 FEBRUARY 2023 AT 11:00

Present: S Kana (Chairman)
H Laas (Group Chief Executive)
D Grobler (Group Financial Director)

Shareholders and visitors as per attendance register

Secretary: L Kok

1. **Opening**

The Chairman welcomed all attendees at the reconvened meeting, following its adjournment on 13 February 2023. The meeting had been called to consider the disposal of the Group’s interest in the Bombela Concession Company (RF) (Pty) Ltd.

With the necessary quorum being present, the Chairman declared the meeting duly constituted. It was noted that 391 751 927 ordinary shares were represented in person or by proxy, representing 88.09% 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 JSE Investor Services, the company’s transfer secretaries, be appointed as scrutineers to count the votes.

4. **Introduction to Resolutions**

Mr Kana informed the meeting that the reason for this general meeting is to seek shareholders’ approval for the proposed transaction to dispose of the Group’s investment in the Bombela Concession Company in terms of the JSE listings requirements. The Group’s investment in BCC is not strategic and the concession is also set to terminate in 2026. The Proceeds from this Transaction will be utilized to reduce the Group’s Debt in South Africa and will assist the Group in addressing working capital needs.

The Chairman indicated that the Transaction was open for discussion.

No questions were raised.

5. Ordinary Resolution numbers 1

IT WAS RESOLVED THAT in terms of paragraph 9.20 of the JSE Listings Requirements that the disposal by Murray & Roberts Limited (a wholly-owned subsidiary of the Company) of 33% of the issued share capital of Bombela Concession Company (RF) Proprietary Limited and 100% of the issued share capital of Murray & Roberts BCC Financing Company (RF) Proprietary Limited, being the sole shareholder of Murray & Roberts BCC Holdco Company (RF) Proprietary Limited, which in turn holds 1 700 000 ordinary shares constituting 17% of the entire issued ordinary share capital of Bombela Concession Company (RF) Proprietary Limited, which together constitute Murray & Roberts Limited's entire direct and indirect interest in Bombela Concession Company (RF) Proprietary Limited pursuant to the implementation of the Sale and Purchase Agreement dated 30 November 2022, as amended from time to time, be and is hereby authorised.

Of the ordinary shares that voted, a total of 99.988% voted in favour of the resolution.

6. Ordinary Resolution number 2

IT WAS RESOLVED THAT any director of the Company or the Group Secretary be and is hereby authorised to do all such things and sign all such documents required to give effect to the resolution passed at the General Meeting.

Of the ordinary shares that voted, a total of 99.989% voted in favour of the resolution.

7. Closure

There being no further business to discuss, the Chairman thanked the members for their attendance and closed the meeting at 11:11.