Murray & Roberts

REPORT TO STAKEHOLDERS

FOR THE YEAR ENDED
30 JUNE 2019

29 August 2019

ENGINEERED EXCELLENCE

PRESENTATION OVERVIEW

SALIENT FEATURES

TWELVE MONTHS TO 30 JUNE 2019

	FY2019	FY2018	Comments
Revenue	R20,2 billion	R21,8 billion	**Financial performance:** • Record earnings delivered by the Underground Mining platform • Challenging year for both the Oil & Gas and Power & Water platforms • Loss in discontinued operations significantly reduced • Projects in Middle East completed - no further material project losses
Attributable profit	R337 million	R267 million	
Diluted continuing HEPS	101 cents	112 cents	
Order book (continuing operations)	R46,8 billion	R30,1 billion	Strong quality order book of R46,8 billion and near orders of R14,4 billion. The order book includes several multi-year contracts
Cash net of debt	R1,8 billion	R2,0 billion	Prudent level of gearing and a robust cash position
Dividend	55 cents	50 cents	Revised Group dividend policy – stable annual dividend. May be supplemented from time-to-time with special dividend
LTIFR	0.71	0.86	No fatal incidents – first ever for Murray & Roberts. World-class lost-time injury frequency rate

A NEW STRATEGIC FUTURE

The implementation of the Group's strategy as a multinational provider of specialised engineering and construction services, primarily in the metals and minerals, oil and gas & power and water market sectors, is showing strong delivery

A significantly increased quality order book of R46,8 billion and near orders of R14,4 billion, underscores the Board's confidence that the Group's strategy is starting to yield the planned outcomes

The prospects for an improvement in operational performance are encouraging

UNDERGROUND MINING
PLATFORM OVERVIEW

Office	Location
Cementation Canada	North Bay, Canada
Merit Consultants International	Vancouver, Canada
Cementation USA & AG	Salt Lake City, USA
Terra Nova Technologies	Santee, USA
Murray & Roberts Cementation	Johannesburg, South Africa
Murray & Roberts Cementation	Kitwe, Zambia
Murray & Roberts Cementation	Accra, Ghana
RUC Cementation & Insig	Perth & Kalgoorlie, Australia
GCR Mongolia	Ulaanbaatar, Mongolia

Businesses

Market focus:
- **Global:** Underground mining services in global metals and minerals markets

Market conditions:
- Commodity prices generally stable, markets are buoyant
- Capital expenditure expected to level off over the next three years

Order book:
- June 2019: R22,8 billion

Cash, net of debt:
- June 2019: R0,1 billion

Recent acquisitions/joint venture:
- Terra Nova Technologies based in Santee, USA, an international provider of underground and aboveground material handling solutions for mines
- 49% of Boipelo joint venture, a business providing contract mining services to coal mine owners in South Africa
- A 30% stake in Insig Technologies, a specialist in the application of automation technology

PLATFORM PROSPECTS
SUPPORTS GROUP'S LONG-TERM NATURAL RESOURCES FOCUS

Underground Mining	• Delivered outstanding result in a buoyant commodities environment, with project awards across all jurisdictions • Although few greenfields projects have come to market, many mining houses have invested in brownfields projects extending the capacity and lives of existing mines • In the context of a recovery in commodity markets, the platform has done well to capitalise fully on its growth potential, substantially growing its regional market shares • Capital expenditure in the mining and mining services markets is expected to level off over the next three years • At the start of 2019, the platform acquired Terra Nova Technologies in the USA, an international provider of underground and aboveground material handling solutions for mines. TNT adds a new capability to the platform's service offering, diversifying its revenue and risk profile • Established a 49% shareholding in the Boipelo joint venture, a business providing contract mining services to coal mine owners in South Africa. This further diversifies the platform's contract mining exposure • In Australia, the platform acquired a 30% stake in Insig Technologies, a specialist in the application of automation technology. This partnership is expected to provide significant competitive advantage in the platform's contract mining operations, especially in reducing safety risk and improving productivity • Although the Group believes there is still considerable opportunity for the Underground Mining platform, it expects earnings to show measured growth from current levels • Pipeline R36,7 billion (category 1)

OIL & GAS
PLATFORM OVERVIEW

Office	Location
Clough	Perth, Sydney & Brisbane, Australia
Clough	Port Morseby, Papua New Guinea
e2o	Adelaide, Australia
Clough Coens	Busan, South Korea
Booth Welsh	Ayrshire, Scotland
Clough USA	Houston, USA
CH-IV	Houston, USA
Enercore	Calgary, Canada

Businesses

Clough Coens – Commissioning and Completions
CLOUGH ENERCORE
e2o – engineering to operations
BOOTH WELSH – Integrated Engineering Services
CH·IV – THE LNG SPECIALISTS
CLOUGH

Market focus:
- **Global:** LNG and petrochemical sectors
- **Australasia:** LNG, infrastructure and metals & minerals

Market conditions:
- **USA:** LNG and petrochemical buoyant
- **Australasia:** LNG – early signs of opportunity
- **Australasia:** Infrastructure and metals & minerals buoyant

Order book:
- June 2019: R23,1 billion

Subsequent awards:
- R9,4 billion petrochemical EPC project in North America
- R0,9 billion marine project (R0,4 billion Clough share) in North America

Cash, net of debt:
- June 2019: R2,1 billion

Recent acquisitions:
- Saulsbury Industries' downstream and chemical EPC division based in Houston, rebranded as Clough USA

PLATFORM PROSPECTS

SUPPORTS GROUP'S LONG-TERM NATURAL RESOURCES FOCUS

Oil & Gas	• Order book and Category 1 pipeline opportunities are encouraging and reflective of the success of the platform's strategy of domestic diversification and international oil and gas • Clough was selected as contractor (in joint venture with Salini) for the R18,6 billion (Clough's share), multi-year works packages for the Snowy 2.0 project • Oil and gas markets are also showing early signs of a medium-term recovery with the International Energy Agency expecting a 10% rise in oil consumption, mainly for petrochemicals, and demand for natural gas to grow sharply by 45% in the next decade • Natural gas is forecast to surpass coal to become the second-largest source of fuel worldwide by 2030. New capacity in North America is expected to show the greatest capital expenditure growth • At the start of the 2019 calendar year, the platform acquired a USA-based EPC business (Saulsbury's Gulf Coast downstream and petrochemical business unit). Rebranded as Clough USA • Clough USA provides the platform with a relatively low-risk entry to the fast-growing gas and petrochemical market in the USA and has essentially allowed for the internationalisation of the Oil & Gas platform • Post year-end, Clough USA secured a R9,4 billion petrochemical EPC project and a R0,9 billion marine project (R0,4 billion Clough share) in North America • Targeting LNG projects in Australia, Canada, USA, Mozambique, Kazakhstan and Papua New Guinea, with meaningful growth anticipated in the medium term • The Group expects the platform to return to profitability in FY2020 and to grow earnings steadily thereafter • Pipeline R158,2 billion (category 1)

POWER & WATER
PLATFORM OVERVIEW

Office	Location
Murray & Roberts Power & Energy	Johannesburg, South Africa
Murray & Roberts Water	Johannesburg, South Africa
Aquamarine Water Treatment	Johannesburg, South Africa
OptiPower Projects	Cape Town, South Africa
Murray & Roberts Cosmos Mocambique Limitada	Maputo, Mozambique

Businesses

Murray & Roberts Power & Energy Engineers and Constructors

Murray & Roberts Water Engineers and Constructors

OptiPower Projects

aquamarine water treatment

Market focus:
- **Sub-Saharan Africa:** Power and water, petrochemicals, metals and minerals, as well as paper and pulp

Market conditions:
- Lack of project opportunity in the African power and water sectors
- Substantial investment in the short to medium term is expected in the transmission and distribution sub-sector

Order book:
- June 2019: R0,9 billion

Subsequent awards:
- OptiPower contracts to the value of R0,5 billion

Cash, net of debt:
- June 2019: R0,4 billion

Recent acquisitions:
- OptiPower Projects based in Cape Town, South Africa, a transmission, distribution and substation contractor. Substantial growth potential in these segments in the next few years in both South Africa and sub-Saharan Africa

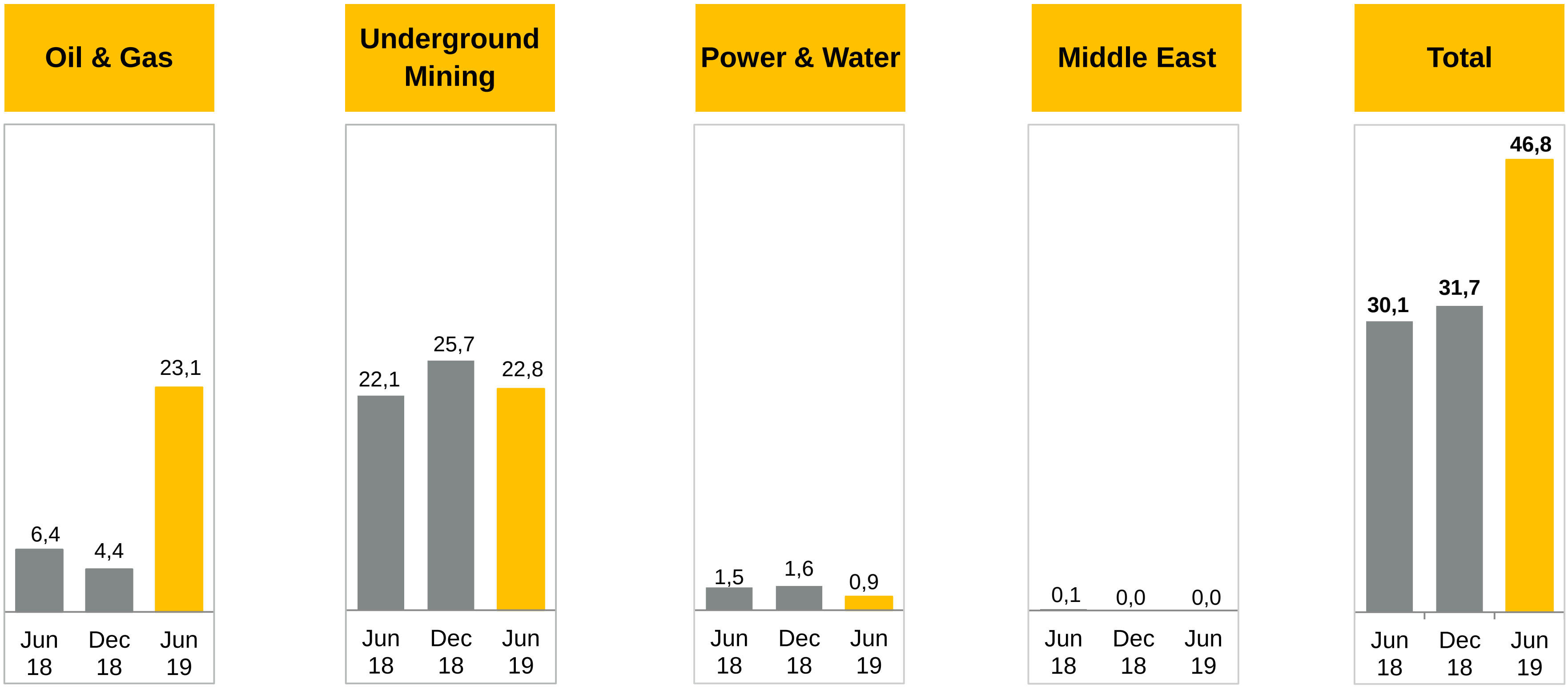
PLATFORM PROSPECTS

SUPPORTS GROUP'S LONG-TERM NATURAL RESOURCES FOCUS

Power & Water	
	• Strategically, the platform has taken all the right steps to position it well for the future, but there is a lack of project opportunity in the African power and water sectors • Targeting maintenance contracts from Eskom for its aging fleet of power stations • Furthermore, investment in renewable energy and in new fuel storage terminals should also provide complementary market opportunities • Notwithstanding the ailing water infrastructure in South Africa, investment in the water sector remains very low with few project opportunities coming to market. The City of Cape Town has published its R14 billion project pipeline and two tenders for 2020 have come to market • Acquired OptiPower Projects in South Africa, to pursue work in the transmission, distribution and substation sub-sectors of the power market. Substantial investment in the short to medium term is expected in the transmission and distribution sub-sector of the power market • Given the depressed state of the African power and water sectors, the platform has also extended its service offering to complementary markets, including petrochemicals, metals and minerals and pulp & paper • The sustainability of this platform is dependent on the level of investment in the South African economy, which has been disappointing in recent years • The Group expects the platform to return to profitability in the medium term • Pipeline R5,5 billion (category 1)

ORDER BOOK

COMMODITY CYCLE DEPENDENT



1. Oil & Gas reflects significant order book growth following award of Snowy 2.0 project (R18,6 billion)
2. Underground Mining maintained strong order book in a buoyant market (all regions)
3. Power & Water order book low due to Power Programme nearing completion and lack of meaningful replacement work
4. Middle East projects completed
5. Strong quality order book of R46,8 billion and near orders of R14,4 billion. The order book includes several multi-year contracts

ORDER BOOK

GEOGRAPHY & TIME DISTRIBUTION

Platform	Order book % split		Order book Rbn		Order book Rbn	
	SADC	Int.	June 2019	June 2018	FY Time Distribution	
Oil & Gas		100	23,1	6,4	2020	4,0
					2021	4,5
					>2021	14,6
Underground Mining	61	39	22,8	22,1	2020	9,2
					2021	4,9
					>2021	8,7
Power & Water	100		0,9	1,5	2020	0,9
					2021	
					>2021	
Middle East*			0	0,1	2020	
					2021	
					>2021	
	32%	68%	46,8	30,1		

	FY2020	FY2021	>FY2021
	14,1	9,4	23,3

*Middle East projects completed

ORDER BOOK, NEAR ORDERS & PIPELINE

STRONG PIPELINE BUT TIMING UNCERTAIN

		Pipeline			
Rbn	Order book	Near orders	Category 1	Category 2	Category 3
Oil & Gas	23,1	8,7	158,2	12,7	238,3
Underground Mining	22,8	5,2	36,7	48,4	32,7
Power & Water	0,9	0,5	5,5	12,1	23,2
30 June 2019 totals	↑ **46,8**	↑ **14,4**	↑ **200,4**	↓ **73,2**	↓ **294,2**
30 June 2018 totals	30,1	7,9	63,8	125,9	417,4

PIPELINE DEFINITION

Near orders: Tenders where the Group is the preferred bidder and final award is subject to financial/commercial close – there is more than a 95% chance that these orders will be secured

Category 1: Tenders submitted or tenders the Group is currently working on (excluding near orders) – projects developed by clients to the stage where firm bids are being invited – reasonable chance of being secured as projects are a function of (1) final client approval and (2) bid win probability

Category 2: Budgets, feasibilities and prequalification the Group is currently working on – project planning underway, not at a stage yet where projects are ready for tender

Category 3: Leads and opportunities which are being tracked and are expected to come to market in the next 36 months – identified opportunities that are likely to be implemented, but still in pre-feasibility stage

FINANCIAL RESULTS & SEGMENTAL ANALYSIS

COMPARATIVE FINANCIAL PERFORMANCE

FY2019 VS. FY2018

Underground Mining	↑	Record earnings by the Underground Mining platform
Oil & Gas	↓	The loss is primarily due to a delay in the award of new projects, resulting in insufficient earnings to cover overhead costs, as well as losses incurred on two largely completed projects
Power & Water	↓	The loss is due to lower revenue with limited new project opportunities in South Africa, as well as a loss incurred on a project for Sasol, which is in dispute
Investments	↑	Investment in BCC continues to yield excellent returns
Middle East	↔	Primarily overheads and legal costs
Interest	↔	Marginal increase in net interest paid
Taxation	↔	Effective tax rate of 40%
Continuing operations	↓	Loss from Oil & Gas and Power & Water, partly offset by excellent Underground Mining performance
Discontinued operations	↑	Decrease in discontinued losses
Attributable profit	↑	26% improvement

GROUP FINANCIALS

STATEMENT OF FINANCIAL PERFORMANCE

Rm	FY2019	FY2018	Variance
Revenue	**20 167**	**21 847**	**(1 680)**
EBITDA	**1 268**	**1 331**	**(63)**
EBIT	**791**	**864**	**(73)**
Continuing operations excluding Middle East	847	898	(51)
Middle East	(56)	(34)	(22)
Net interest expense	(53)	(41)	(12)
Taxation	(297)	(298)	1
(Loss)/Income from equity accounted investments	(4)	21	(25)
Income from continuing operations	**437**	**546**	**(109)**
Discontinued operations*	(91)	(278)	187
Non-controlling interests	(9)	(1)	(8)
Attributable profit	**337**	**267**	**70**

- EBIT – Loss from Oil & Gas and Power & Water, partly offset by excellent Underground Mining performance
- Discontinued operations – Reduced loss mainly relates to final costs associated with the disposal of Genrec and the infrastructure and buildings businesses

* Reported numbers are after tax and interest

SEGMENTAL ANALYSIS

TWELVE MONTHS TO 30 JUNE 2019

Oil & Gas | Underground Mining | Power & Water | Bombela & Middle East

Rm	Engineering		Construction		Global Marine		Commissioning & Maintenance		Corporate & Other		Total	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Revenue	910	971	2 995	504	-	-	2 496	6 894	327	173	**6 728**	**8 542**
Operating profit / (loss)	28	77	(190)	4	(44)	(26)	468	466	(360)	(312)	**(98)**	**209**
Operating margin (%)	*3%*	*8%*	*(6%)*	*1%*	-	-	*19%*	*7%*	-	-	***(1%)***	***2%***
Order book	557	639	21 652	3 552	-	-	853	2 245	-	-	**23 062**	**6 436**

Results down on prior period – market conditions remain challenging, but definite signs of recovery

1. **Engineering:** Reduction in revenue and earnings due to the reduced volume on the Ichthys IPMS project
2. **Construction:** Despite strong revenue growth, construction reflects a loss on two largely completed projects, as well as increased overheads in both tendering costs and in US operations. The award of the Snowy Hydro 2.0 project (R18,6 billion) contributed significantly to the order book and construction activity to commence Q4 FY2020. Secured R9,4 billion petrochemical EPC project post year-end in the USA
3. **Global Marine:** No new work secured. Loss reflective of overhead cost and increased tendering costs. Secured R0,9 billion (Clough share R0,4 billion) marine project post year-end
4. **Commissioning & Maintenance:** Reduction in revenue reflects completion of the Ichthys LNG hook up and commissioning projects. Improved margins reflect successful ramp down and release of contingencies
5. **Corporate & Other:** Increase in corporate overheads due to the higher business development and tendering costs

SEGMENTAL ANALYSIS

TWELVE MONTHS TO 30 JUNE 2019

Oil & Gas | **Underground Mining** | Power & Water | Bombela & Middle East

Rm	Africa		Australasia		The Americas		Total	
	2019	2018	2019	2018	2019	2018	2019	2018
Revenue	2 853	3 524	3 148	1 779	4 860	2 701	**10 861**	**8 004**
Operating profit	239	215	253	109	322	147	**814**	**471**
Operating margin (%)	*8%*	*6%*	*8%*	*6%*	*7%*	*5%*	***7%***	***6%***
Order book	13 812	10 738	3 391	4 799	5 613	6 533	**22 816**	**22 070**

Excellent result, strong order book and pipeline - business well positioned across all regions

1. **Africa:** The successful close out of completed contracts resulted in earnings being maintained, despite lower revenue levels. Improvement in order book following the award of a R2,6 billion chrome mining project
2. **Australasia:** Significant increase in revenue and earnings. The business delivered strong earnings at an operating margin of 8%
3. **The Americas:** Maintained strong order book and significant improvement in revenue and operating profit. Acquisition of Terra Nova Technologies completed in May 2019 for a total consideration of R635 million

SEGMENTAL ANALYSIS

TWELVE MONTHS TO 30 JUNE 2019

Oil & Gas | Underground Mining | **Power & Water** | Bombela & Middle East

Rm	Power[1]		Water		O&G and R&I		Electrical & Instrumentation		Corporate & Other		Total	
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
Revenue	2 025	4 180	21	95	434	412	37	138	-	4	**2 517**	**4 829**
Operating profit / (loss)	228	287	(21)	(8)	(143)	(87)	(5)	32	(91)	(90)	**(32)**	**134**
Operating margin (%)	*11%*	*7%*	*(100%)*	*(8%)*	*(33%)*	*(21%)*	*(14%)*	*23%*	-	-	***(1%)***	***3%***
Order book	419	1 278	-	-	511	188	5	13	-	-	**935**	**1 479**

Operating results down on prior period – lack of new project opportunities

1. **Power:** Reduced revenue and earnings as Power Programme ramping down. Potential maintenance work on aging Eskom power stations presents an opportunity
2. **Water:** Limited investment in water infrastructure
3. **Oil & Gas and Resources & Industrial:** Loss for the year due to losses incurred on a project for Sasol, which is in dispute. New R&I projects to contribute in FY2020
4. **Electrical & Instrumentation:** Lower revenue and operating loss due to lack of replacement work, following the completion of the Air Liquide project
5. **Corporate & Other:** Overheads reduced post year-end

[1] All power sector projects, including Power Programme (Medupi & Kusile)

SEGMENTAL ANALYSIS

TWELVE MONTHS TO 30 JUNE 2019

Oil & Gas | Underground Mining | Power & Water | **Bombela & Middle East**

Rm	Bombela Investments		Middle East		Total	
	2019	2018	2019	2018	2019	2018
Revenue	-	-	54	468	**54**	**468**
Operating profit / (loss)	306	277	(56)	(34)	**250**	**243**
Order book	-	-	-	141	**-**	**141**

Operating results improvement on prior period

1. Bombela Investments: Fair value adjustment of R306 million (FY2018: R277 million)

2. Middle East: Loss primarily due to overheads and legal fees. All projects are completed

GROUP FINANCIALS

STATEMENT OF FINANCIAL POSITION

Rm		June 2019	June 2018	Variance
Total assets		**16 338**	**14 286**	**2 052**
Property, plant and equipment		2 203	1 996	207
Other non-current assets		3 482	3 257	225
Current assets		7 177	6 518	659
Cash and cash equivalents		3 455	2 464	991
Assets classified as held for sale		21	51	(30)
Total equity and liabilities		**16 338**	**14 286**	**2 052**
Shareholders' equity		5 751	6 744	(993)
Interest bearing debt	- short term	532	345	187
	- long term	1 127	147	980
Other non-current liabilities		296	358	(62)
Current liabilities		8 632	6 692	1 940
Liabilities classified as held for sale		-	-	-
Net cash		**1 796**	**1 972**	**(176)**

- Increase in cash and cash equivalents due to project advance payment
- Decrease in equity due to the implementation of IFRS 15 (R1,1 billion adjustment to equity)
- Interest bearing debt increased by R1,2 billion, due to new acquisitions and investments, the refinancing of an additional 17% shareholding in the Bombela Concession Company and an increase in asset based finance for new mining projects
- Current liabilities increased due to advance payment, as well as joint venture loans
- Cash, net of debt, marginally decreased to R1,8 billion, buoyed by circa R1 billion of project advance payments, partly offset by acquisitions of R0,8 billion

DEBT ANALYSIS

PRUDENT GEARING LEVEL

Group Debt	**Total debt**	**(1 659)**
	Self servicing debt	**(1 167)**
	Asset based finance - project specific	(842)
	BCC preference shares	(325)
	Corporate debt	**(492)**
	TNT acquisition (acquisition value R635 million)	(319)
	Corporate (incl. overdrafts)	(173)

Group Gearing Ratios	**Total Equity**	**5 751**
	Total debt	**(1 659)**
	Self servicing debt	(1 167)
	Corporate debt	(492)
	Total gearing	**29%**
	Gearing (excluding self-servicing debt)	**9%**

ATON UPDATE AND KEY PRESENTATION TAKEAWAYS

MANDATORY OFFER BY ATON GMBH

INDEPENDENT BOARD UPDATE

Regulatory Process & Recommendation	• Implementation of ATON's mandatory offer to acquire up to 100% of the issued ordinary shares of Murray & Roberts, not already owned by ATON, remains subject to the approval of the South African Competition Tribunal • The South African Competition Commission and the Competition Tribunal are independent institutions and investigate and adjudicate mergers, taking into consideration a multitude of factors, including the views of customers and competitors of the parties • Murray & Roberts submitted its merger filing on 24 May 2018 and provided responses to questions asked by the Competition Commission throughout its investigation • On 19 July 2019, the Commission recommended that the merger be prohibited and ATON has exercised its right to contest the recommendation
Tribunal Contested Proceedings Timeline	• A pre-hearing conference was held on 6 August 2019, at which a timetable was settled for contested proceedings to be conducted before the Competition Tribunal • The hearing of the matter has been set down from 9 December 2019 until 13 December 2019 and 20 January 2020 to 28 January 2020
Independent Board View & Valuation	• ATON's cash offer price of ZAR17.00 per Murray & Roberts' ordinary share is below the Independent Board's fair value price range for securing control of the Company, of between ZAR20.00 and ZAR22.00 per share • In June 2019, the Independent Board again refreshed its valuation of the Group, taking into account the latest market developments. The Independent Board maintains its view of its fair value price range

KEY PRESENTATION TAKEAWAYS

- Strategy implementation showing strong delivery, with platforms making headway in consolidating their strategic positions, competitive advantages and growth prospects
- Strong cash position and debt within targeted range
- Strong quality order book of R46,8 billion, near orders of R14,4 billion underscores the Board's confidence that the Group's strategy is starting to yield the planned outcomes
- Record earnings delivered by the Underground Mining platform - expected to be maintained
- Oil & Gas platform expected to return to profitability in FY2020
- Successful establishment of Clough USA. Post year-end award of a R9,4 billion petrochemical EPC project and R0,9 billion marine project (R0,4 billion Clough share) in North America
- Power & Water platform targeting opportunities in complementary markets and substantial investment expected in the short to medium term in transmission and distribution sub-sectors
- Prospects for an improvement in operational performance are encouraging. The Group remains optimistic about the longer-term outlook for natural resources markets

DISCLAIMER

1. *This presentation includes certain various “forward-looking statements” within the meaning of Section 27A of the US Securities Act 10 1933 and Section 21E of the Securities Exchange Act of 1934 that reflect the current views or expectations of the Board with respect to future events and financial and operational performance. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements, including, without limitation, those concerning: the Group’s strategy; the economic outlook for the industry and the Group’s liquidity and capital resources and expenditure. These forward-looking statements speak only as of the date of this presentation and are not based on historical facts, but rather reflect the Group’s current expectations concerning future results and events and generally may be identified by the use of forward-looking words or phrases such as “believe”, “expect”, “anticipate”, “intend”, “should”, “planned”, “may”, “potential” or similar words and phrases. The Group undertakes no obligation to update publicly or release any revisions to these forward looking statements to reflect events or circumstances after the date of this presentation or to reflect the occurrence of any unexpected events. Any forward-looking information contained in this presentation has not been reviewed nor reported upon by the Group’s external auditors.*
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APPENDIX

ENGINEERED EXCELLENCE

GROUP FINANCIALS

STATEMENT OF FINANCIAL PERFORMANCE

Rm	FY2019	FY2018	Variance
Revenue	**20 167**	**21 847**	**(1 680)**
EBITDA	**1 268**	**1 331**	**(63)**
EBIT	**791**	**864**	**(73)**
Continuing operations excluding Middle East	847	898	(51)
Middle East	(56)	(34)	(22)
Net interest expense	(53)	(41)	(12)
Taxation	(297)	(298)	1
(Loss)/Income from equity accounted investments	(4)	21	(25)
Income from continuing operations	**437**	**546**	**(109)**
Discontinued operations*	(91)	(278)	187
Non-controlling interests	(9)	(1)	(8)
Attributable profit	**337**	**267**	**70**

* Reported numbers are after tax and interest

GROUP FINANCIALS

STATEMENT OF FINANCIAL PERFORMANCE

Rm	FY2019	FY2018	Variance
Revenue	**20 167**	**21 847**	**(1 680)**

Revenue decreased by 8%

1. Mainly due to lower contributions from Power & Water and Oil & Gas
2. Partly offset by an excellent performance by Underground Mining

GROUP FINANCIALS

STATEMENT OF FINANCIAL PERFORMANCE

Rm	FY2019	FY2018	Variance
Revenue	20 167	21 847	(1 680)
EBITDA	**1 268**	**1 331**	**(63)**

EBITDA is reflected before:

1. Depreciation charge of R418m (FY2018: R429m)
2. Amortisation of intangible assets of R59m (FY2018: R38m)

GROUP FINANCIALS

STATEMENT OF FINANCIAL PERFORMANCE

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EBIT	**791**	**864**	**(73)**
Continuing operations excluding Middle East	847	898	(51)
Middle East	(56)	(34)	(22)

Decrease in EBIT is mainly due to:

1. Delay in the award of new projects, resulting in insufficient earnings to cover overhead costs, as well as losses incurred on two largely completed projects in Oil & Gas
2. Lower revenue with limited new project opportunities in South Africa, as well as a loss incurred on a project for Sasol, which is in dispute in Power & Water
3. Partly offset by record earnings by the Underground Mining platform
4. Loss in Middle East primarily due to overheads and legal fees

GROUP FINANCIALS

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Revenue	20 167	21 847	(1 680)
EBITDA	1 268	1 331	(63)
EBIT	791	864	(73)
Continuing operations excluding Middle East	847	898	(51)
Middle East	(56)	(34)	(22)
Net interest expense	**(53)**	**(41)**	**(12)**

Marginal increase in net interest expense mainly due to

Interest expense increased – Higher interest bearing debt, due to new acquisitions and investments, the refinancing of an additional 17% shareholding in the Bombela Concession Company and an increase in asset based finance for new mining projects

GROUP FINANCIALS

STATEMENT OF FINANCIAL PERFORMANCE

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Revenue	**20 167**	**21 847**	**(1 680)**
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EBIT	**791**	**864**	**(73)**
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Middle East	(56)	(34)	(22)
Net interest expense	**(53)**	**(41)**	**(12)**
Taxation	**(297)**	**(298)**	**1**

Effective tax rate of 40% remains high mainly due to:

1. Non-deductible expenses related to corporate actions
2. Current year tax asset not recognised due to losses in Murray & Roberts Limited and Middle East
3. Withholding taxation when expatriating profits

GROUP FINANCIALS

STATEMENT OF FINANCIAL PERFORMANCE

Rm	FY2019	FY2018	Variance
Revenue	20 167	21 847	(1 680)
EBITDA	1 268	1 331	(63)
EBIT	791	864	(73)
Continuing operations excluding Middle East	847	898	(51)
Middle East	(56)	(34)	(22)
Net interest expense	(53)	(41)	(12)
Taxation	(297)	(298)	1
(Loss)/Income from equity accounted investments	**(4)**	**21**	**(25)**

Decrease is attributable to:

1. Marginal losses from joint ventures
2. Prior year reflected a profit of R22m earned in Bombela Operating Company (associate). Divested from BOC at the end of FY2018

GROUP FINANCIALS

STATEMENT OF FINANCIAL PERFORMANCE

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EBITDA	1 268	1 331	(63)
EBIT	791	864	(73)
Continuing operations excluding Middle East	847	898	(51)
Middle East	(56)	(34)	(22)
Net interest expense	(53)	(41)	(12)
Taxation	(297)	(298)	1
(Loss)/Income from equity accounted investments	(4)	21	(25)
Income from continuing operations	437	546	(109)
Discontinued operations*	**(91)**	**(278)**	**187**

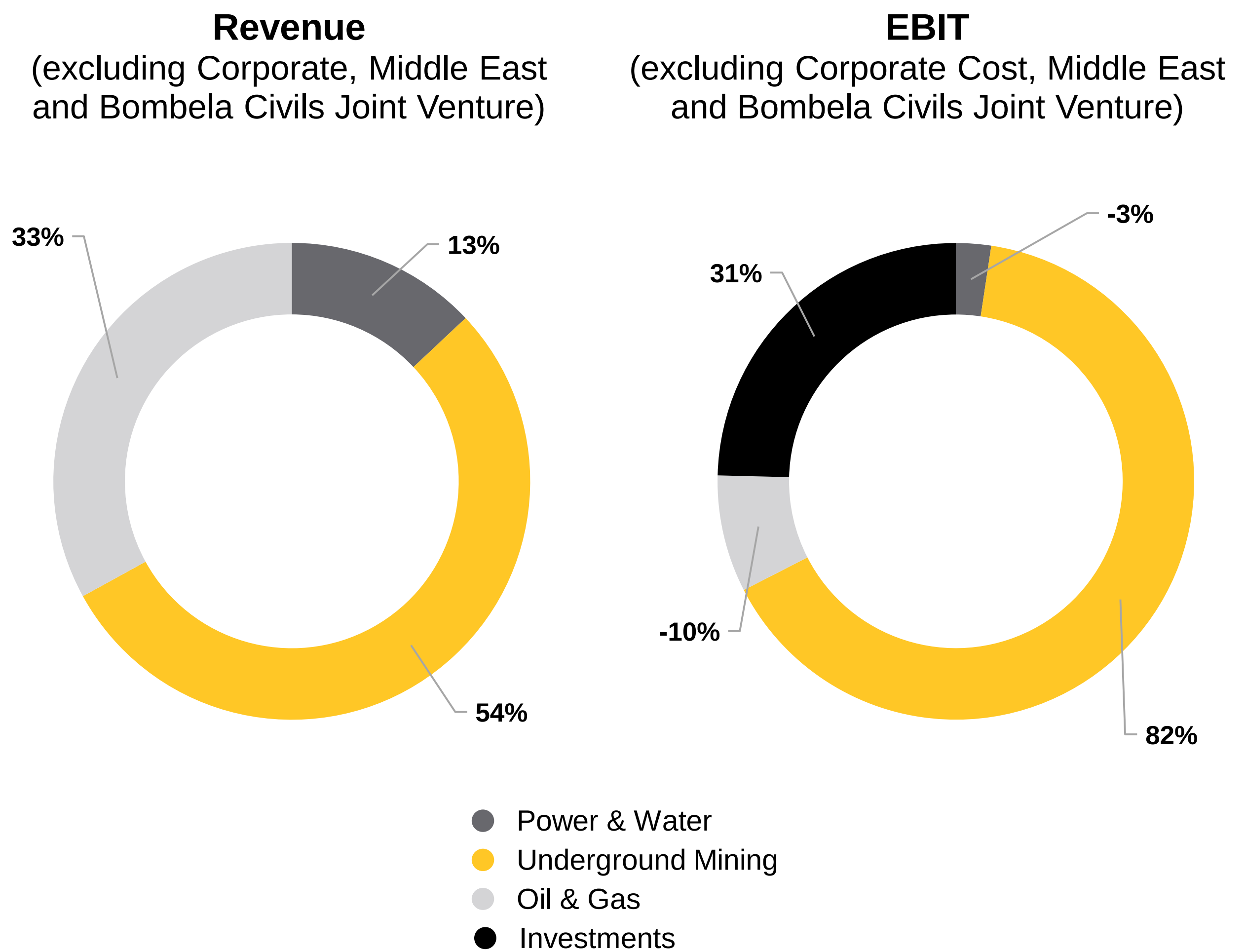
Loss in discontinued operations of R91m relates primarily to:

Final costs associated with the disposal of Genrec and the infrastructure and buildings businesses

* Reported numbers are after tax and interest

PLATFORM CONTRIBUTION

CONTINUING REVENUE AND EBIT



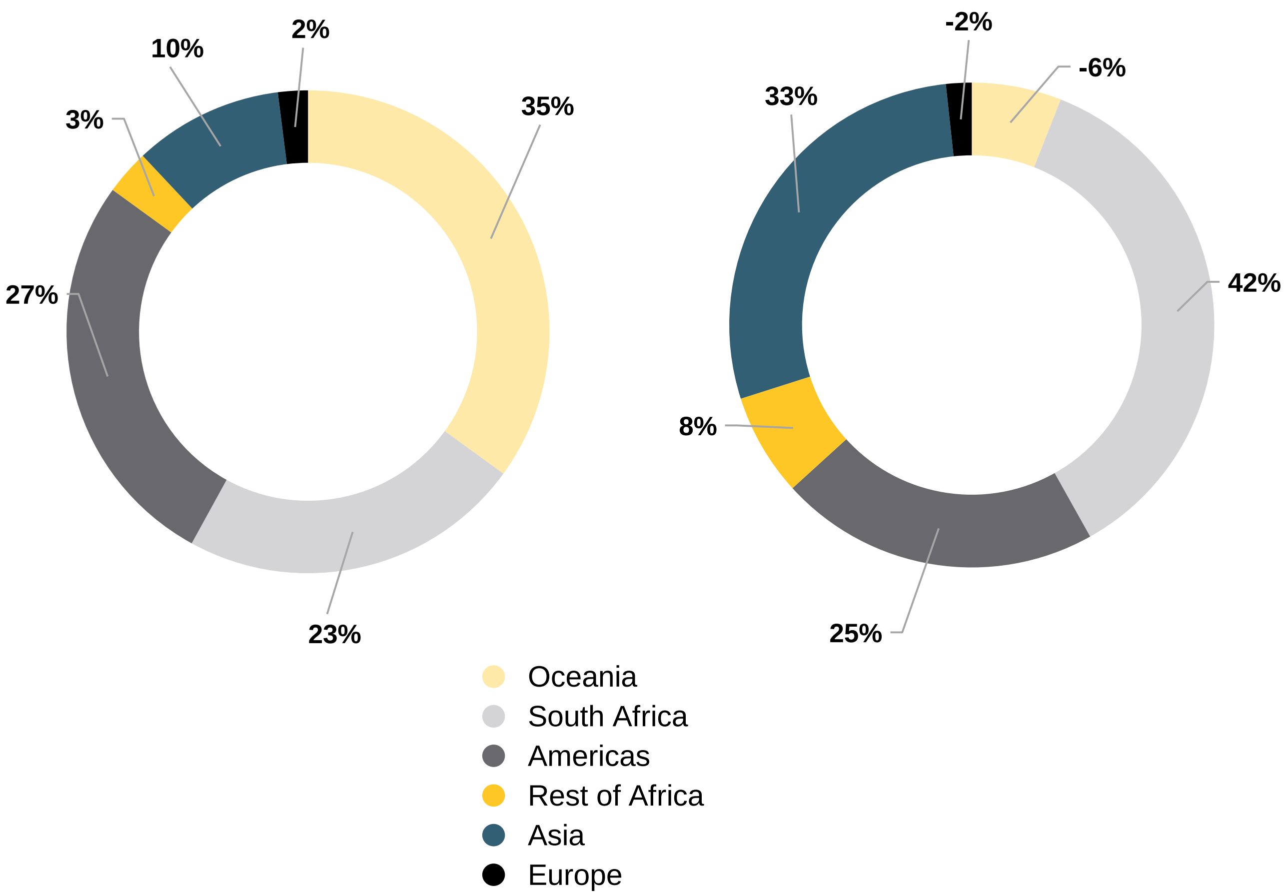
- Outstanding contribution from Underground Mining platform
- Investments relate to Bombela Concession Company
- Diversification across three core market sectors brings resilience throughout economic cycles
- Challenging year for both the Oil & Gas and Power & Water platforms

GEOGRAPHIC DIVERSIFICATION

CONTINUING REVENUE AND EBIT

Geographic Revenue
(excluding Corporate, Middle East and Bombela Civils Joint Venture)

Geographic EBIT
(excluding Corporate Cost, Middle East and Bombela Civils Joint Venture)



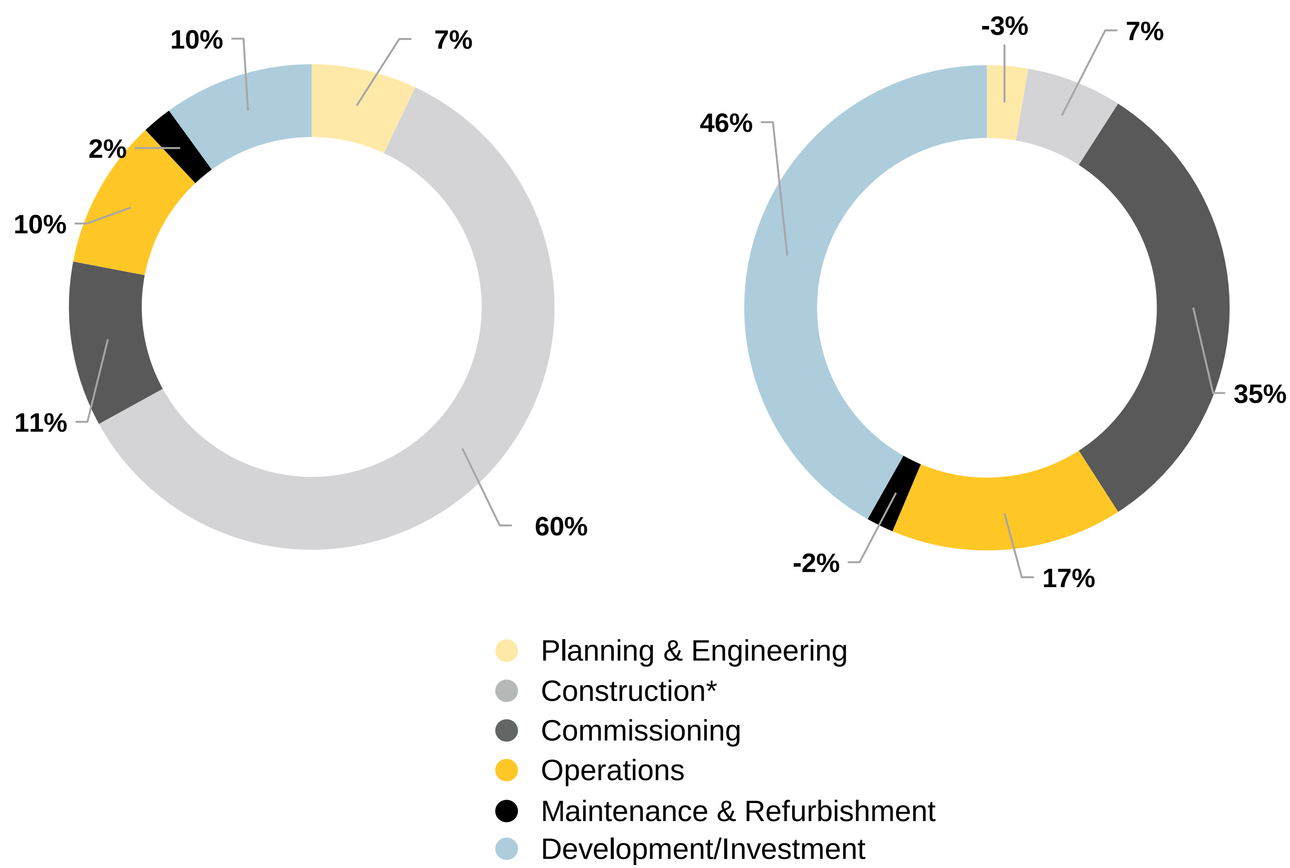
- A multinational business with 77% of revenue and 58% of EBIT generated outside of South Africa
- Geographic diversification also brings resilience throughout economic cycle
- Increased future contribution expected from international businesses due to:
  - Increasing order book in international businesses
  - Acquisitions made in international markets
  - Conclusion of the Power Programme in South Africa

PROJECT LIFE CYCLE DISTRIBUTION

CONTINUING REVENUE AND EBIT

Life Cycle Revenue
(excluding Corporate, Middle East and Bombela Civils Joint Venture)

Life Cycle EBIT
(excluding Corporate Cost, Middle East and Bombela Civils Joint Venture)



- Meaningful contribution from all segments of project life cycle

* Not civil and building construction

GROUP FINANCIALS

STATEMENT OF FINANCIAL POSITION

Rm		June 2019	June 2018	Variance
Total assets		**16 338**	**14 286**	**2 052**
Property, plant and equipment		2 203	1 996	207
Other non-current assets		3 482	3 257	225
Current assets		7 177	6 518	659
Cash and cash equivalents		3 455	2 464	991
Assets classified as held for sale		21	51	(30)
Total equity and liabilities		**16 338**	**14 286**	**2 052**
Shareholders' equity		5 751	6 744	(993)
Interest bearing debt	- short term	532	345	187
	- long term	1 127	147	980
Other non-current liabilities		296	358	(62)
Current liabilities		8 632	6 692	1 940
Liabilities classified as held for sale		-	-	-
Net cash		**1 796**	**1 972**	**(176)**

GROUP FINANCIALS

STATEMENT OF FINANCIAL POSITION

Rm	June 2019	June 2018	Variance
Total assets	16 338	14 286	2 052
Property, plant and equipment	**2 203**	**1 996**	**207**

Increase in property, plant and equipment

1. Capex (R816m) offset by depreciation (-R418m), disposals (-R181m) and foreign currency and other movements (-R10m)
2. Capex comprises expansion capex (R775m) and replacement capex (R41m)

GROUP FINANCIALS

STATEMENT OF FINANCIAL POSITION

Rm	June 2019	June 2018	Variance
Total assets	16 338	14 286	2 052
Property, plant and equipment	2 203	1 996	207
Other non-current assets	**3 482**	**3 257**	**225**

Non-current assets comprise of:

1. Deferred taxation assets (R422m)
2. Goodwill and intangible assets (R1 400m)
3. Equity accounted and other investments (R116m)
4. Bombela Concession Investment (R1 434m)
5. Other non-current assets (R110m)

GROUP FINANCIALS

STATEMENT OF FINANCIAL POSITION

Rm	June 2019	June 2018	Variance
Total assets	**16 338**	**14 286**	**2 052**
Property, plant and equipment	2 203	1 996	207
Other non-current assets	3 482	3 257	225
Current assets	**7 177**	**6 518**	**659**

Current assets comprise:

1. Contracts in progress and contract receivables (R5 157m)
2. Receivables (R1 669m)
3. Inventories (R337m)
4. Current taxation asset (R14m)

GROUP FINANCIALS

STATEMENT OF FINANCIAL POSITION

Rm	June 2019	June 2018	Variance
Total assets	16 338	14 286	2 052
Property, plant and equipment	2 203	1 996	207
Other non-current assets	3 482	3 257	225
Current assets	7 177	6 518	659
Cash and cash equivalents	**3 455**	**2 464**	**991**

Cash consists mainly of:

1. Unrestricted cash of R2 694m
2. Restricted cash of R761m

The cash balance is mainly split between:

1. South African cash of R129m
2. International cash of R3 326m

GROUP FINANCIALS

STATEMENT OF FINANCIAL POSITION

Rm	June 2019	June 2018	Variance
Total assets	**16 338**	**14 286**	**2 052**
Property, plant and equipment	2 203	1 996	207
Other non-current assets	3 482	3 257	225
Current assets	7 177	6 518	659
Cash and cash equivalents	3 455	2 464	991
Assets classified as held for sale	**21**	**51**	**(30)**
Liabilities classified as held for sale	**-**	**-**	**-**
Net cash	**1 796**	**1 972**	**(176)**

Net assets classified as held for sale comprise:

1. Property in Botswana (R21m)

GROUP FINANCIALS

STATEMENT OF FINANCIAL POSITION

Rm	June 2019	June 2018	Variance
Total assets	**16 338**	**14 286**	**2 052**
Property, plant and equipment	2 203	1 996	207
Other non-current assets	3 482	3 257	225
Current assets	7 177	6 518	659
Cash and cash equivalents	3 455	2 464	991
Assets classified as held for sale	21	51	(30)
Total equity and liabilities	**16 338**	**14 286**	**2 052**
Shareholders’ equity	**5 751**	**6 744**	**(993)**

Movement in shareholders’ equity

1. IFRS 9 and IFRS 15 adjustment (-R1 105m)
2. Attributable earnings (R337m)
3. Dividend declared and paid (-R207m)
4. Share-based payment reserve and other movements (-R18m)

GROUP FINANCIALS

STATEMENT OF FINANCIAL POSITION

Rm		June 2019	June 2018	Variance
Total assets		**16 338**	**14 286**	**2 052**
Property, plant and equipment		2 203	1 996	207
Other non-current assets		3 482	3 257	225
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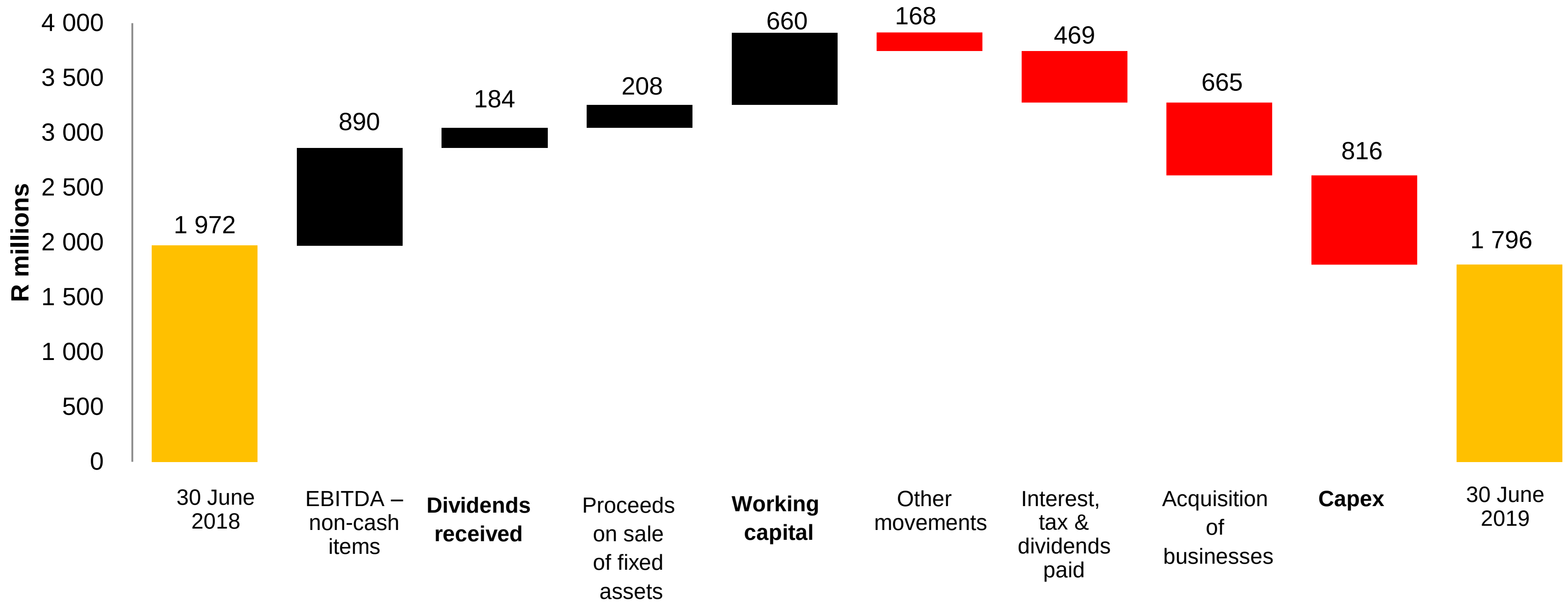
Cash and cash equivalents		3 455	2 464	991
Assets classified as held for sale		21	51	(30)
Total equity and liabilities		**16 338**	**14 286**	**2 052**
Shareholders' equity		5 751	6 744	(993)
Interest bearing debt	**- short term**	**532**	**345**	**187**
	- long term	**1 127**	**147**	**980**

Increase in interest bearing debt due to:

1. Acquisitions and investments
2. The refinancing of an additional 17% shareholding in the Bombela Concession Company
3. An increase in asset based finance for new mining projects

GROUP FINANCIALS

NET CASH RECONCILIATION



1. Dividends received relate to Bombela Concession Company (R184m)
2. Working capital inflow relates mainly to the Oil & Gas platform
3. Capex mainly relates to Underground Mining (R740m) of which 96% is expansion capex, Oil & Gas (R59m) of which 100% is expansion capex and Power & Water (R2m) of which 100% is replacement capex

SEGMENTAL ANALYSIS

TWELVE MONTHS TO 30 JUNE 2019

Discontinued Operations

Rm	I&B Businesses & other*		Clough Properties		Genrec Engineering		Total	
	2019	2018	2019	2018	2019	2018	2019	2018
Revenue	-	269	23	3	68	253	**91**	**525**
Operating loss**	(60)	(143)	(8)	(2)	(22)	(128)	**(90)**	**(273)**

Discontinued operations loss relates primarily to:

Final costs associated with the disposal of Genrec and the infrastructure and buildings businesses

* Includes Construction Products Africa
** Before tax and interest

STRATEGY OVERVIEW AND PLATFORM CAPABILITY

THE MURRAY & ROBERTS GROUP

A MULTINATIONAL SPECIALIST ENGINEERING AND CONSTRUCTION GROUP FOCUSED ON THE NATURAL RESOURCES MARKET SECTOR

STOP.THINK.ACT.24/7: SAFETY FIRST IN EVERYTHING WE DO

BUSINESS PLATFORMS

OIL & GAS	UNDERGROUND MINING	POWER & WATER

PURPOSE

Enabling fixed capital investments that support the advancement of human development

VISION

To be a leading multinational engineering and construction group that applies our project life cycle capabilities to optimise fixed capital investment

VALUES

Integrity
Respect
Care
Accountability
Commitment

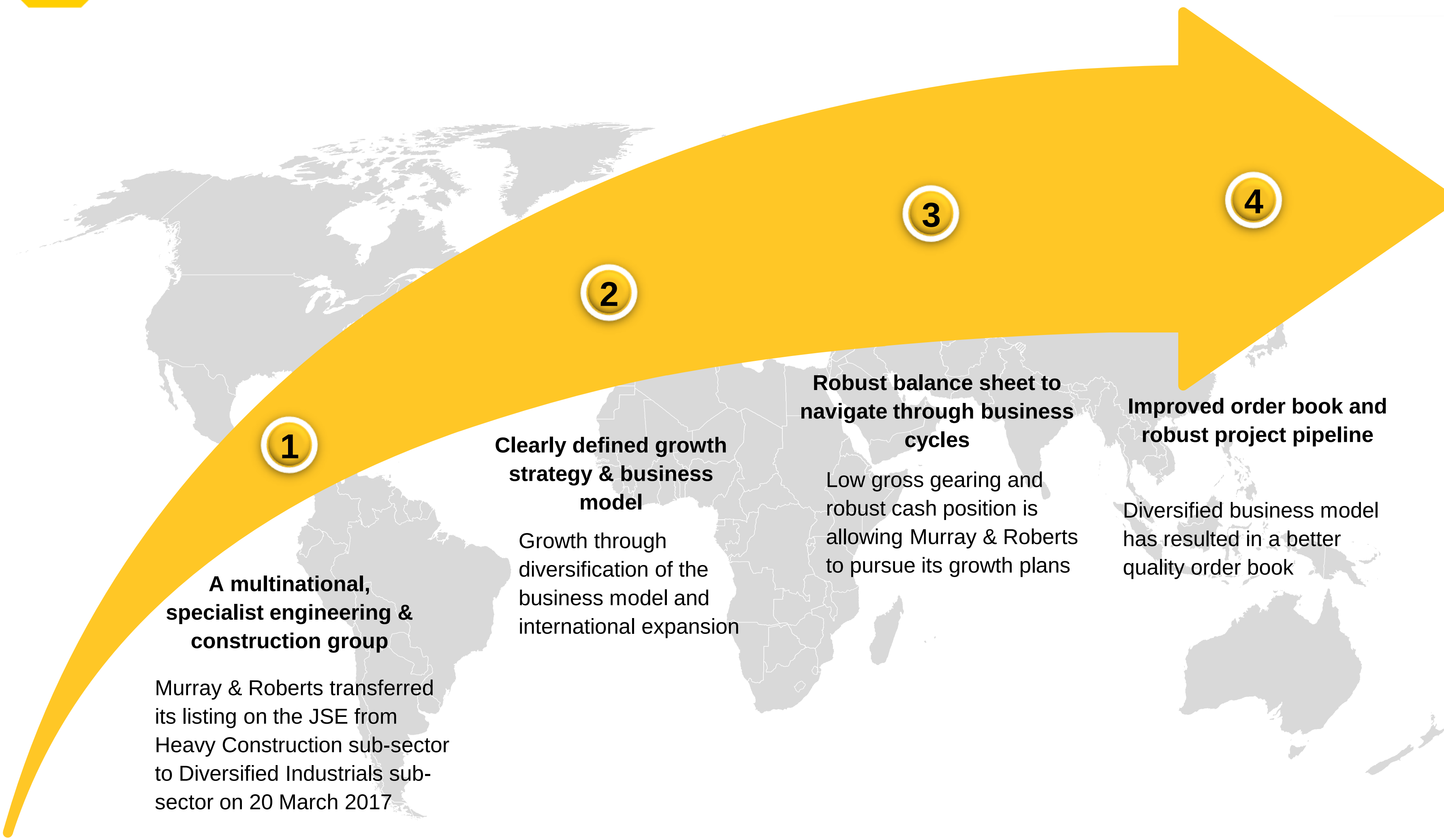
PLATFORMS ARE NAMED AFTER CORE MARKET SEGMENTS BUT ALSO UNDERTAKE WORK IN SELECTED COMPLEMENTARY MARKETS

A NEW STRATEGIC FUTURE

ESSENCE OF THE NEW STRATEGIC FUTURE PLAN

- To be a multinational specialised engineering and construction Group focused on the natural resources sector (oil & gas, metals & minerals, power & water)
- To provide services across the project lifecycle
- To achieve *Engineered Excellence* in all aspects of the business (health & safety, risk & commercial, project delivery)
- To achieve growth through acquisition and organic growth
- To enhance shareholder value

A NEW STRATEGIC FUTURE UNFOLDING



1. A multinational, specialist engineering & construction group

Murray & Roberts transferred its listing on the JSE from Heavy Construction sub-sector to Diversified Industrials sub-sector on 20 March 2017

2. Clearly defined growth strategy & business model

Growth through diversification of the business model and international expansion

3. Robust balance sheet to navigate through business cycles

Low gross gearing and robust cash position is allowing Murray & Roberts to pursue its growth plans

4. Improved order book and robust project pipeline

Diversified business model has resulted in a better quality order book

STRATEGIC DIRECTION

BUSINESS MODEL: COMPREHENSIVE SERVICE OFFERING ACROSS PROJECT LIFE CYCLE IN SELECTED NATURAL RESOURCES MARKETS

Business Platform	Capabilities(Project Life Cycle)	Geography (Multinational)
Oil & Gas	• Detailed engineering • Procurement • Construction • Commissioning and maintenance	• Americas • Asia • Australia • EMEA
Underground Mining	• Detailed engineering • Procurement • Construction • Commissioning and maintenance • Operations	• Africa • Americas • Asia • Australia
Power & Water	• Detailed engineering • Procurement • Construction • Commissioning and maintenance	• Africa

Project Life Cycle

- **Design and Engineering / Technical Consulting**
- **Process EPC**
- **Infrastructure Construction General**
- **Service and Operations**

UNDERGROUND MINING

The Underground Mining platform's geographic footprint covers six continents and its service offering spans the project life cycle, including feasibility studies, specialist engineering, vertical and decline shaft construction, mine development, specialist mining services such as raise boring and grouting, and contract mining

The businesses within this platform are:

- Cementation AG – Salt Lake City, USA
- Cementation Canada – North Bay, Canada
- Cementation USA – Salt Lake City, USA
- Merit Consultants International – Vancouver, Canada
- Murray & Roberts Cementation – Johannesburg, South Africa
- RUC Cementation Mining – Perth, Australia
- Terra Nova Technologies – Santee, USA
- GCR – Ulaanbaatar, Mongolia

UNDERGROUND MINING

Cementation Canada & USA is a leading provider of underground mining contracting and engineering services throughout North and South America. The company specialises in the design and construction of underground facilities including shaft, ramp accesses, mine development and raises, as well as large diameter raise drilling

Murray & Roberts Cementation (Africa) is a first-choice mining contractor providing the best value for mining development and contracting services. The company offers a comprehensive range of capabilities and services, from concept to commissioning, and is the reputed leader in exploration drilling, shaft sinking, tunnelling, contract mining, raisedrilling and specialised mining services (engineering and design), with a strong track record of successful mine project delivery

RUC Mining (Australasia) is a shaft sinking and raise drilling specialist. RUC is based in Western Australia and operates in Australia and the Asia Pacific region. RUC's shaft sinking capability includes blind sinking and strip and line operations and offers a complete solution from installing shaft collars and excavating pre-sinks to main sinking and equipping large diameter shafts, in some of the most challenging environments in the world. The company has offices in Australia, Hong Kong, Indonesia and Mongolia

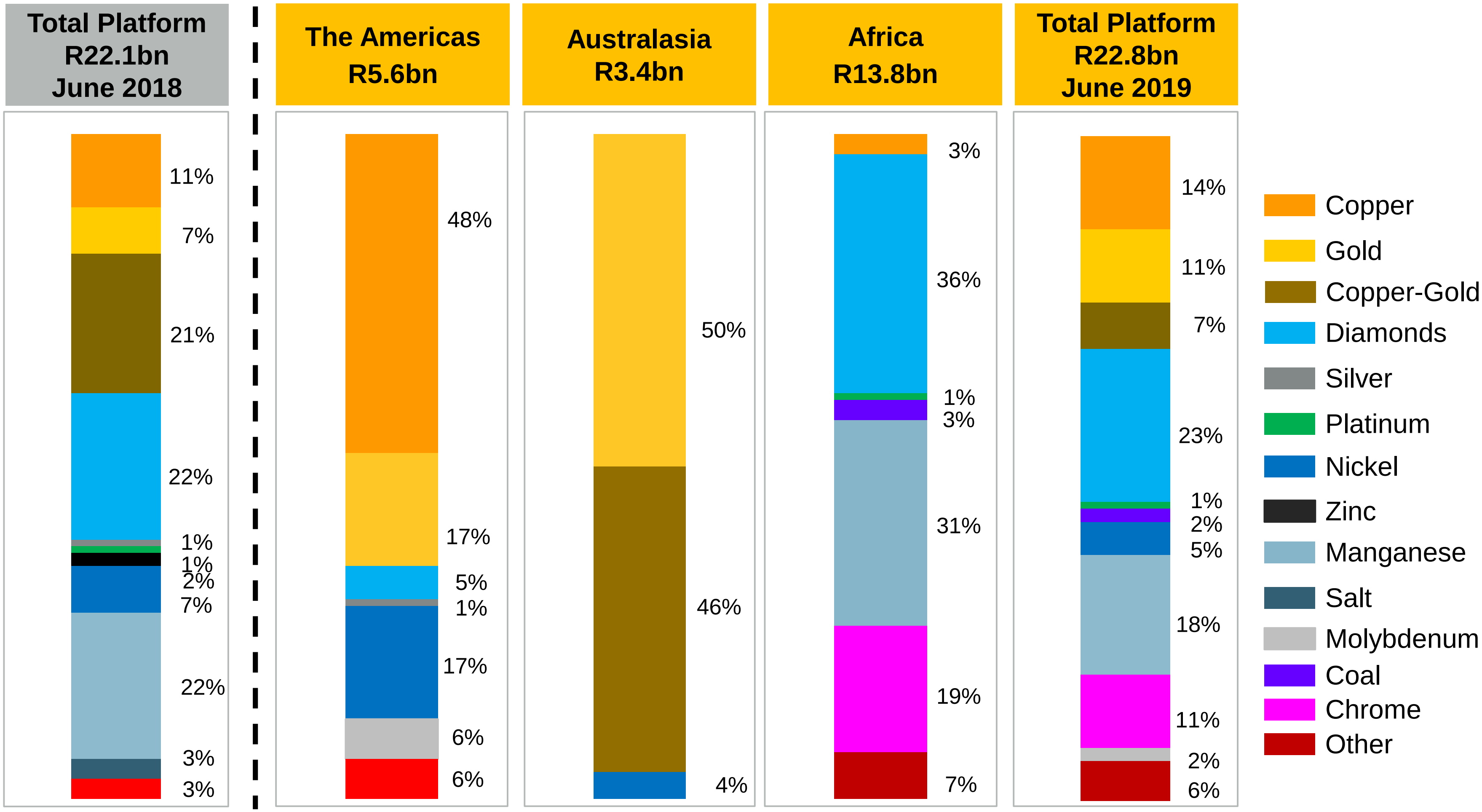
Merit is based in Vancouver, Canada and provides project and construction management services. Committed to keeping the scope of a project in the “owner's control", Merit acts as an extension of a project owner's development team and assists in the selection and co-ordination of resources best suited to a particular project

Cementation is an underground mine contracting and engineering company providing mine development and production services to the mining sector worldwide

Terra Nova Technologies is based in Santee, USA and designs, supplies and commissions overland conveyors, crushing/conveying systems, industry-renowned mobile stacking systems, heap leach systems and crushing and screening plants

UNDERGROUND MINING PLATFORM

COMMODITY ORDER BOOK BREAKDOWN %



GOOD SPREAD OF COMMODITIES IN ORDER BOOK

This platform contains no exposure to opencast mining projects

OIL & GAS

The Oil & Gas platforms' extensive service offering spans the full asset life cycle, including specialist engineering, construction & EPC, commissioning, and operations & maintenance. Services are provided on new build facilities (greenfields) and operating facilities (brownfields)

In response to challenging oil and gas market conditions, the platform has diversified into growth markets such as Australia's metals & minerals and infrastructure markets, whilst maintaining a global LNG focus

The businesses within this platform are:

- Booth Welsh – Ayrshire, Scotland
- CH-IV – Houston, USA
- Clough USA – Houston, USA
- Clough – Perth, Australia
- Clough Enercore – Calgary, Canada
- Clough Coens – Busan, South Korea
- e2o – Adelaide, Australia

OIL & GAS

Clough works with some of the world's largest companies to engineer, construct, commission and maintain a comprehensive range of facilities for oil and gas, metals and minerals, and infrastructure projects. The company's full project lifecycle delivery model reduces risk and optimises safety, productivity and cost across every phase of a project

Clough Enercore (Canada) brings together leading engineering and project management contractor, Clough, with Canada's niche but renowned oil and gas EPCM contractor Enercore, to offer a fresh approach to contracting for the Canadian oil and gas sector

Clough Coens (South Korea) is a joint venture between Clough and Coens Energy to provide specialised commissioning and completions services to facilities (yards including Hyundai Heavy Industries, Daewoo Shipbuilding and Marine Engineering, and Samsung Heavy Industries) manufactured in South Korea and China

e2o is Australia's leading multi-discipline commissioning contractor. The company provides an independent commissioning solution across the entire project lifecycle. This service plans and integrates commissioning requirements throughout the engineering, construction, start up and handover phases of the project

Booth Welsh (Scotland) specialises in the provision of electrical, instrumentation and automation design, process consultancy, project management, implementation and commissioning services

CH·IV (USA) provides consulting services to global LNG asset developers, regulators, facility owners, operators and lenders to ensure assets are designed, developed, constructed and operated safely and in accordance with codes, regulations, and the project's technical and commercial specifications

USA

Clough (USA) is an EPC contractor in the oil and gas sector which gives Clough the ability to deliver projects to a rapidly growing market in the USA. It's a strong project controls organisation, staffed with competent people with a full EPC capability

POWER & WATER

The Power & Water platform operates predominantly in Southern Africa and sub-Saharan Africa. Its service offering includes feasibility studies, detailed engineering, procurement, construction, commissioning and repairs and maintenance work. The platform has a primary focus on the power sector and extends its services to complementary markets, such as mining, pulp, paper and chemical industries

The businesses within this platform are:

- Murray & Roberts Power & Energy
- Murray & Roberts Water
- Aquamarine Water
- OptiPower Projects

POWER & WATER

Murray & Roberts Power & Energy is the platform's engineering, procurement and construction ("EPC") projects implementer, adding unique value to the constructability, integration and ultimate performance of the projects it undertakes. Murray & Roberts Power & Energy offers the full spectrum of multi-disciplinary EPC services including piping, tanks farms & platework, mechanical, electrical, process equipment, structural steel & instrumentation. Murray & Roberts Power & Energy offers a comprehensive engineering and design service incorporating all the major engineering disciplines

Murray & Roberts Water has the capability and expertise to design, supply equipment, construct, commission, operate and maintain water treatment plants in Africa. Services include: mine water treatment; sea water desalination; industrial effluent treatment; municipal water & waste water re-use and water supply for power generation infrastructure. These can be offered as large scale permanent plants or modular containerised plants with the option to scale up if necessary

Aquamarine designs, manufactures and installs water treatment solutions. It offers a complete customised solution, including support for and maintenance of its installations. Aquamarine currently operates in a niche market for mainly small to-medium size installations and has developed a network of resellers throughout the African continent that serves as an extended business development network

OptiPower Projects delivers projects in the transmission, distribution and substation sectors of the power market. OptiPower also has its own in-house engineering department that offers full turn-key design and specialised construction solutions to its customers

AMERICAN DEPOSITORY RECEIPTS

Murray & Roberts has a sponsored Level 1 ADR programme (Since 2009)

Bloomberg ticker: MURZY

CUSIP: 626805204

Ratio: 1 ADR: 1 Ordinary Share

Exchange Traded: Over-the-counter (OTC) market

Depositary bank: Deutsche Bank Trust Company Americas

Depositary bank contact: Begonia Roberts (begonia.roberts@db.com)

ADR broker helpline: +1 212 250 9100 (New York)

+44 207 547 6500 (London)

E-mail: adr@db.com

ADR website: www.adr.db.com

Depositary bank's local custodian: Computershare, South Africa

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REPORT TO STAKEHOLDERS

FOR THE YEAR ENDED
30 JUNE 2019

This presentation is available on www.murrob.com

ENGINEERED EXCELLENCE