



Murray & Roberts Holdings Limited

(Incorporated in the Republic of South Africa)

Registration number: 1948/029826/06

JSE share code: MUR

ISIN: ZAE000073441

("Murray & Roberts" or "the Company")

Notice of General Meeting

Proposed resolution to shareholders of Murray & Roberts in terms of section 126(1) of the Companies Act, 71 of 2008

1. Introduction

Shareholders of Murray & Roberts are referred to the detailed cautionary announcement published by the Company on the Stock Exchange News Service of the JSE Limited ("SENS") on Friday, 18 May 2018 relating to the potential combination of Murray & Roberts and Aveng Limited (the "Potential Transaction"). The primary objective of the Potential Transaction is to establish a large multi-national engineering and construction group with the scale necessary to compete more effectively in relevant markets.

2. Notice of general meeting

Notice is hereby given that a general meeting (the "General Meeting") of the shareholders of the Company will be held on the 9th Floor in the Douglas Roberts Centre, 22 Skeen Boulevard, Bedfordview, Johannesburg at 10:00 on Tuesday, 19 June 2018, or any other adjourned or postponed date to consider and, if deemed fit, to pass, with or without modification, the ordinary resolution set out in the notice of General Meeting (the "Notice") to be adopted in terms of section 126(1) of the Companies Act, 71 of 2008.

A copy of the Notice is available on the Company's website (www.murrob.com).

3. Salient dates and times

The salient dates and times of the General Meeting are set out below:

	2018
Record date to determine which Murray & Roberts shareholders are entitled to receive the Notice ("Notice Record Date")	Friday, 11 May
Date of posting of the Notice	Monday, 21 May
Last day to trade in order to be eligible to attend and vote at the General Meeting	Tuesday, 5 June
Record date to determine which Murray & Roberts shareholders are entitled to attend and vote at the General Meeting ("Voting Record Date")	Friday, 8 June
Request to complete and return the form of proxy by 10:00	Friday, 15 June

General Meeting to be held at 10:00 on	Tuesday, 19 June
Results of General Meeting released on SENS	Tuesday, 19 June

Notes:

1. The abovementioned times and dates are subject to change. Any such change will be released on SENS.
2. If you are a Murray & Roberts shareholder holding shares in certificated form or a Murray & Roberts shareholder holding shares in dematerialised form with own-name registration and are unable to attend the General Meeting but wish to be represented thereat, you are requested to complete and return the form of proxy attached to the Notice, in accordance with the instructions therein, and lodge it with, or post it, so as to reach the transfer secretaries. If you are unable to attend the General Meeting but wish to be represented thereat, and you do not complete and return the form of proxy, you will nevertheless, at any time prior to the commencement of voting at the General Meeting, be entitled to lodge the form of proxy with the chairman of the General Meeting.

Bedfordview
21 May 2018

Sponsor: Deutsche Securities (SA) Proprietary Limited