



**Murray
& Roberts**

GOVERNANCE REPORT

2019 GATHERING MOMENTUM

UNDERGROUND MINING + OIL & GAS + POWER & WATER

GOVERNANCE REPORT

OUR CORPORATE GOVERNANCE PHILOSOPHY

Statement of commitment

Underpinned by the highest standard of corporate governance, integrity and ethics are non-negotiable features of the Group's pursuit of its strategy and business conduct. As the highest governing authority in the Group, the Board is ultimately accountable for ethical and effective leadership.

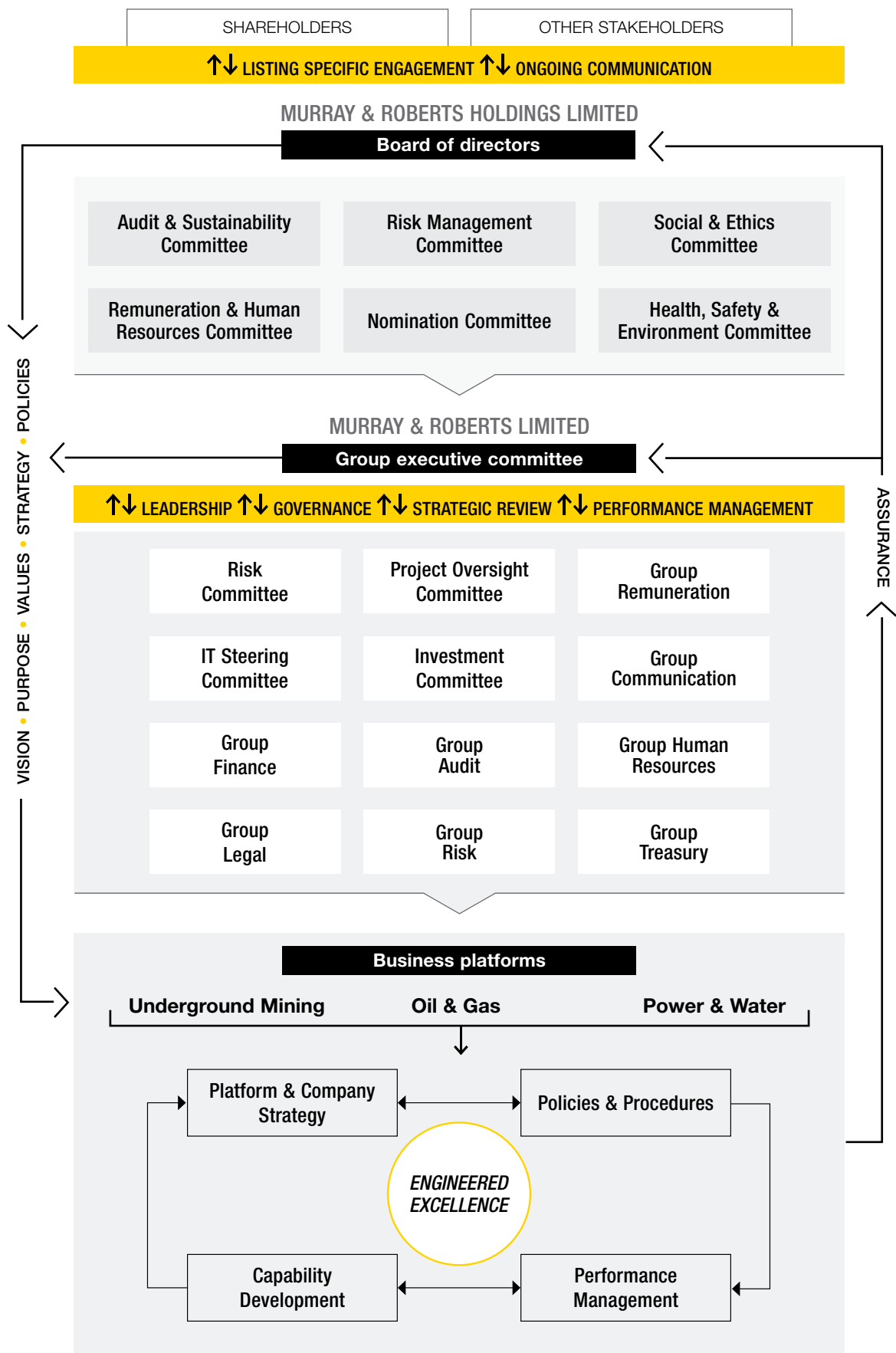
The ethical principles set out in the Group's Code of Conduct guide the decisions and actions of the Board and executive team. An effective governance structure, aligned with the principles and practices of King IV™, is in place. The Board is confident that the Group's governance processes support ethical culture, good performance, effective control and legitimacy.

The relationships and decision-making rights between governing bodies and business platforms are clearly articulated in the organisational framework alongside.

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MURRAY & ROBERTS | GOVERNANCE REPORT '19





Achieving our governance outcomes

The Group complies with all the principles of King IV™, which forms the foundation of the Group's approach to governance. This supports the Group in meeting the following goals of King IV™:



EFFECTIVE CONTROL



ETHICAL CULTURE



GOOD PERFORMANCE



LEGITIMACY

Value creating governance structures:

Our Board and executive leadership set the tone for an ethical culture, ensuring good governance and appropriate business practices.

Our Board has the appropriate balance of relevant experience and expertise required to deliver the *New Strategic Future* plan and is supported by appropriate succession planning.

Our executive leadership has the depth of skill needed to deliver specialised sector focus on a decentralised platform basis and are appropriately incentivised to lead our people in achieving our strategy.

The Group's embedded engagement model and structure supports our strong relationships with stakeholders and clients; this in turn enhances our credibility.

Our philosophy of *Engineered Excellence* informs how the Board and executive leadership conduct the business of the Group, using planning and rigorous oversight to deliver excellence.

Value protecting activities:

The Group's Code of Conduct supports ethically robust and defensible decision-making by the Board and executive leadership, enabling a culture of continuous learning across the Group.

The Group's Code of Conduct, Purpose, Values and integrated management approach ensure that the Group delivers the *New Strategic Future* plan within the appropriate risk appetite, supporting a prudent risk and return balance.

The Group's Purpose connects us to our clients and other stakeholders, and our Values guide our conduct and capabilities.

The Group's governance frameworks and reporting structures ensure visibility and compliance across all platforms.

The Group's response to local and regional dynamics as well as national objectives within the context of multinational operations and clients.

This full governance report includes references to each of the King IV™ principles where the practices employed achieve the governance outcomes espoused by the principles. The Board is satisfied with the Group's application of the principles of King IV™.



ONLINE
King IV™ application register

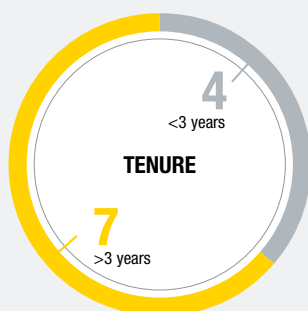


OUR LEADERSHIP

The Board is responsible for corporate governance across the Group. It approves strategic direction, which addresses and integrates strategy, risk, performance and sustainability as interdependent elements of value creation.

Succession planning over several years has aligned Board competencies to Group strategy, resulting in a diverse Board with deep collective experience relevant to the macro- and socioeconomic realities of the Group's geographic markets in core and complementary market sectors.

The composition of the Board promotes a balance of authority, preventing any one director from exercising undue influence over decision-making while bringing diverse perspectives to board deliberation. The Board has ten directors: eight independent non-executive directors and two executive directors.



AGE

Between 40 – 50 years	2
Between 50 – 60 years	4
Older than 60 years	4

Board retirement age
= 70 years

GROUP EXECUTIVE

The Board delegates the management of day-to-day business and affairs of the Group to the Group chief executive, with the associated full power on behalf of and in the name of the Group. The Group chief executive is accountable for the implementation of the *New Strategic Future* plan and is supported by the Group executive committee.

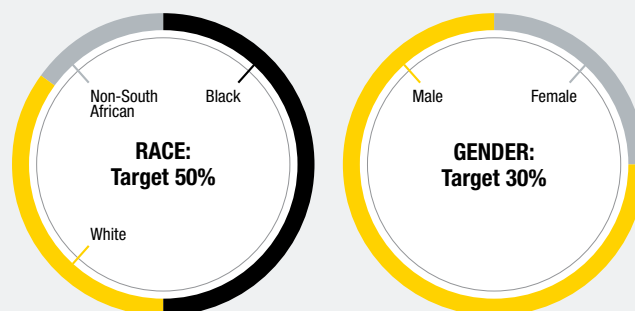
The directors of Murray & Roberts Limited serve as members of the executive committee of the Board, which is chaired by the Group chief executive.



ONLINE
Board CVs

Strengthening diversity and transformation

A formal diversity policy was adopted in 2018, setting targets for gender and race diversity at the Board level. These targets have been met and board composition is now 50% Black and 30% female.



King IV™ Principle achieved: 7

INDEPENDENT BOARD

Following ATON's announcements during FY2018 to initially make a general offer and later a mandatory offer to acquire shares in Murray & Roberts, in accordance with the requirements of the Companies Act, the Board has constituted an Independent Board comprising the following independent non-executive directors:

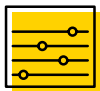
- + Suresh Kana (chairman)
- + Ralph Havenstein
- + Alex Maditsi
- + Diane Radley

The Independent Board's duties are set out in the Takeover Regulations and they are assisted by Board appointed legal advisors, Webber Wentzel.

Key activities of the Independent board

- + Engaged with ATON, other shareholders and regulators in relation to ATON's mandatory offer
- + Assessed developments in the regulatory approval process
- + Regularly refreshed the Group's valuation, taking into account the latest market developments
- + Kept the main Board informed on a regular basis

OUR GOVERNANCE OUTCOMES



EFFECTIVE CONTROL

A Board-approved charter sets out its accountability, responsibility and duty to the Group, including the requirements for its composition, meeting procedures, work plan and performance evaluation.

Governance, risk management, systems of control and internal audit

- ⊕ Reviewed and evaluated strategic risks and associated opportunities.
- ⊕ Approved the integrated assurance model comprising risk management, regulatory compliance, internal and external audit, and related Group Integrated Assurance policy.
- ⊕ Updated and approved the governance framework.
- ⊕ Mitigation of key strategic risks and positioning business to develop opportunities.
- ⊕ Asserts control over how key risks facing the Group are mitigated with mechanisms to ensure compliance and monitor effectiveness.
- ⊕ Governance framework embedded throughout the Group and across platforms.

Succession planning

- ⊕ Board review of succession planning for senior management across the Group.
- ⊕ No changes to the Board and Board committees, due to Takeover Regulations restrictions during an offer period.
- ⊕ Formal succession plans aligned with transformation objectives for senior management across the Group.

06

The Board meets formally four times during the reporting period. In addition, directors meet ahead of the scheduled meeting to examine the Group's budget and business plan in relation to the approved strategy.

King IV™ Principle achieved: 1 and 6

Separation of roles and responsibilities

The chairman of the Board and the Group chief executive operate under distinct mandates issued and approved by the Board. These clearly differentiate between responsibilities within the Group, ensuring a balance of power and authority.

CHAIRMAN	LEAD INDEPENDENT DIRECTOR	GROUP CHIEF EXECUTIVE
<ul style="list-style-type: none"> ⊕ Is an experienced independent non-executive director. ⊕ Presides over the Board. ⊕ Provides effective leadership of the Board. ⊕ Ensures that all relevant information is placed before the Board for decision. ⊕ Is free of conflict at the time of his appointment. ⊕ Has no executive function or responsibility. 	<ul style="list-style-type: none"> ⊕ Strengthens the independence of the board. ⊕ Leads in the absence of the chair. ⊕ Acts as an intermediary between the chair and other members of the board when necessary. ⊕ Serves as an additional channel to deal with shareholders' concerns where contact through normal channels has failed to resolve concerns or is inappropriate. ⊕ Chairs discussions and decision-making where the chairman has a conflict of interest. ⊕ Leads the performance appraisal of the chairman. 	<ul style="list-style-type: none"> ⊕ Is responsible for the ongoing operations of the Group. ⊕ Ensures development and implementation of the Group's long-term strategy. ⊕ Recommends the business plan and budgets to the Board for consideration and approval. ⊕ Has a role and function formalised in a mandate.

The directors of Murray & Roberts Limited support the Group chief executive in:

- ⊕ Implementing the strategies and policies of the Group
- ⊕ Managing the business and operations of the Group
- ⊕ Prioritising the allocation of capital, technical know-how and human resources
- ⊕ Establishing best management practices and functional standards
- ⊕ Approving and monitoring the appointment of senior management
- ⊕ Fulfilling any activity or power delegated to the executive committee by the Board that conforms to the Company's memorandum of incorporation

Succession planning

The Board appoints the chairman and the Group chief executive. The Board reviews the chairman's performance on a regular basis and the remuneration & human resources committee assesses the Group chief executive annually. This committee recommends to the shareholders the proposed remuneration of the non-executive directors. The Board approves the Group chief executive and executive committee members' remuneration annually.

The nomination committee is responsible for Board succession planning. The Board approves the senior management appointments. Succession plans are in place for the Group chief executive officer and other members of senior management.

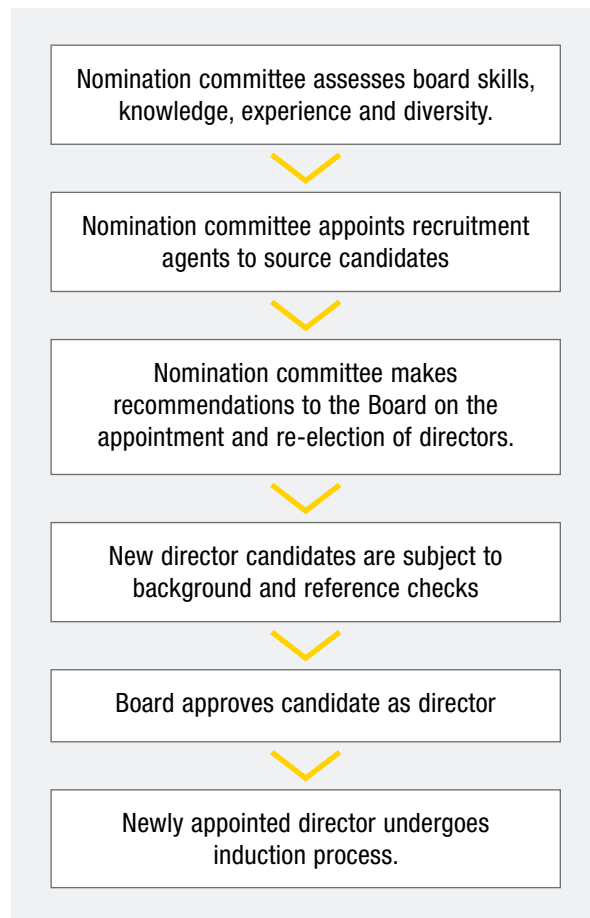
King IV™ Principle achieved: 10

Selection of directors and induction

There is a Board-approved policy for the selection and continuation of office for directors specifying the nomination and evaluation processes to be followed. All directors are appointed at the AGM by shareholders' resolution. One third of all directors are required to retire annually by rotation and are considered for re-appointment at the AGM if put forward for re-election. The Board is permitted to remove a director without shareholder approval for due cause.

The nomination committee assists in identifying suitable candidates that will address the Board's requirements in terms of knowledge, skills and resources. All appointments comply with the requirements of the Companies Act and the Company's memorandum of incorporation.

Board appointment process



ONLINE

A brief CV for each director standing for election or re-election at the AGM is included in the annual integrated report

Newly appointed non-executive directors undergo an induction process, providing them with information on the Group's strategy and operations, and setting out their responsibilities. This includes extensive meetings and discussions with Group management. Continuing development training is available to directors on request.

King IV™ Principle achieved: 7

Changes to the Board

Due to the Company being subject to ATON's mandatory offer, Takeover Regulations prescribed under the Companies Act impose certain restrictions on ATON (as an offeror) and the Company (as an offeree) during the offer period. In this regard, Regulation 108 provides that no director may resign from an offeree regulated company during an offer period. As a result, no changes were made to the Board or to the membership of the Board's committees.

Director independence assessment

An evaluation of the independence of the non-executive directors was conducted. The Board is satisfied that they are independent in character and judgement.

Group secretary

Bert Kok is the company secretary and is responsible for ensuring the proper administration of the Board and that sound corporate governance procedures are followed. The company secretary is not a director of the Board. All directors have access to the advice and services of the company secretary and have full and timely access to information that may be relevant for the proper discharge of their duties.

The responsibilities of the company secretary include assisting the Board with:

- The nomination and appointment of directors through the nomination committee
- Director induction and training programmes
- Providing guidance to the Board on director duties, responsibilities and good governance
- Keeping the Board and committee Charters up to date
- Preparing and circulating Board papers
- Drafting the Board annual work plan
- Preparing and circulating minutes of Board and committee meetings
- Evaluation of the Board, committees and individual directors.

The Board evaluates the competency and effectiveness of the company secretary, as required in terms of the JSE Listings Requirements. This process includes an assessment of the company secretary's eligibility, skills, knowledge and execution of duties. The Board has considered and is satisfied that the appointment and function of the company secretary are in line with the requirements of the Companies Act. Bert has more than 15 years' experience as a company secretary in a listed company environment. He was previously a director of Chartered Secretaries Southern Africa and its past president in 2010. He is also the secretary of the Bombela Concession Company, in which the Group holds a 50% shareholding.

The Board confirms that the company secretary maintains an arm's length relationship with the Board and the directors, noting that the company secretary is not a director of the Company and is not related to any of the directors. The company secretary is independent from management and does not have executive duties and responsibilities, aside from the core responsibilities of a company secretary. He is not a material shareholder of Murray & Roberts and is not party to any major contractual relationship with Murray & Roberts.

King IV™ Principle achieved: 10

Relationships with Group subsidiaries

The Group governance framework forms the basis for subsidiary governance frameworks and has been implemented across the Group. The subsidiary (platform) boards follow the same format as the Group Board governance framework.

A comprehensive delegated authority matrix has been approved by the Board. It is regularly reviewed and updated when necessary.

King IV™ Principle achieved: 10

Integrated assurance

The audit & sustainability committee has a good understanding of integrated reporting, internal financial controls, the external and internal audit process, corporate law, risk management, sustainability issues, information technology governance and governance processes within the Group.

The risk management committee reviewed the integrated assurance model, comprising risk management, regulatory compliance, and internal and external audits. Following this, the Board approved the Group Integrated Assurance Policy based on the strength of the committee's recommendation. The risk management committee oversees and monitors the co-ordination of the assurance activities included in the integrated assurance model.

The model assists in asserting control over key risks and mitigants identified and controlled by management, using a risk framework determined by the risk management committee.

The internal control and the integrated assurance model includes:

- A documented organisational structure with appropriate division of responsibility
- Policies and procedures (including a Code of Conduct to foster a strong ethical climate) communicated throughout the Group
- Mechanisms ensuring compliance and monitoring the effective implementation of the system on a continuous basis

King IV™ Principle achieved: 4 and 15

Risk management, systems of control and internal audit

The risk management committee assists the Board in executing its responsibility for risk governance. The Board is responsible for determining the Group's level of risk tolerance by considering and approving a risk tolerance matrix against which all business risks are measured.

Group management is responsible for the design, implementation and monitoring of the Group risk management plan, which includes the development and maintenance of a comprehensive risk management system. This system requires that a risk assessment be carried out for every project at the bidding stage. Quarterly risk assessments are then carried out across projects and businesses, key risks are escalated to the Board through quarterly risk reports, and reported risks are discussed with, and interrogated by, Group management.

The embedded risk management system is comprised of frameworks, standards and procedures, and is designed to anticipate and identify unpredictable and emerging risks in sufficient time for adequate management interventions to be initiated. The Board regularly assesses the operation of this system, ensuring its effectiveness.

Group internal audit is an independent assurance provider led by the chief audit executive and resourced with internal employees and external resources. The internal audit assurance provided consists of independent evaluations of the adequacy and effectiveness of risk management, internal controls, financial reporting mechanisms and records, information systems and operations, safeguarding of assets (including fraud prevention), and adherence to laws and regulations. It also includes a review of strategic risk mitigations, a risk-based review of major projects, key business processes and systems, the Group's sustainability information, IT governance and IT general controls. An internal audit charter, reviewed by the audit & sustainability committee and approved by the Board, formally defines the purpose, authority and responsibility of internal audit. The charter gives the chief audit executive direct and unrestricted access to the chief executive officer and chief financial officer.

Group internal audit focuses on the adequacy and effectiveness of the Group's governance, risk management and control structures, systems and processes. The audit follows a risk-based approach, key to which is a focus on the Group's strategy and associated risks. The centralised function operates in terms of a formal mandate, in conformance with the International Professional Practices Framework for Internal Audit (Standards) and meets the needs and requirements of management and the audit & sustainability committee.

This audit remains a vital part of the Group's governance and combined assurance structures. It assists the Board and executive management to achieve their objectives and to maintain an effective internal control environment by using a risk-based approach to continuously evaluate those controls and recommend improvements based on whether they are adequately designed and operating efficiently and effectively.



King IV™ Principle achieved: 13

Technology and information governance

The Board is aware of, and takes responsibility for, IT governance in the Group. An IT charter, policies and standards have been approved by the Board and implemented by management. IT is a regular agenda item at Board meetings and the Board obtains annual assurance on the effectiveness of IT controls. The Board has oversight of significant IT projects and makes decisions on major IT investments. The Board obtains annual assurance on IT governance and controls across the Group. The chief information officer regularly interacts with the Board on strategic IT matters.

The Board-approved IT strategy aligns IT with strategic business processes, encouraging innovative use of IT to ensure the business is well-supported by technology. Management is responsible for the implementation of IT processes and structures, as per the IT charter, through an IT steering committee and a technical advisory committee.

IT strategic and operational risks have been identified and are monitored and reported at IT steering committee meetings. Strategic risks are regularly reported into the Group's risk management system. Disaster recovery is well-established in Group systems and is tested regularly.

King IV™ Principle achieved: 12



ETHICAL CULTURE

The ethical principles set out in the Code of Conduct require individual directors to:

- Adhere to legal standards of conduct set out in the Companies Act
- Exercise their fiduciary duties in the best interest of the Group
- Take independent advice if needed to discharge their duties according to an agreed procedure
- Disclose real or perceived conflicts to the Board and deal with them accordingly
- Deal in securities only in accordance with the relevant policy

In accordance with the JSE Listings Requirements, the Group has a policy requiring directors and officers who may have access to price-sensitive information, to be precluded from dealing in the Group's shares during closed periods. Such closed periods commence from the end of December until the release of the Group's interim result in February of each year and from the end of June until the release of the Group's annual result in August of each year.

To ensure that dealings are not carried out at a time when other price-sensitive information may be known, directors and officers must at all times obtain permission from the chairman, Group chief executive or Group financial director, as the case may be, before dealing in the shares of the Group. The company secretary is notified of any share dealings and, in conjunction with the corporate sponsor, publishes the details for dealings in the Group's shares by directors and officers that have been approved on the SENS of the JSE Limited.

King IV™ Principle achieved: 7

Organisational ethics

Managing Group ethics is an important part of the Board's focus and responsibility. The Board reviews the Group's compliance with laws, rules, codes and standards through the work plan of the social & ethics committee, which ensures that the Group subscribes to ethical business principles supported by policies, standards and procedures. Behaviour is managed and monitored, and instances of unethical behaviour are reported and fully addressed.

Assurance through appropriate audit, review and control processes is provided for all perceived high-risk compliance matters.

New employees undergo induction training, which includes the Code of Conduct. Refresher Code of Conduct training is undertaken every two years for all employees.

King IV™ Principle achieved: 2

Conflicts of interest and share dealings

The independence of the Board and procedures for ensuring that relevant conflicts of interest are addressed are stipulated in the Board Charter and terms of reference.

Directors are aware that when a matter in which they have a personal financial interest is considered by the Board, the interest must be disclosed prior to the Board meeting. These disclosures are noted by the Board when necessary, and recorded in the minutes of the Board meeting. In these instances, the director concerned is recused and may not take part in the Board's consideration of the matter.

A culture of compliance

The Group Integrated Assurance Policy sets the mandate for regulatory compliance, which includes the implementation of a compliance framework and process as set out in the Group Code of Conduct and Group Regulatory Compliance Standard.

The social & ethics committee receives a regulatory compliance report at each meeting, updating it on Group activities that enforce and ensure legal compliance, and the committee reports back to the Board with its findings on a bi-annual basis. Assurance on perceived high-risk compliance matters was obtained by the social & ethics committee through both internal audit and regulatory compliance.

Through the social & ethics committee, the Board is advised of the prevailing regulatory environment and applicable and relevant changes thereto, and how those changes are likely to affect the Group. A legal update report is also submitted to the Board annually. Induction, training and legal opinions are resources made available to each individual director to ensure they are familiar with the laws, rules, codes and standard that apply to the local and international operations of the Group.

King IV™ Principle achieved: 13



GOOD PERFORMANCE

The Board is responsible for corporate governance and determining the Group's strategic direction. All decisions, deliberations and actions are based on the Group's Values, which ultimately support the performance of the Group.

Strategy performance and reporting

The Group's strategic focus is primarily directed at delivering services in the global natural resources market sectors of metal & minerals, oil & gas, and power & water. The Board has approved this strategy and oversees both its implementation and operational plans.

The Board is active in informing and approving the strategy of the Group, ensuring appropriate alignment between strategy and the purpose and mandate of the Group. The Board appreciates that strategy, risk, performance and sustainability are inseparable.

The Board, assisted by the audit & sustainability committee, assumes responsibility for the annual integrated report and ensures that the report fairly represents the performance of the Group, regarding both financial and non-financial aspects of performance. It includes the Group's summary of financial statements and commentary on material issues affecting the Group, its stakeholders and the environment.

The audit & sustainability committee has appointed an external, independent consultant to obtain assurance in relation to the reporting and disclosure of several material sustainability issues.

King IV™ Principle achieved: 4 and 5

Board evaluation

In line with the recommended best practice approach to the Board and Committee evaluation process, a self-assessment questionnaire was compiled and completed by all Board members during 2019. The aim of the evaluation is to determine the perceptions of Board members and to use that as a basis of interpretation and reporting.

In consultation with and agreed by the Chairman, a more comprehensive and informative approach was taken in compiling the 2019 questionnaire in comparison with previous questionnaire processes. In the past, the questionnaires concentrated on compliance to the governance code recommendations in a checklist, tick-box format. In comparison, the 2019 questionnaire was premised on a "Thinking Board" principle and a specialised software package was obtained to facilitate the survey process.

The results of the survey revealed that the highest concern of the Board is the Impact of Technology in the Strategy dimension. This indicates that the Board is aware that understanding the strategic opportunities and risks from emerging technology is a key part of strategy implementation. The Board further indicated that it could improve its understanding of cyber risks to ask the right questions on how these are addressed.

The results in the Transformation dimension reveals that Board members are of the opinion that focused discussions are needed on how management is driving Broad-Based Black Economic Empowerment in recruitment across the work force and to encourage management to create platforms for previously disadvantaged and female role models.

In addition, it is a longstanding practice that at every Board and committee meeting, the non-executive directors meet without management present. This provides an opportunity for the non-executive directors to share thoughts and insights with their peers. The chairman provides the necessary feedback from the closed sessions to the Group chief executive to action.



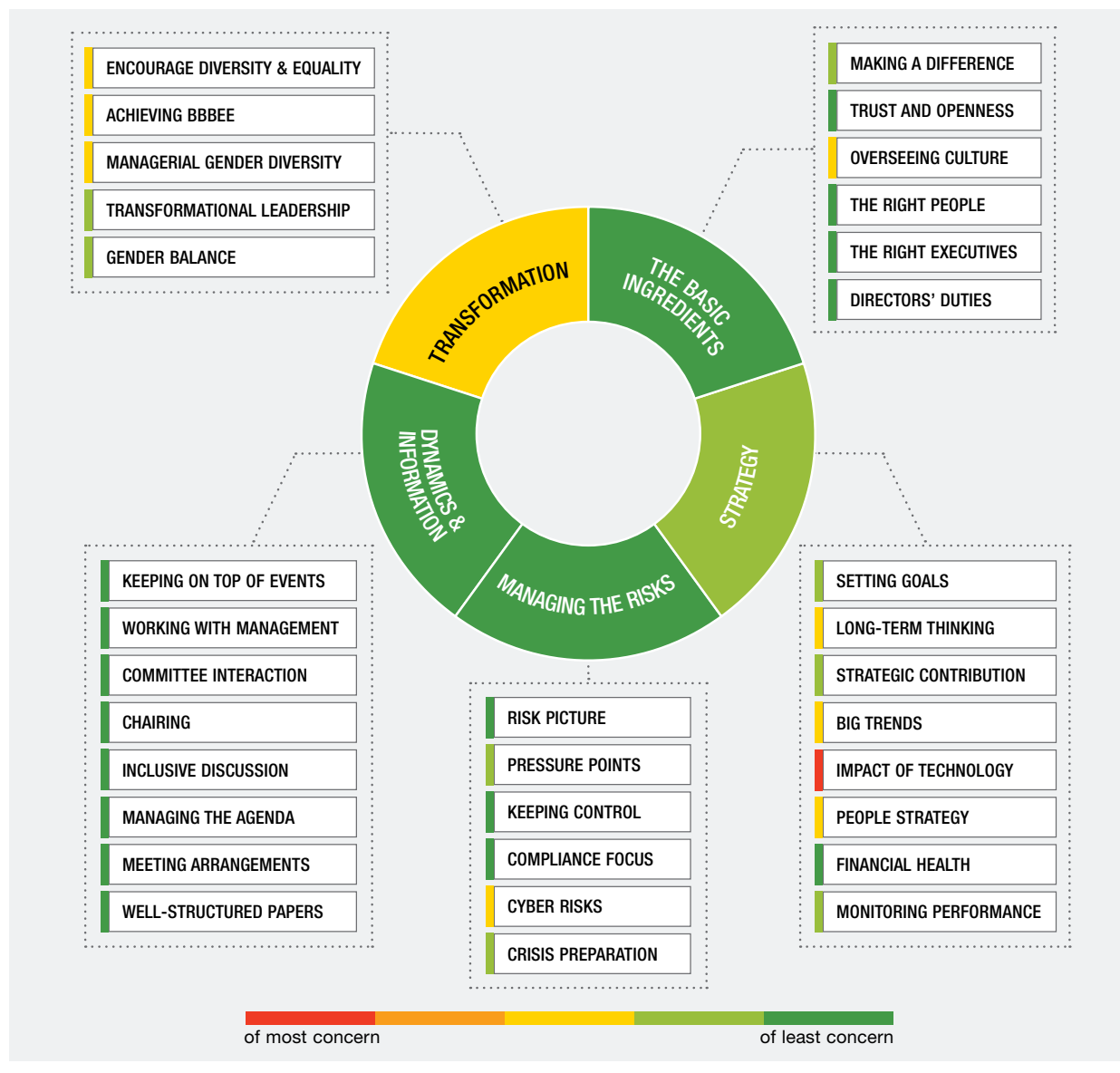
The Board undertook a detailed and in-depth self-assessment of its performance during the year, measured against five key performance dimensions:

- ⊕ Dynamics and information
- ⊕ The basic ingredients
- ⊕ Managing the risks
- ⊕ Strategy
- ⊕ Transformation

Following the self-assessment, the Board identified the following focus areas for improvement:

- ⊕ Understanding the impact of technology on the strategy
- ⊕ Driving long-term thinking throughout the Group and understanding of big trends
- ⊕ Deliver an effective people strategy
- ⊕ Effective management of cyber risk
- ⊕ Achieving transformation

King IV™ Principle achieved: 9



Remuneration

The Group believes that directors, senior executives and employees should be paid fair, competitive and appropriately structured remuneration in the best interests of shareholders. The Group's remuneration policy for executive directors and prescribed officers takes into account fixed and variable components of total reward (informed by Remchannel benchmark) linked to specific performance targets. Shareholders were consulted in this process of establishing the remuneration policy.

Remuneration is disclosed per individual executive director and prescribed officer in the Company's annual integrated report and annual financial statements.

The remuneration policy and report on the implementation of the remuneration policy are set out in the remuneration report in the Company's annual integrated report and is voted upon annually by shareholders on an advisory basis. At the 2018 AGM, 99.87% of shareholders voted in favour of the Group's remuneration policy and 99.98% voted in favour of the implementation of the remuneration policy.

Proposed fees for non-executive directors are approved annually by shareholders through a special resolution.



King IV™ Principle achieved: 14



LEGITIMACY

The Board provides strategic direction and approves policies and frameworks to ensure that all sustainability-related economic, financial, social, environmental and ethical issues are addressed. The Board has established Board committees to assist in discharging its duties as set out in the approved committee mandates and terms of references.

With the Board's strategic direction, the Group seeks to protect, enhance and invest in the wellbeing of the economy, society and the environment. The social & ethics committee ensures that the Group formulates collaborative responses to sustainability challenges.

King IV™ Principle achieved: 3

Ensuring our reputation

The Group's reputation as a responsible multinational organisation is a function of policy directives that set high standards for all its businesses, according to recognised best practice.

Stakeholder relationships

Murray & Roberts strives to communicate and engage transparently, effectively and inclusively with all its key stakeholder groups. Ongoing engagement processes aim to ensure that interaction with stakeholders in all our markets is effective and ongoing.

The Board takes account of the legitimate interests and expectations of stakeholders in its decision-making processes and has adopted a stakeholder engagement framework which is proactively implemented and followed by management.

The Board encourages proactive engagement with shareholders, including engagement at the AGM. All directors and the designated partner of the external audit firm are available at the AGM to respond to shareholder's queries and the minutes are made available on the Company's website.

King IV™ Principle achieved: 16

Diversity

The Board acknowledges the importance of diversity and a formal policy was adopted to guide and assist the Board in attaining gender and race diversity at Board level.

The Group has also adopted a diversity policy, based on the belief that diversity of race, gender, skills and perspectives can be a strength that propels performance. The policy sets the framework within which the Group's subsidiaries (business platforms) respond to different localisation priorities, which include developing local leadership and skills, and entering into joint ventures and partnerships with local contractors in line with local contracting conventions.

Board committees

The Board has established and mandated a number of permanent standing committees to perform specific work on its behalf in various key areas affecting the business of the Group.

Each committee operates according to Board-approved terms of reference, which are regularly reviewed and updated where necessary. With the exception of the executive committee, an independent non-executive director chairs each committee and is appointed by the Board.

Each committee chairman participates fully in setting the committee agenda and reporting back to the Board and the following Board meeting. As mandated by the individual committee's terms of reference, each committee chairman attends the AGM and is available to respond to shareholder questions on committee activities.

Shareholders elect the members of the audit committee at each AGM. The audit committee still forms part of the unitary Board even though it has statutory duties over and above the responsibilities set out in its terms of reference.

The Board

The Board meets formally four times during the reporting period. In addition, directors meet ahead of the scheduled meeting where the Group's budget and business plan is examined in the context of the approved strategy.

Between meetings directors are kept informed, by the Group chief executive, of major developments affecting the Group.

The Board's policy of visiting areas of the Group's operations on an annual basis has continued. During the year under review, the Board visited the Organica Water resource recovery facility in Verulam, KwaZulu-Natal, South Africa.

Record of Board and committee attendance

BOARD											
	Meetings				Special						
Meeting Date	18/08/28	18/11/29	19/03/06	19/06/07	18/07/10	18/09/19	18/11/01	19/02/21	19/06/05	19/05/24	
NAME OF DIRECTOR											
D Grobler	✓	✓	✓	✓	✓	✓	✓	✓	✓		X
R Havenstein	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓
S Kana	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓
H Laas	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓
N Langa-Royds	✓	✓	✓	✓	✓	✓	✓	✓	✓		X
A Maditse	✓	✓	✓	✓	✓	✓	✓	X	✓		✓
E Mashilwane	✓	✓	✓	✓	✓	X	✓	✓	X		✓
XH Mkhwanazi	✓	✓	✓	✓	✓	X	✓	✓	✓		✓
D Radley	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓
K Spence	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓

AUDIT					RISK				REMUNERATION			
Meeting					Meeting				Meeting			
Meeting Date	18/08/28	18/11/28	19/03/05	19/06/05	18/08/28	18/11/28	19/03/05	19/06/05	18/08/27	18/11/27	19/03/04	19/06/04
NAME OF DIRECTOR												
D Grobler	–	–	–	–	–	–	–	–	–	–	–	–
R Havenstein	–	–	–	–	–	–	–	–	✓	✓	✓	✓
S Kana	–	–	–	–	–	–	–	–	✓	✓	✓	✓
H Laas	–	–	–	–	–	–	–	–	–	–	–	–
N Langa-Royds	–	–	–	–	✓	✓	✓	✓	✓	✓	✓	X
A Maditse	–	–	–	–	–	–	–	–	✓	✓	✓	✓
E Mashilwane	✓	✓	✓	✓	✓	X	✓	✓	–	–	–	–
XH Mkhwanazi	–	–	–	–	X	✓	✓	✓	–	–	–	–
D Radley	✓	✓	✓	✓	✓	✓	✓	✓	–	–	–	–
K Spence	✓	✓	✓	✓	✓	✓	✓	✓	–	–	–	–

NOMINATION				HEALTH, SAFETY & ENVIRONMENT				SOCIAL & ETHICS			
Meeting				Meeting				Meeting			
Meeting Date	18/08/27	19/03/06	19/06/03	18/08/27	18/11/27	19/03/04	19/06/04	18/08/27	18/11/27	19/06/04	
NAME OF DIRECTOR											
D Grobler	–	–	–	–	–	–	–	–	–	–	–
R Havenstein	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
S Kana	✓	✓	✓	–	–	–	–	–	–	–	–
H Laas	–	–	–	✓	✓	✓	✓	–	–	–	–
N Langa-Royds	✓	✓	✓	–	–	–	–	✓	✓	✓	✓
A Maditse	–	–	–	✓	✓	✓	✓	✓	✓	✓	✓
E Mashilwane	–	–	–	–	–	–	–	–	–	–	–
XH Mkhwanazi	–	–	–	X	✓	✓	✓	X	✓	✓	✓
D Radley	–	–	–	–	–	–	–	–	–	–	–
K Spence	–	–	–	✓	X	✓	✓	–	–	–	–

✓ Present

X Apologies

– Not a member

Key decisions and deliberations by the Board

During the year, the Board focused on the following items (in addition to the standing items on the agenda):

- ✚ Considered and approved the proposed acquisition of the Aveng Group
- ✚ Approved the submission of five tenders in excess of US\$300m each
- ✚ Received regular updates from the Independent Board on the status of the ATON mandatory offer
- ✚ Received regular updates on the closure of the Middle East operations
- ✚ Received regular updates on all the major commercial matters within the Group.

Independent Board

Following ATON's announcements during FY2018 to initially make a general offer and later a mandatory offer to acquire shares in Murray & Roberts, in accordance with the requirements of the Companies Act, the Board has constituted an Independent Board comprising the following independent non-executive directors:

- ✚ Suresh Kana (chairman)
- ✚ Ralph Havenstein
- ✚ Alex Maditsi
- ✚ Diane Radley

The Independent Board's duties are set out in the Takeover Regulations and they are assisted by the Board-appointed legal advisors, Webber Wentzel.

Committees of the Board

The Board has set up the following sub-committees to assist it in the discharge of its duties. Each committee of the Board has a formal term of reference that sets out its role, powers and responsibilities. The committee chairperson reports back to the Board on key issues covered at the meeting.

Each committee undertakes a committee assessment on a regular basis and a committee report, including key areas of focus during the reporting period, is included below.



ONLINE

More information relating to the activities of the remuneration & human resources committee can be found in the remuneration report and the activities of the audit & sustainability committee can be found in the annual financial statements.

King IV™ Principle achieved: 8 and 11

NOMINATION COMMITTEE

Purpose

The nomination committee ensures that the structure, size, composition and effectiveness of the Board and its committees are maintained at levels that are appropriate to the Group's complexity and strategy.

It regularly evaluates the performance of the Board and the directors serving on the Board. The Board is responsible for evaluating the performance of the Group chairman. The committee operates under a term of reference which was approved by the Board.



PG 14

For membership of the committee.

Key focus areas

Board appraisal

During 2019, a self-assessment questionnaire was compiled, premised on a 'Thinking Board' principle, using specialised software and then completed by all Board members. The aim of the evaluation is to determine the perceptions of Board members and use these as a basis of interpretation and reporting.



PG 12

More detail on the board evaluation process and results of the survey.

Succession

Succession planning, taking into account Group strategy, BBBEE requirements and future retirements from the Board, has been ongoing. The committee takes cognisance of the importance of institutional knowledge to the Board and the need to balance this with introducing new capacity.

Independence of non-executive directors

An evaluation of the independence of the non-executive directors was conducted. The Board is satisfied that they are independent in character and judgement.

Audit committee

The committee considered whether the current members (individually/collectively) of the audit & sustainability committee satisfy the requirements of the Companies Act and King IV™. Following this review, it is recommended that the election of the members of the audit & sustainability committee be approved by the shareholders at the AGM. The members of the audit & sustainability committee will serve for a one-year term, concluding at the FY2020 AGM.

SOCIAL & ETHICS COMMITTEE

Purpose

The social & ethics committee's primary responsibility is to monitor and oversee the Group's commitment to Zero Harm from its business activities.



PG 14

For membership of the committee.

Terms of reference

As required by the South African Companies Act and amongst others, the committee's responsibilities include:

- ⊕ Assessing and measuring social and ethics performance with reference to the United Nations Global Compact Principles, the OECD Guidelines for Multinational Enterprises, the JSE Socially Responsible Investment Index, the BBBEE scorecard, and International Labour Organisation protocols.
- ⊕ Monitoring the Group's implementation of and compliance with sound principles of governance, including the principles set out in King IV™.
- ⊕ Ensure development and implementation of the Group's social and ethics strategy and structures.
- ⊕ Determine Group-wide compliance with laws, rules, codes and standards.

Key focus areas

The committee's key focus areas during the year included:

- ⊕ Driving BBBEE in the Groups' South African operations, by supporting the establishment of a Group Transformation Steering committee.
- ⊕ Promoting the Group Code of Conduct and motivating ethical behaviours.
- ⊕ Preventing and combating bribery and corruption.
- ⊕ Monitoring and encouraging the Group's worldwide community development plans.

RISK MANAGEMENT COMMITTEE

Purpose

The risk management committee assists the Board to fulfil its governance responsibilities in terms of the Group Integrated Assurance Framework.



PG 14

For membership of the committee.

Risk management

The role of the committee is to assist the Board to ensure that:

- ⊕ The Group has designed, implemented and monitors an effective policy and plan for risk management, with appropriate organisational structures, processes and systems in place, that together enhance the Group's ability to achieve its strategic objectives.
- ⊕ All significant risk exposures are timeously identified and clearly understood by management, and that mitigation responses are effectively and efficiently implemented to preserve and promote stakeholder interests.
- ⊕ The Group's risk management and control systems are adequate and effective, and disclosure regarding risk is comprehensive, timely and relevant.

HEALTH, SAFETY & ENVIRONMENT COMMITTEE

Purpose

The health, safety & environment ("HSE") committee assists the Board to fulfil its supervisory role relating to the integration of sound HSE management into all aspects of the Group's business activities.

The HSE committee encourages and supports the Group to strive for a healthier and safer environment for all its employees, subcontractors and the communities in which it conducts its business.

It ensures that the Group commits to best practice in health, safety and protection of the environment and public against hazards and aspects associated with its activities; and to meet relevant regulatory requirements with an aim to operate at even higher standards than those imposed by the relevant safety, health and environmental laws.



PG 14

For membership of the committee.

Terms of reference

The committee's responsibilities include:

- ⊕ Approving the framework, policies, standards and guidelines for HSE management.
- ⊕ Satisfying itself that management has developed and implemented a Group-based HSE management system consistent with best practices and that effective programmes have been put in place to monitor the implementation of policies and standards across the Group.
- ⊕ Encouraging the development of policies, guidelines and practices congruent with the Company's HSE policies.
- ⊕ Monitoring key trailing and leading indicators of health, safety and environmental performance.
- ⊕ Taking into consideration substantive national and international regulatory and technical developments and respond appropriately.
- ⊕ Reviewing compliance by the Company and its subsidiaries, contractors and associates with Group policies, standards, guidelines, and appropriate local and international standards and relevant local laws in health, safety and environmental matters.



ONLINE

More detail on the activities of the social & ethics and health, safety & environment committees can be found in the sustainability report.

The principle of ***Engineered Excellence*** informs all our decision-making. It means we **engineer** or plan everything we do, in such a way that we achieve an outcome of **excellence**.

ENGINEERED EXCELLENCE

