



MURRAY & ROBERTS INFRASTRUCTURE
JEFFREYS BAY WINDFARM
EASTERN CAPE, SOUTH AFRICA

SUMMARISED FINANCIAL REPORT

116	RESPONSIBILITIES OF DIRECTORS FOR ANNUAL FINANCIAL STATEMENTS
116	CERTIFICATION BY COMPANY SECRETARY
117	AUDIT & SUSTAINABILITY COMMITTEE REPORT
119	BASIS OF PREPARATION
120	REPORT OF DIRECTORS
123	CONSOLIDATED STATEMENT OF FINANCIAL POSITION
124	CONSOLIDATED STATEMENT OF FINANCIAL PERFORMANCE
124	CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME
125	CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
126	CONSOLIDATED STATEMENT OF CASH FLOWS
127	ANALYSIS OF SHAREHOLDERS

RESPONSIBILITIES OF DIRECTORS

FOR ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2014

The directors of the Company and the Group are responsible for the preparation of the annual financial statements that fairly present the state of affairs of the Company and the Group at the end of the financial year and of the profit or loss and cash flows for that year in accordance with International Financial Reporting Standards ("IFRS") and per the requirements of the Companies Act 71 of 2008 (as amended) ("Companies Act"). The directors of the Company are responsible for the maintenance of adequate accounting records and the preparation and integrity of the annual financial statements and related information.

To enable directors to meet these responsibilities:

- a) The Board and management set standards and management implements systems of internal controls, accounting and information systems; and
- b) The audit & sustainability committee recommends Group accounting policies and monitors these policies.

The directors are responsible for the systems of internal control. These are designed to provide reasonable, but not absolute, assurance as to the reliability of the annual financial statements and to adequately safeguard, verify and maintain accountability of assets, and to prevent and detect material misstatement and loss. The systems are implemented and monitored by suitably trained personnel with appropriate segregation of authority and duties.

The internal audit function is led by the Group internal audit executive and comprises both internal employees and resources from KPMG. It serves management and the Board by performing an independent evaluation of the adequacy and effectiveness of risk management, internal controls, financial reporting mechanisms and records, information systems and operations, safeguarding of assets and adherence to laws and regulations.

Even though the Group has identified certain financial control weaknesses which are currently being addressed, the Group's system of internal controls continues to provide a basis for the preparation of reliable annual financial statements in all material respects.

The annual financial statements have been prepared in accordance with IFRS and the Companies Act and are based on appropriate accounting policies, supported by reasonable and prudent judgements. These accounting policies have been applied consistently compared to the prior year except for the adoption of new or revised accounting standards as set out in note 1.

The annual financial statements have been compiled under the supervision of AJ Bester (CA) SA, (Group financial director) and have been audited in terms of Section 29(1) of the Companies Act of South Africa.

The directors are of the opinion that the Company and the Group have adequate resources to continue in operation for the foreseeable future based on forecasts and available cash resources and accordingly the annual financial statements have been prepared on a going concern basis.

It is the responsibility of the auditors to express an opinion on the annual financial statements. Their unmodified report to the shareholders of the Company and Group is available in the online integrated report.

APPROVAL OF ANNUAL FINANCIAL STATEMENTS

The annual financial statements of the Company and the Group for the year ended 30 June 2014, is available in the online integrated report, and were approved by the Board of directors at its meeting held on 27 August 2014 and are signed on its behalf by:

M Sello
Group chairman

HJ Laas
Group chief executive

AJ Bester
Group financial director

CERTIFICATION BY

COMPANY SECRETARY FOR THE YEAR ENDED 30 JUNE 2014

In terms of section 88(2)(e) of the Companies Act, as amended, I, L Kok, in my capacity as Group company secretary, confirm that, to the best of my knowledge and belief, for the year ended 30 June 2014, Murray & Roberts Holdings Limited has filed with the Companies and Intellectual Property Commission all such returns and notices as are required of a public company in terms of the Companies Act and that all such returns and notices appear to be true, correct and up to date.



L Kok
Group company secretary

AUDIT & SUSTAINABILITY COMMITTEE



DAVE BARBER

The committee assists the Board to fulfil its supervisory role to ensure the integrity of financial reporting in terms of accounting standards and the JSE Listings Requirements. It does so by evaluating the findings of the internal and external auditors, remedial actions taken and the adequacy and effectiveness of the system of internal financial controls required to form the basis for the preparation of reliable financial statements. The committee operates under a terms of reference which was reviewed and approved by the Board during the year.

The committee chairman reports on committee deliberations and decisions at the Board meeting immediately following each committee meeting. The internal and external auditors have unrestricted access to the committee chairman. The independence of the external auditor is regularly reviewed and all non-audit related services are pre-approved and notified.

The committee reviews the quality and effectiveness of the external audit process. The committee is satisfied that the external auditor is independent and has nominated Deloitte & Touche for re-election at the forthcoming annual general meeting of shareholders. Deloitte & Touche is a properly accredited auditing firm with Tony Zoghby as the individual registered auditor.

MEMBERSHIP

Dave Barber serves as chairman of the committee, with Michael McMahon and Royden Vice as members, all of whom are suitably skilled and experienced to discharge their responsibilities in compliance with the Companies Act. The Group chairman, Group chief executive, Group financial director, Group commercial executive, Group internal audit executive and the external auditors all attend meetings by invitation. The chairman of the committee also serves on the risk management committee. This ensures that overlapping responsibilities are appropriately addressed.

TERMS OF REFERENCE

The committee's responsibilities include:

- Assisting the Board to fulfil its responsibility with regard to financial and auditing oversight including internal financial controls;
- Monitoring and reviewing the Group's accounting policies, disclosures and financial information issued to stakeholders;
- Making recommendations to the Board to ensure compliance with IFRS;
- Discussing and agreeing the scope, nature and priority of the external and internal audits including the reviewing of the quality and effectiveness of the external audit process;
- Nominating an independent auditor for shareholder approval, terms of audit engagement, determining external auditor fees, the nature and extent of non-audit related services and pre-approving contracts for non-audit related services;
- Reviewing fraud and information technology risks as they relate to financial reporting;

- Receiving and dealing appropriately with any complaints relating to either accounting practices and internal audit or to the content or auditing of entities in the Group's annual financial statements or related matters;
- Reviewing the integrated report and recommending approval to the Board;
- Reviewing price-sensitive information such as trading statements; and
- Performing functions required of an audit committee on behalf of subsidiaries incorporated in the Republic of South Africa.

ASSESSMENT

The committee evaluated its performance and effectiveness by way of self-assessment questionnaire. Based on the results, the committee believes that it functions effectively and has complied with its terms of reference in all material respects.

STATUTORY DUTIES

In addition to the duties set out in the terms of reference, the committee performed the required statutory functions in terms of Section 94(7) of the Companies Act.

FINANCIAL DIRECTOR AND FINANCE FUNCTION

The committee considered and satisfied itself of the appropriateness of the expertise, experience and performance of the Group financial director during the year. The committee also considered and satisfied itself of the appropriateness of the expertise and adequacy of resources of the finance function as well as the experience of senior members of management responsible for the finance function.

INTERNAL AUDIT

The Group audit executive leads the internal audit function which covers the global operations and are resourced with both internal employees and resources obtained from KPMG. It assists the Board and management in maintaining an effective internal control environment by evaluating those controls continuously, using a risk-based approach, to determine whether they are adequately designed, operating efficiently and effectively, and to recommend improvements. 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 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 integrated assurance model was applied to ensure a coordinated approach to all assurance activities, appropriate to address the significant risks facing the Group.

The annual plan is based on an assessment of risk areas internal audit and management identifies, as well as focus areas highlighted by the audit committee and management. The plan also considers work performed by other assurance providers in the Group.

AUDIT & SUSTAINABILITY COMMITTEE *continued*

The annual audit plan is updated as appropriate to ensure it remains responsive to changes in the business. A comprehensive report on internal audit findings is presented to the audit committee quarterly. Follow-up audits are conducted in areas where major internal control weaknesses are found. The audit committee approved internal audit's risk-based audit plan for FY2015. The internal audit function reports directly to the audit committee and their mandate in relation to the internal audit function is to:

- Approve the appointment, performance and dismissal of the chief audit executive;
- Review and recommend to the Board for final approval, the internal audit charter including, inter alia, the purpose, authority and responsibility of the internal audit activity;
- Receive a summary report of the major findings of internal audit reports and management's response;
- Review the internal audit program, coordination between the internal and external auditors and the resourcing and standing within the Company of the internal audit function;
- Monitor and evaluate the performance of the internal audit function in terms of agreed goals and objectives;
- Receive confirmation that Group internal audit is in general conformance with the IIA's *International Standards for the Professional Practice of Internal Auditing*; and
- Ensure that the chief audit executive has unrestricted access to the chairman of the audit committee.

An internal audit charter, reviewed by the committee and approved by the Board, formally defines the purpose, authority and responsibility of the internal audit function. The charter gives the chief audit executive direct access to the chief executive officer, Group financial director, chairman of the audit committee and chairman of the Board. The chief audit executive has unfettered access to board and committee minutes and submissions, and the risk register of the Group and operations.

INTERNAL FINANCIAL CONTROLS

The internal audit plan works on a multi-year program and based on the reviews and findings to date of the Group's system of internal control and risk management in 2014, which included the design, implementation and effectiveness of internal financial control and considering information and explanations provided by management and the results of the external audit, the Group's system of internal financial controls provides a reasonable basis for the preparation of reliable annual financial statements in all material aspects.

AUDIT AND ADMINISTRATION

Financial leadership in Murray & Roberts caters for growth in the business, including ongoing employment and redeployment of senior financial executives. The Group financial director and lead external audit partner attend selected contract and subsidiary reviews throughout the year. Audit close-out meetings are held between external auditors and operational management at year-end. A detailed audit summary memorandum is prepared for all Group operating entities and a consolidated report is presented to the committee. There is an agreed procedure for the committee to seek professional independent advice at the Company's expense.

INTEGRATED REPORTING

During the year under review, external service providers were appointed to provide assurance on the sustainability information. The committee recommended the integrated report and the Group's financial statements for Board approval. It is satisfied that they comply with IFRS on a going concern basis following an assessment of solvency and liquidity requirements.

ASSURANCE

Group assurance has expanded its activities and made significant progress to ensure effective coverage of the Group's operations, implementation of King III principles and recommendations, and sustainability assurance.

The Group's commitment to continuous improvement in achieving acceptable levels of assurance is underscored by various policy frameworks that were developed and implemented, including a stakeholder management framework, regulatory compliance and information management frameworks. The Opportunity Management System was developed in-house and continues to be enhanced to highlight project risks entering the Group's environment.

The multi-year rolling internal audit plan is designed to provide assurance that the major risks and key processes are effectively mitigated and managed, to recommend improvements and track the implementation of audit recommendations.

The Group Integrated Assurance Framework governs and coordinates the overall approach to Group risk management. This entails understanding, identifying, reporting, managing and mitigating Group risk, and includes the process of independently auditing Group policies, plans, procedures, practices, systems, controls and activities to ensure that the Group achieves the level of operational efficiency and compliance required by the Board.

The efforts of the various internal and external assurance providers are coordinated to ensure coverage of agreed risk areas and to minimise duplication and eliminate gaps.

BASIS OF PREPARATION

The Group operates in the construction, engineering and mining environment and as a result the revenue is not seasonal in nature but is influenced by the nature of the contracts that are currently in progress. Refer to the Operational Performance Review for a more detailed report on the performance of the different operating platforms within the Group.

The summarised consolidated financial statements have been derived from the Group's consolidated financial statements for the year ended 30 June 2014, which were approved by the Board of directors on 27 August 2014. The summarised consolidated financial statements are consistent in all material respects with those consolidated financial statements. These summarised consolidated financial statements comprise a consolidated statement of financial

position at 30 June 2014, a consolidated statement of financial performance, consolidated statement of other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended. The complete set of consolidated financial statements was compiled under the supervision of AJ Bester (CA) SA, Group financial director.

The Group's consolidated financial statements for the year ended 30 June 2014 were audited by the auditor, Deloitte & Touche, on which an unmodified audit opinion was expressed on 27 August 2014.

The complete set of the consolidated financial statements together with the auditor's report is available in the online integrated report at www.murrob.com.

REPORT OF DIRECTORS

FOR THE YEAR ENDED 30 JUNE 2014

This report presented by the directors is a constituent of the consolidated annual financial statements at 30 June 2014, except where otherwise stated. All monetary amounts set out in tabular form are expressed in millions of Rand.

1 NATURE OF BUSINESS

Main business and operations

Murray & Roberts Holdings Limited is an investment holding company with interests in the construction & engineering, underground mining development and oil & gas markets.

The Company does not trade and all of its activities are undertaken through a number of subsidiaries, joint arrangements and associates. Information regarding the Group's major subsidiaries and associate companies appears in Annexure 1 of the consolidated financial statements.

Group financial results

At 30 June 2014 the Group recorded earnings of R1 400 million (2013: earnings of R1 470 million), representing a diluted earnings per share of 305 cents (2013: diluted earnings per share of 245 cents). Diluted headline earnings per share was 217 cents (2013: diluted headline earnings per share of 186 cents).

Full details of the financial position and results of the Group are set out in these consolidated financial statements. The consolidated financial statements have been prepared in accordance with IFRS. The accounting policies have been applied consistently compared to the prior year, except for the adoption of new or revised accounting standards as set out in note 1.

Going concern

The Board is satisfied that the consolidated financial statements comply with IFRS on a going concern basis following an assessment of solvency and liquidity requirements.

Uncertified revenue

Included in amounts due from contract customers in the statement of financial position is the Group's share of uncertified revenue that has been recognised through the statement of financial performance in current and prior periods in respect of claims and variation orders on projects (refer to note 9 of the consolidated financial statements), mainly related to Gautrain Rapid Rail Link ("Gautrain") and Dubai International Airport Concourse 2 ("Dubai International Airport"). During the year a financial settlement was reached on the claim relating to the Gorgon Pioneer Materials Offloading Facility ("GPMOF") contract. The uncertified revenue taken to book on GPMOF during previous financial years has now been certified. This settlement achieved additional income of R323 million.

A cumulative total revenue of R1 550 million being amounts due from contract customers, has been recognised in the statement of financial position at 30 June 2014 (2013: R2 062 million) as the Group's share of uncertified revenue

in respect of claims and variation instructions on the Group's projects. Recognition of these assets is supported by the Group's independent experts and advisers, and in accordance with IAS 11: *Construction Contracts*.

Resolution of these extremely complex legal and financial claims and variation instructions have yet to be finalised, and may be subject to arbitration and/or negotiation. This could result in a materially higher or lower amount being awarded finally, compared to that recognised in the statement of financial position at 30 June 2014.

Segmental disclosure

The Group previously managed its operations through five operating platforms; however, due to the classification of Construction Products Africa as discontinued this has been reduced to four operating platforms. An analysis of the Group's results reflects the results and financial position of each platform (refer to Annexure 3 of the consolidated financial statements).

To reposition Murray & Roberts and its brand in the minds of shareholders and other stakeholders, the Group renamed its four operating platforms to more accurately describe the target market sectors in which the Group applies its core capability in the delivery of engineering and construction projects.

The new platform names are:

- Infrastructure & Building (previously Construction Africa & Middle East);
- Energy & Industrial (previously Engineering Africa);
- Underground Mining (previously Construction Global Underground Mining); and
- Oil & Gas (previously Construction Australasia Oil & Gas and Minerals).

2 AUTHORISED AND ISSUED SHARE CAPITAL

Full details of the authorised and issued capital of the Company at 30 June 2014 are contained in note 12 of the consolidated financial statements.

Particulars relating to The Murray & Roberts Trust ("Trust") are set out in note 13 of the consolidated financial statements. During the year the Trust granted a total of nil options over ordinary shares (2013: 75 000 options) to senior executives including executive directors.

At 30 June 2014 the Trust held 30 150 (2013: 1 585 657) shares against the commitment of options granted by the Trust totalling 7 974 970 (2013: 13 467 865) ordinary shares. The shares held by the Trust were purchased in the market and have not been issued by the Company.

Particulars relating to the Letsema Vulindlela Black Executives Trust ("Vulindlela Trust") are set out in note 13 of the consolidated financial statements. During the year the Vulindlela Trust granted a total of 652 000 shares (2013: 597 000 shares) to black executives as part of the Group's BBBEE.

At 30 June 2014 the Vulindlela Trust held 10 675 904 (2013: 10 747 475) shares against the commitment of shares granted by the Vulindlela Trust totalling 3 544 500 (2013: 3 432 939) ordinary shares. The shares held by the Vulindlela Trust were purchased in the market and have not been issued by the Company.

The total number of ordinary shares that may be utilised for purposes of the Murray & Roberts Holdings Limited Employee Share Incentive Scheme ("Scheme") is limited to 7,5% of the total issued ordinary shares of the Company, currently 33 189 262 ordinary shares. As no shares have been issued to date in connection with the Scheme, this limit remains unutilised.

The Forfeitable Share Plan ("FSP") was approved by the shareholders in November 2012. Selected employees were allocated shares during the year by the remuneration committee totalling 3 151 543 shares (2013: 3 714 000). The shares held by the entities, in escrow, were purchased on the market and have not been issued by the Company.

3 DIVIDEND

The Board has declared a gross annual dividend of 50 cents per share on 27 August 2014. The Company has sufficient STC credits and consequently no withholding tax will be deducted.

The dividend has been declared from income reserves.

In terms of the dividends tax effective 1 April 2012, the following additional information is disclosed:

- The dividend is subject to a maximum dividend withholding tax of 15%. In determining dividend withholding tax, STC credits must be taken into account;
- The STC credits utilised per share amounts to 15% of the dividend; and
- The number of shares in issue at the date of this declaration is 444 736 118 (406 494 076 net of treasury shares) and the Company's tax reference number is 9000203712.

4 SUBSIDIARIES AND INVESTMENTS

Acquisitions

Acquisition of Clough limited non-controlling interests

The Group completed the Clough Transaction on 11 December 2013 for a consideration of R4 395 million (including transaction costs). The acquisition was funded through a combination of Clough on-balance sheet cash of R2 927 million as well as an external bridge facility of R1 468 million.

Disposals

Disposal of non-core assets

The Group continues to dispose of investment properties. Proceeds of R10 million was received in the current financial year. The remaining properties are expected to be disposed of within the next 12 months.

The Group continues to dispose of its remaining steel businesses. On 30 June 2014 (effective date) an option to purchase Kosto, the Mauritian steel operation, was exercised by the purchaser. The option value was R15 million and the proceeds were received in July 2014.

The Group disposed of the following non-core assets during the current financial year:

- Disposal of the Construction Products Africa businesses, comprising Much Asphalt, Rocla, Ocon Brick and Technicrete, on 31 October 2013 (effective date) for gross proceeds of R1 325 million, of which R1 150 million was received on the disposal date. R75 million is receivable 12 months after the effective date and the remaining R100 million is receivable 24 months after the effective date;
- Disposal of Hall Longmore business on 28 February 2014 (effective date) for a gross consideration of R416 million. R265 million was received as at 30 June 2014, R60 million as a vendor loan is receivable over two years, and the balance of R91 million is structured as a short-term receivable; and
- Disposal of 100% shareholding in Hinton Rock Properties Proprietary Limited on 1 September 2013 for proceeds of R1.

Discontinued operations

During the current financial year the Group's Tolcon business was classified as held-for-sale. The sale of Tolcon (effective date 1 September 2014) was completed on obtaining Competition Commission approval. The sale agreement excludes the investments in the Bombela Concession and Bombela Operating Companies and also Entilini Concessions and its operating companies – the Group's Concessions businesses are not part of Tolcon.

5 SPECIAL RESOLUTIONS

During the year under review the following special resolution was passed by shareholders:

- 1) The proposed fees payable quarterly in arrears to non-executive directors.

In terms of the Companies Act requirements, special resolutions relating to sale of certain businesses were passed by subsidiary companies.

REPORT OF DIRECTORS *continued*

6 EVENTS AFTER REPORTING DATE

The five remaining historical incidents of collusive conduct have been settled with the Competition Commission. A provision was raised in the prior year with respect to these incidents.

During the current financial year the Group's Tolcon business was classified as held-for-sale. Refer to point 4.

The Oil & Gas platform is preparing to extend its engineering service offering globally. In August 2014, Clough completed a US\$5 million strategic acquisition of CH-IV, a boutique engineering company based in the United States of America and highly regarded in liquefied natural gas ("LNG") concept, Front End Engineering and Design, detailed design and owner's engineering arena, with capabilities across micro, midscale and large scale LNG developments.

Clough also completed the £9 million strategic acquisition of Booth Welsh, a privately owned engineering services company based in Ayrshire, Scotland. Booth Welsh specialises in the provision of electrical, instrumentation and automation design, process consultancy, project management, implementation and commissioning services.

The directors are not aware of any other matter or circumstance arising since the end of the financial year, not otherwise dealt with in the Group and Company financial statements, which significantly affects the financial position at 30 June 2014 or the results of its operations or cash flows for the year then ended.

7 INTEREST OF DIRECTORS

A total of 1 609 340 (2013: 2 418 030) share options are allocated to directors in terms of the Murray & Roberts Holdings Limited Employee Share Incentive Scheme. Further details are set out in note 13.

The directors of the Company held direct beneficial interests in 15 892 ordinary shares of the Company's issued ordinary shares (2013: 65 351 ordinary shares). Details of ordinary shares held per individual director are listed below.

BENEFICIAL	Direct	Indirect
30 June 2014		
DD Barber	2 723	–
AJ Bester	13 169	267 000
HJ Laas	–	374 500
30 June 2013		
RC Andersen*	54 459	–
DD Barber	2 723	–
AJ Bester	8 169	121 000
HJ Laas	–	166 500

* RC Andersen retired on 1 March 2013.

At the date of this report, these interests remain unchanged.

8 DIRECTORS

At the date of this report, the directors of the Company were:

Independent non-executive

M Sello (chairman); DD Barber; R Havenstein; NB Langa-Royds; JM McMahon; WA Nairn and RT Vice.

R Havenstein was appointed on 1 August 2014. TCP Chikane resigned on 20 August 2013.

Executive

HJ Laas (Group chief executive) and AJ Bester (Group financial director).

9 COMPANY SECRETARY

Bert Kok was appointed as company secretary effective 26 February 2014 and replaces Emmarentia Joubert. The company secretary's business and postal addresses are:

Business address	Postal address
Douglas Roberts Centre	PO Box 1000
22 Skeen Boulevard	Bedfordview
Bedfordview	2008
2007	

10 AUDITORS

Deloitte & Touche continued in office as external auditors. At the annual general meeting of 6 November 2014, shareholders will be requested to re-appoint Deloitte & Touche as external auditors for FY2015. AJ Zoghby will be the individual registered auditor who will undertake the audit.

27 August 2014

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 JUNE 2014

ALL MONETARY AMOUNTS ARE EXPRESSED IN MILLIONS OF RAND	Notes	2014	2013 ²
ASSETS			
Non-current assets			
Property, plant and equipment	2	3 248,4	3 054,8
Investment properties	3	–	–
Goodwill	4	486,4	487,9
Other intangible assets	5	118,0	197,2
Investments in associate companies	6	23,7	33,7
Other investments	7	671,6	582,6
Deferred taxation assets	21	426,5	656,6
Amounts due from contract customers	9	2 087,7	2 003,1
Non-current receivables		260,7	145,8
Total non-current assets		7 323,0	7 161,7
Current assets			
Inventories	8	326,4	349,0
Derivative financial instruments		–	1,9
Amounts due from contract customers	9	5 683,8	6 876,0
Trade and other receivables	10	1 765,5	2 020,4
Current taxation assets	34	5,2	59,6
Cash and cash equivalents	11	4 300,5	6 283,8
Total current assets		12 081,4	15 590,7
Assets classified as held-for-sale	31	406,2	1 773,9
Total assets		19 810,6	24 526,3
EQUITY AND LIABILITIES			
Equity			
Stated capital	12	2 692,8	2 713,6
Reserves	14 & 15	1 408,7	764,4
Retained earnings		1 802,8	3 562,9
Equity attributable to owners of Murray & Roberts Holdings Limited		5 904,3	7 040,9
Non-controlling interests	16	27,3	1 657,5
Total equity		5 931,6	8 698,4
Non-current liabilities			
Long-term loans	18	455,2	533,9
Retirement benefit obligations	19	7,4	4,3
Long-term provisions	20	323,9	239,1
Deferred taxation liabilities	21	141,7	150,7
Subcontractor liabilities	22	762,8	709,2
Non-current payables		217,3	320,4
Total non-current liabilities		1 908,3	1 957,6
Current liabilities			
Amounts due to contract customers	9	2 325,5	3 406,6
Trade and other payables	23	4 336,2	4 787,2
Short-term loans	24	2 283,5	660,9
Current taxation liabilities	34	89,8	544,8
Provisions for obligations	25	299,7	313,7
Subcontractor liabilities	22	2 509,4	2 597,5
Derivative financial instruments		3,7	1,1
Bank overdrafts	11	23,9	897,8
Total current liabilities		11 871,7	13 209,6
Liabilities directly associated with a disposal group held-for-sale	31	99,0	660,7
Total liabilities		13 879,0	15 827,9
Total equity and liabilities		19 810,6	24 526,3

² Restated for adoption of IFRS 11: Joint Arrangements. The results of affected joint ventures are now equity accounted rather than proportionately consolidated, and the net asset value included under investment in joint ventures.

CONSOLIDATED STATEMENT OF FINANCIAL PERFORMANCE

FOR THE YEAR ENDED 30 JUNE 2014

ALL MONETARY AMOUNTS ARE EXPRESSED IN MILLIONS OF RAND	Notes	2014	2013 ¹
<i>Continuing operations</i>			
Revenue	26	36 039,0	34 209,1
Profit before interest, depreciation and amortisation		2 240,5	2 377,2
Depreciation		(685,0)	(703,8)
Amortisation of intangible assets		(22,8)	(24,6)
Profit before interest and taxation	27	1 532,7	1 648,8
Interest expense	28	(217,1)	(233,2)
Interest income	29	159,8	116,9
Profit before taxation		1 475,4	1 532,5
Taxation expense	30	(499,0)	(528,2)
Profit after taxation		976,4	1 004,3
Income from equity accounted investments		0,5	164,5
Profit for the year from continuing operations		976,9	1 168,8
Profit from discontinued operations	31	423,1	301,6
Profit for the year		1 400,0	1 470,4
<i>Attributable to:</i>			
Owners of Murray & Roberts Holdings Limited		1 261,1	1 004,3
Non-controlling interests	16	138,9	466,1
		1 400,0	1 470,4

¹ Restated for discontinued operations.

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2014

ALL MONETARY AMOUNTS ARE EXPRESSED IN MILLIONS OF RAND	Notes	2014	2013
Profit for the year		1 400,0	1 470,4
OTHER COMPREHENSIVE INCOME			
<i>Items that will not be reclassified subsequently to profit or loss:</i>			
Effects of remeasurements on retirement benefit obligations	15	(3,6)	–
Other movements	15	2,7	–
		(0,9)	–
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translating foreign operations		163,9	189,9
Effects of cash flow hedges	14	(0,9)	14,1
Taxation related to effects of cash flow hedges	14	0,3	(4,2)
Effects of available-for-sale financial assets	15	(0,1)	(0,1)
Other movements	15	(0,1)	–
		163,1	199,7
Other comprehensive income for the year net of taxation		162,2	199,7
Total comprehensive income		1 562,2	1 670,1
<i>Total comprehensive income attributable to:</i>			
Owners of Murray & Roberts Holdings Limited		1 356,3	1 116,0
Non-controlling interests		205,9	554,1
		1 562,2	1 670,1

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2014

ALL MONETARY AMOUNTS ARE EXPRESSED IN MILLIONS OF RAND	Stated capital	Hedging and translation reserve	Other capital reserves	Retained earnings	Attributable to owners of Murray & Roberts Holdings Limited	Non-controlling interests	Total equity
Balance at 30 June 2012	2 710,1	426,0	199,7	2 551,6	5 887,4	1 214,7	7 102,1
Total comprehensive income/(loss) for the year	–	111,8	(0,1)	1 004,3	1 116,0	554,1	1 670,1
Treasury shares disposed (net)	3,5	–	–	–	3,5	–	3,5
Net movement in non-controlling interests loans	–	–	–	–	–	(38,5)	(38,5)
Transfer to non-controlling interests	–	–	(5,3)	–	(5,3)	5,3	–
Transfer to retained earnings	–	–	(16,2)	16,2	–	–	–
Issue of shares to non-controlling interests	–	–	–	–	–	5,2	5,2
Repayment of non-controlling interest's shareholding	–	–	–	–	–	(1,8)	(1,8)
Recognition of share-based payment	–	–	48,5	–	48,5	–	48,5
Dividends declared and paid*	–	–	–	(9,2)	(9,2)	(81,5)	(90,7)
Balance at 30 June 2013	2 713,6	537,8	226,6	3 562,9	7 040,9	1 657,5	8 698,4
Total comprehensive income/(loss) for the year	–	96,3	(1,1)	1 261,1	1 356,3	205,9	1 562,2
Treasury shares acquired (net)	(20,8)	–	–	–	(20,8)	–	(20,8)
Acquisition of non-controlling interests**	–	511,3	(2,9)	(3 065,1)	(2 556,7)	(1 424,4)	(3 981,1)
Dividend paid as part of non-controlling interests acquisition***	–	–	–	–	–	(393,5)	(393,5)
Transfer to non-controlling interests	–	0,4	(3,2)	–	(2,8)	2,8	–
Disposal of businesses	–	–	(1,1)	–	(1,1)	(24,2)	(25,3)
Transfer to retained earnings	–	–	(56,1)	56,1	–	–	–
Issue of shares to non-controlling interests	–	–	–	–	–	6,2	6,2
Recognition of share-based payment	–	–	100,7	–	100,7	–	100,7
Dividends declared and paid*	–	–	–	(12,2)	(12,2)	(3,0)	(15,2)
Balance at 30 June 2014	2 692,8	1 145,8	262,9	1 802,8	5 904,3	27,3	5 931,6

* Dividends relate to distributions made by entities that hold treasury shares.

** The premium paid for the non-controlling interests in Clough was recorded as an adjustment against retained earnings in terms of IFRS 10: Consolidated Financial Statements, due to a controlling interest of 62% held in Clough by the Group prior to the transaction. Had the Group not held a controlling interest this premium would have been allocated to the relevant assets and liabilities, based on fair value, with the residual being allocated to goodwill.

*** The dividends paid to non-controlling interests represent the special dividend paid by Clough as part of the agreement for the acquisition of the non-controlling interests in Clough.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2014

ALL MONETARY AMOUNTS ARE EXPRESSED IN MILLIONS OF RAND	Notes	2014	2013 ²
Cash flows from operating activities			
Receipts from customers		38 373,7	39 685,6
Payments to suppliers and employees		(36 597,5)	(37 640,3)
Cash generated from operations	33	1 776,2	2 045,3
Interest received		169,5	142,3
Interest paid		(220,0)	(265,2)
Taxation paid	34	(794,4)	(270,7)
Operating cash flow		931,3	1 651,7
Dividends paid to owners of Murray & Roberts Holdings Limited		(12,2)	(9,2)
Dividends paid to non-controlling interests		(3,0)	(81,5)
Net cash inflow from operating activities		916,1	1 561,0
Cash flows from investing activities			
Acquisition of business		–	(83,7)
Dividends received from associate companies	6	10,5	70,7
Purchase of intangible assets other than goodwill	5	(81,7)	(20,6)
Purchase of property, plant and equipment by discontinued operations		(24,0)	(42,0)
Purchase of property, plant and equipment	2	(960,6)	(1 089,4)
– Replacements		(290,3)	(321,4)
– Additions		(670,3)	(768,0)
Advance payment received in respect of business disposal		–	45,0
Proceeds on disposal of property, plant and equipment		152,3	128,6
Proceeds on disposal of businesses	35	1 345,2	402,8
Proceeds on disposal of assets held-for-sale		58,0	143,0
Proceeds on disposal of investment in associate		–	1 783,6
Repayment of investment in associate loan		–	3,9
Cash related to equity accounted joint ventures held-for-sale		–	(4,0)
Cash related to acquisition/disposal of businesses	35	(15,6)	(74,0)
Cash related to assets held-for-sale		28,0	(22,8)
Proceeds from realisation of investment and loan repayments		145,9	132,0
Other		(4,3)	3,0
Net cash inflow from investing activities		653,7	1 376,1
Cash flows from financing activities			
Net movement in borrowings	36	1 283,0	(1 188,4)
Acquisition of non-controlling interests	35.2	(4 394,6)	–
Net (acquisition)/disposal of treasury shares		(20,8)	3,5
Proceeds on share issue to non-controlling interests		6,2	5,2
Repayment of non-controlling interest's shareholding		–	(1,8)
Net cash outflow from financing activities		(3 126,2)	(1 181,5)
Net (decrease)/increase in net cash and cash equivalents		(1 556,4)	1 755,6
Net cash and cash equivalents at the beginning of the year		5 386,0	3 349,9
Effect of foreign exchange rates		447,0	280,5
Net cash and cash equivalents at the end of the year		4 276,6	5 386,0

² Restated for adoption of IFRS 11: Joint Arrangements. The results of affected joint ventures are now equity accounted rather than proportionately consolidated, and the net asset value included under investment in joint ventures.

ANALYSIS OF SHAREHOLDERS

	Number of shareholders	% of shareholders	Number of shares	%
Size of Holding				
1 – 1 000 shares	570	70,28	147 142	0,03
1 001 – 10 000 shares	151	18,62	499 078	0,11
10 001 – 100 000 shares	54	6,66	1 834 672	0,41
100 001 – 1 000 000 shares	16	1,97	4 978 748	1,12
1 000 001 shares and above	20	2,47	437 276 478	98,33
Total	811	100	444 736 118	100

Category				
Pension Funds	241	29,72	155 453 071	34,96
Unit Trusts/Mutual Fund	219	27,00	141 530 441	31,83
Insurance Companies	30	3,70	33 782 819	7,60
BEE	3	0,37	31 747 577	7,14
Sovereign Wealth	7	0,86	15 313 082	3,44
Private Investor	77	9,49	11 548 092	2,60
Custodians	14	1,73	5 928 257	1,33
University	12	1,48	2 615 980	0,59
American Depository Receipts	1	0,12	2 185 129	0,49
Foreign Government	4	0,49	1 033 877	0,23
Exchange-Traded Fund	3	0,37	807 060	0,18
Charity	8	0,99	776 114	0,17
Hedge Fund	2	0,25	623 350	0,14
Local Authority	2	0,25	407 204	0,09
Investment Trust	3	0,37	307 449	0,07
Real Estate Fund	1	0,12	57 681	0,01
Other	184	22,69	40 618 935	9,13
Total	811	100	444 736 118	100

	Number of shares	% of shares
Major Shareholders Holding 5% or More of the Company's Ordinary Shares		
Government Employees Pension Fund (ZA)	77 226 879	17,36
Fund Managers Holding 5% or More of the Company's Ordinary Shares		
PIC (ZA)	60 814 897	13,67
Allan Gray Investment Council (ZA)	57 881 476	13,01
Old Mutual Asset Managers (Group)	51 729 331	11,63
Coronation Asset Management (Pty) Ltd (ZA)	42 193 137	9,49

Shareholder Spread

	Number of shareholders	% of shareholders	Number of shares	% of shares
Non-Public*	10	1,23	32 891 231	7,40
Public	801	98,77	411 844 887	92,60
Total	811	100	444 736 118	100
Domestic			350 914 828	78,90
International			92 520 517	20,80
Unidentified			1 300 773	0,30
			444 736 118	100

* Includes directors, BEE Trusts, Forfeitable Share Plan, The Murray & Roberts Trust, Murray & Roberts Retirement Fund.