OUR BUSINESS

Murray & Roberts at a glance

As a purpose-led, multinational provider of specialist engineering and contracting services, we optimise fixed capital investment in market sectors critical to advancing sustainable human development.

We provide differentiated engineering and contracting services to the global mining and regional renewable energy and power transmission sectors, with an established and expanding presence in regions and commodities likely to attract capital investment over the long term. The global emphasis on sustainable development, particularly the just transition to a low carbon future, supports this expectation.

Our mining services brands are market leaders in North America and Sub-Saharan Africa, with strong client relationships, a reputation for excellence, good quality order books and strong project pipelines. We are leveraging these attributes to further diversify our growth potential by expanding in the Asia-Pacific region. In Southern Africa, we have established a credible position to respond to accelerated activity in renewable energy and power transmission and distribution infrastructure.

Group chief executive's and financial director's report PG 38

Culture of Engineered Excellence

The Murray & Roberts Group

Providing specialist engineering and contracting services to the global mining sector, and regional power transmission and renewable energy sectors.

Murray & Roberts | Murray & Roberts Cementation | OPTIPOWER | TNT TERRA NOVA TECHNOLOGIES | Cementation Asia Pacific | Cementation

PURPOSE

Enabling fixed capital investments that support the advancement of sustainable human development.

VISION

To be a leading multinational specialist and contracting services group that applies our project life cycle capabilities to optimise fixed capital investment.

VALUES

Integrity | Respect | Care | Accountability | Commitment

STOP. THINK. ACT. 24/7:
SAFE OUTCOMES IN EVERYTHING WE DO

Our mining services brands are market leaders in North America and Sub-Saharan Africa, with strong client relationships, a reputation for excellence, good quality order books and strong project pipelines."

The Group is positioned to serve market sectors attracting increasing capital investment as the world moves to sustainably meet the needs of a growing and urbanising global population, and to solve systemic socioeconomic and environmental challenges. In particular, our market sectors support the transition to a new energy future.

Our businesses are well-regarded, well-governed and well-positioned to contribute to the advancement of sustainable human development – through the sectors they serve and the ESG leadership they aspire to. They have the specialist capabilities, management systems and strategic relationships to grow profitably and sustainably in their markets. Active across the project life cycle, they provide comprehensive and competitive service offerings that diversify their revenue and margin mix, and maximise their contribution to local socioeconomic and environmental wellbeing – in line with the expectations of funders, clients, employees and local stakeholders.

Our businesses are expected to align to our Values and to operate according to our philosophy of *Engineered Excellence*. This underpins our aspiration to compete and grow sustainably, to enhance stakeholder trust in the Group and our industry, and to advance sustainable human development not only in what we do, but also how we do it.

Our commitment to safe outcomes in everything we do, grounds our aspiration to make Zero Harm to people and minimal impact to the environment a reality. Mature governance and management systems, and a commitment to continual improvement, support our HSE leadership. Our safety track record is on par with global peers and clients.

Integrated thinking

The harmonisation of commercial and ESG imperatives is both an ethical obligation for the Group and an important feature of our contracting brands' sustainable competitive advantage.

As a well-governed, ethical, and responsible multinational organisation, ESG is embedded in our decision-making processes as we strive to understand, measure and manage the full impact of the decisions we make. The Group Sustainability Framework (below) governs and focuses our approach to managing the risks and opportunities, impacts and outcomes related to financial and ESG imperatives at Group, operating company and project levels across all our jurisdictions.

Continual improvement of the Group's policies, standards, systems, practices and reporting, in response to shifts in our operating context and the needs and expectations of our stakeholders, embeds sustainable practices across our businesses. Shared learning within and across our businesses underpins consistency.

The Group sustainability framework sets out our commitment to achieve sustainable outcomes across our value chain by:

Designing and delivering projects that are viable and profitable, with differentiated outcomes for clients, partners and employees, and lasting socioeconomic and environmental value for communities and countries, in return for value recognition for shareholders.

Investing in our employees and maintaining a competitive value proposition to retain and attract critical skills, enabling us to operate with excellence and achieve sustainable outcomes in project delivery and operations.

Applying the highest ethical standards in our business dealings.

Maintaining transparent and decision-useful reporting to inform our stakeholders of our strategies, and measurable progress against our commitments.

Maintaining trust-based relationships and valuing the contribution of our stakeholders, which is fundamental to the long-term success of our business.

For more detail on the Group Sustainability Framework

Our ESG objectives

- Maintain a competitive employee value proposition that supports the retention and attraction of scarce skills, particularly technical and supervisory skills, and the flexibility needed to capacitate projects at various stages.
- Ensure our projects meet and exceed client and community expectations for safety and health; local contracting partnerships, employment and procurement; training and skills development; socioeconomic development of communities; and environmental and long-term impacts of projects.
- Continue to embed ESG criteria in risk and opportunity assessments and project execution.
- Improve performance, measurement and reporting in supply chain, environment and climate change, DEI, community advancement and labour.
- Help clients meet their environmental goals through innovative designs and sustainable construction methods, and improve our understanding of what they need to operate in a lower-carbon economy and how this impacts the Group.

The financial and ESG outcomes the Group expects are built into our performance management and development processes, and linked to our remuneration and incentive schemes. Performance contracts align individual and team performance targets to the Group's strategic objectives, across five performance dimensions (see below). These are cascaded from the performance criteria the Board sets for the Group CEO, to senior, middle and line management levels at the beginning of each financial year.

Performance management measures

01 FINANCIAL

- Supportive shareholders through value recovery.
- Achievement of strategic objectives (per rolling three-year business planning cycle).
- Improvement in profitability through working capital and cost management, and operational efficiency.

02 LEADERSHIP

- Murray & Roberts brand respected internationally.
- Recognised as a diverse, high-performing organisation.
- Renowned for leadership development and capacity.

03 RELATIONSHIPS

- Stakeholder partnerships leveraged for excellence and growth.
- Open relationships built on internal and external trust.
- Recognised as a contractor and employer of choice.

04 OPERATIONAL

- Global capabilities harnessed to deliver successful project outcomes.
- Effective systems and controls to ensure successful project delivery.
- Sustainability and governance emulated by industry.

05 RISK

- Recognised for outstanding HSE results.
- Effective opportunity and risk management.
- Manage financial risk to an acceptable level through controls and oversight.

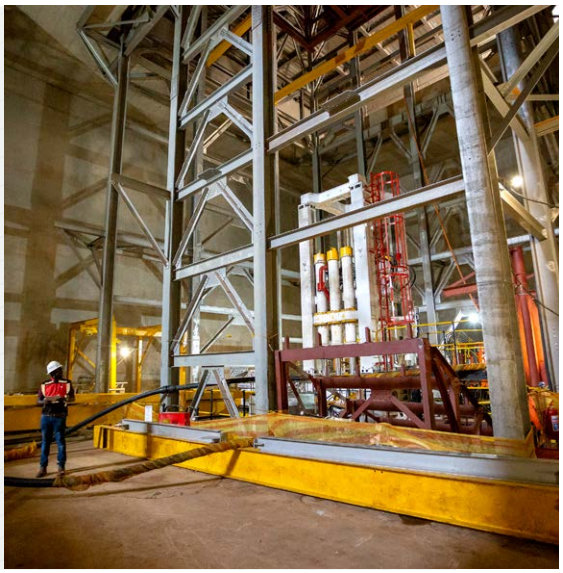
For more detail on our remuneration policy and its implementation in FY2024 PG 70

Stakeholder inclusivity

Our reputation as a credible global operator and respected multinational rests on the value we create for our clients, employees, partners and shareholders, and for local companies, host communities and countries in which we work. We value the contributions of our stakeholders as fundamental to the long-term success of our business, and our insight into their expectations supports effective risk and opportunity management. We know their trust is earned through consistent decisions and actions that engender confidence in the Group's character and competence, and our reliability in meeting our obligations and commitments.

Our Group stakeholder engagement policy outlines our engagement responsibilities and applies to all our businesses and employees, ensuring that the legitimate expectations of our stakeholders remain central to our decision-making.

For more detail on the policy and how we are responding to stakeholders' concerns



Engineered Excellence

Our competitiveness as a contractor and an employer, and our ability to earn maximum value from our projects for manageable risk, rely on consistently deepening our culture of *Engineered Excellence*.

Engineered Excellence is how we build trust, secure competitive advantage, and grow value for our clients, stakeholders and the Group. This leadership philosophy, which together with our Values define the Group's culture, informs our management approaches at every level of the organisation. It is embedded within our businesses through several policies and management systems, including the Group Sustainability Framework, HSE Framework (below), Group Statement of Business Principles, Contracting Principles and Lessons Learned, and the Group Ethics Framework, which codifies ethical and responsible business conduct.

For more detail on the Group's Statement of Business Principles

These Group frameworks set clear expectations for our employees, business partners and suppliers, and their application is governed throughout the Group and regularly updated to respond to shifting realities in the global contracting environment. How well we apply them determines the strength of our brands, the quality of our stakeholder relationships, and our reputation for good corporate citizenship.

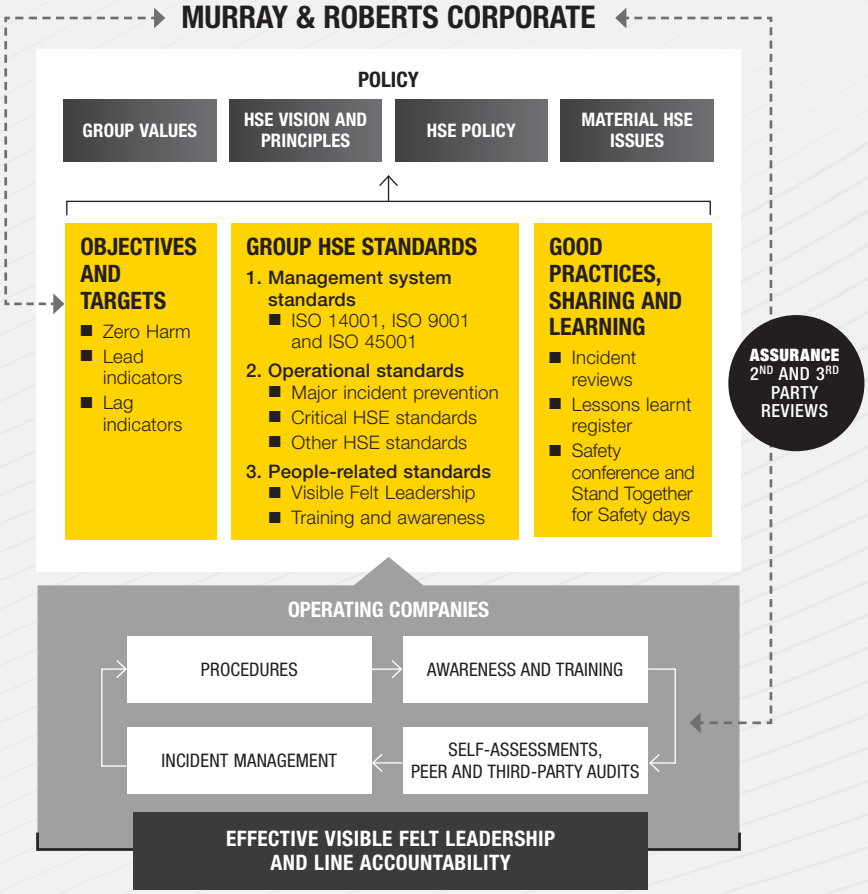
Vested in careful and conscious planning, *Engineered Excellence* demands leadership commitment, shared learning and continuous improvement. In our responses to challenging operating contexts, in making unavoidable trade-offs and sequencing our priorities, it aims to remove chance from our pursuit of the outcomes our stakeholders expect; it therefore grounds our aspiration to be a contractor and an employer of choice.

Health, safety and environment

Safety leadership

Safety management, in the high-risk project environments in which we work, is a key differentiator for clients and employees, and a key focus for regulators. Recognising safety as a managed outcome, we aspire to deliver projects with Zero Harm to our employees and surrounding communities. The Group's commitment, people-centric leadership and streamlined HSE systems, and proactive interventions underpin our industry-leading safety performance. Our Zero Harm projects demonstrate that productivity, quality and safety go hand in hand.

Group HSE framework



We continue to develop and implement new service offerings and find ways to reduce environmental impact in areas where we have influence."

Environmental management

The Group continues to pursue opportunities to minimise the impact of our business activities on the environment and to assist clients in meeting their environmental objectives. All companies in the Group are required to adopt high environmental management standards, including implementing and maintaining internationally recognised environmental management systems, using project input materials responsibly and efficiently, and complying with legislative requirements.

Global decarbonisation presents opportunities for the Group. Our capabilities position us to help our clients transition their operations to carbon neutrality, energy and water efficiency, and resilience to the physical impacts of climate change. We continue to develop and implement new service offerings and find ways to reduce environmental impact in areas where we have influence. We also continue to identify innovative ways to manage the physical risks of climate change on project delivery, improving our resilience to disruptions.

Work towards a plan to achieve a net-zero future for the Group is ongoing. We are developing a holistic approach to designing and building low-carbon projects, incorporating resource efficiency, recycling, renewable energy, digitalisation, equipment innovation and stakeholder engagement.

The Group HSE framework (alongside) outlines the role, responsibility and accountability of the corporate office and operating companies, and incorporates recommendations from independent experts and ongoing risk assessments and audits. It is focused on high-impact interventions, such as managing critical safety risks and the risk of change (including demobilisation). Together with our HSE policies and standards, the framework provides the foundation for a consistent and sustainable approach to HSE management. HSE training and awareness help leaders and employees to effectively apply our safety standards and controls at operations. ISO 45001[1] certification is maintained across all our operations.

Major incidents prevention programmes are applied across the Group, which aim to proactively manage critical safety risks through safety in design and planning for safe execution. This entails identifying high-risk tasks and the associated critical controls needed to prevent serious incidents, and includes verification processes by leaders and frontline employees to ensure that controls are being applied and are effective.

Safety outcomes PG 21

For more detail on our safety leadership approach and performance

1 *ISO 45001 – the international standard for an effective health and safety management system.*

OUR CLIMATE CHANGE POSITION STATEMENT

Adopted in FY2022, this position statement commits the Group to:

- Monitor and reduce own carbon footprint.
- Evaluate our participation in new projects against the environmental imperative to mitigate climate impacts.
- Act responsibly when participating in fossil fuels projects. Regarding coal, the Group will, other than in South Africa, limit its participation to metallurgical coal projects until such time that sustainable alternatives for large scale steel production are available. We will only consider participation in thermal coal projects which include coal earmarked for power generation in South Africa, for as long as the country's economy and its electricity generating capacity depend on thermal coal.
- Ensure that projects in which the Group participates comply with relevant environmental specifications, governmental authorisations, and local and international environmental and social standards.
- Collaborate with clients and the supply chain to find innovative solutions to reduce carbon emissions in our own market sectors.
- Grow service offering to the renewable energy sector to assist in the transition to a low carbon future that mitigates environmental and climate change risks.
- Follow the Task Force on Climate-Related Disclosures framework to create an understanding among stakeholders of the Group's ability to respond to climate change risks and opportunities.

Environmental outcomes PG 21

For more detail on our environmental management approach and performance

People management

Employee value proposition

To be a contractor of choice is contingent on our ability to effectively resource projects, including providing the best management teams and technical expertise. This, in turn, requires that we continue to ensure that our employee value proposition is credible and competitive in markets where technical and supervisory skills are in short supply. All our businesses are expected to apply and uphold the high-level principles and standards set by the Group.

We focus on attracting high-calibre employees that support our Values and high-performance culture. Our Purpose, commitment to safe outcomes, high-profile projects, world-class training academy and excellent development programmes, commitment to DEI, and adoption of digital and ESG strategies are key motivators for skilled individuals. The Group provides them with valuable work experience and learning, meaningful career pathways, and opportunities to contribute positively to society.

Mechanisms are in place to support structured career development to retain top talent, and ensure that our assessment of performance and remuneration are equitable and fair across job grades. Current and potential leaders receive leadership development and mentorship to help them achieve the Group's objectives and build the competencies they need for future leadership roles. Individuals earmarked for succession have personal development plans and are mentored by a senior colleague. Their progress is reviewed periodically by a panel of senior executives.

Our learning and development initiatives include skills development programmes, learnerships and apprenticeships that provide work experience and on-the-job training, coaching, and undergraduate and postgraduate bursaries as well as scholarships. Most of our training spend supports the development of leadership, technical, safety and digital skills.

Effective and agile people planning and attracting the right skills timeously are key to mobilising projects on time and within budget. In addition, different skillsets are required for various phases of project work and must be efficiently onboarded and demobilised in accordance with project schedules. We adhere to legislation and collective bargaining requirements when demobilising, and make a concerted effort to retain core skills. The same responsible approach is adopted when retrenchments are a necessity during business restructuring or when redeployment is not possible for redundant roles.

People management outcomes PG 21

For more detail on our people management approach and performance

Localisation advantage

Our sustainable localisation programmes, which create socioeconomic value for the communities where we work, are an important feature of the Group's competitive advantage. Our localisation and community upliftment programmes aim to leave a lasting positive impact, through employment and procurement opportunities, enterprise development initiatives to build the capacity and skills of local SMEs, and solutions to the challenges that the communities located near our projects face.

Our localisation programmes are informed by our DEI policy. This covers the workplace and beyond, local business support and community upliftment initiatives, and strategic JV partnerships, which are essential to secure projects and meet local contracting requirements.

Localisation outcomes PG 21

For more detail on our localisation approach and performance

"Our sustainable localisation programmes, which create socioeconomic value for the communities where we work, are an important feature of the Group's competitive advantage."


Murray
Murray

Our business model

The Group's activities create direct economic value for shareholders, clients, employees, partners and suppliers. The assets we design, build and operate unlock socioeconomic value for local communities and countries, contributing to industrial development, wealth creation and better living standards. Our participation in market sectors that support the advancement of sustainable human development creates long-term value for global society.

Our ability to regain financial stability and set the Group on a path to sustainable growth and value creation depends on the competitive differentiation of our businesses as specialists and ESG leaders in their market sectors. In turn, this requires the consistent ingraining of the Group's culture of *Engineered Excellence*, and partnering with our stakeholders to drive sustainable outcomes. To this end, the calibre of our people, and our mature governance and management systems, enable us to restore, maintain and enhance stakeholder trust both in the Group and in our industry.

Material issues, risks and strategy PG 32

OUR INPUTS

Resources and relationships, and related management actions, required to create value

Capital stocks

available at 30 June 2024

FINANCIAL CAPITAL

- Shareholder equity of R1,6 billion (FY2023: R1,8 billion), debt of R1,3 billion (FY2023: R1,5 billion), and cash including advance payments and working capital improvements of R1,6 billion (FY2023: R1,3 billion).
- Deleveraging plan implemented.
- Strong focus on cost and cash management to support debt reduction and fund growth.
- Disciplined management of project execution to minimise losses and protect margins.
- Self-funding projects.
- Working closely with financiers to ensure sustainably financed projects.

MANUFACTURED CAPITAL

- R1,5 billion in plant and equipment (FY2023: R1,6 billion).
- Specialised equipment, owned or leased, mobilised for project delivery.
- 9 offices in 6 countries, and training facility in South Africa.
- State and community infrastructure and utilities in our host countries and local communities.

INTELLECTUAL CAPITAL

- Strong, recognised brands and reputation.
- Fit-for-purpose governance structure and mature systems of oversight and control.
- Specialised industry expertise and experience of our management and project teams.
- Adoption, adherence, adaption and management of commercial and operational systems, procedures and culture pertaining to *Engineered Excellence*.
- Group sustainability, HSE and ethics frameworks integrate ESG imperatives into decision-making and management at Group, operating company and project levels.
- Mature risk management system and culture.
- International management systems accreditation across our operations.
- Policies, procedures and systems for data protection and privacy.

HUMAN CAPITAL

- Skilled and diverse workforce of 5 309 permanent employees worldwide (FY2023: 5 443).
- Effective, experienced leadership.
- Competitive employee value proposition to develop, retain and attract scarce skills.
- Focused succession planning to ensure sufficient talent depth.
- Fit-for-purpose training and development programmes.
- Structured and mature performance management process.

SOCIAL AND RELATIONSHIP CAPITAL

- Sound relationships with all stakeholders, based on our Values.
- Strategic partnerships with clients, JV partners, OEMs, subcontractors and suppliers.
- High ethical standards and industry-leading corporate governance, including compliance with all relevant national laws and regulations, and industry standards.
- Formal stakeholder engagement policy.
- Local hiring and procurement that supports local communities.
- Investment in community relations and development.
- Transparent reporting against global reporting frameworks.

NATURAL CAPITAL

- Specialised service offering in renewable energy sector.
- New projects evaluated against climate change impacts.
- Group commitment to reduce carbon footprint.
- Collaboration with clients and suppliers to reduce carbon emissions.
- Focus on resource efficiency and sustainable procurement to minimise environmental impacts.
- Improving the quality and integrity of our environmental data and reporting systems.

Our business activities

OUR BUSINESS ACTIVITIES

Constraints
to availability and affordability of capital

Opportunities
to impact capital positively

Constraints	Opportunities
■ Securing financing facilities in a constrained financing environment. ■ Project deferrals and delays due to hesitance in capital investment may affect planning and funding. ■ Project concentration introduces risk of cash flow drop on project completion. ■ Commodity concentration exposes the Group to market fluctuations. ■ Skills shortage requires higher investment in people.	■ Rationalised cost base, debt refinance and growth prospects underpin our path to financial stability. ■ Solid order book and multi-year project pipeline provide reasonable earnings visibility in the medium term and allows management of concentration risk. ■ Increasing commodity diversification guards against market fluctuations. ■ Significantly reduced profile of earnings at risk in the mining business. ■ Access to funders focused on ESG credentials. ■ Capital management focused on systematically improving debt position.
■ Global supply chain constraints impacting availability of equipment. ■ Deterioration in equipment operation, productivity and maintenance directly linked to global skills shortage. ■ Poor electricity and water infrastructure impacts productivity in certain countries.	■ Design engineering and project excellence maximise fixed asset outcomes for clients, local communities and host countries. ■ Partnering with OEMs for development and testing of new technologies and equipment, that enable safer and more efficient operations.
■ Aging population of subject matter experts in our industry, and deteriorating technical skills competence. ■ Inconsistency of skills competence across different project teams, due to local skills shortages. ■ Maintaining and strengthening security governance processes and technical defences for data protection and privacy is costly and requires consistent expertise and management.	■ Competitive differentiation as contractor and employer, supporting preferred bidder status. ■ Competitive differentiation from embedding ESG principles into project delivery and operation. ■ Group-led, consistent approach to strategic priorities including risk, safety, human capital and digital development. ■ Digitalised project management systems that enable real-time visibility, monitoring and decision-making. ■ Leveraging relationships between Group businesses, to drive continual improvement by sharing effective approaches and lessons learnt.
■ Global skills and labour shortages have both immediate, as well as succession and development pipeline impacts. ■ Attracting and retaining the specialist, supervisory and technical skills needed to deliver project excellence. ■ Maintaining an optimal proportion of expatriate versus national project skills. ■ Cash preservation measures impact our talent development initiatives.	■ Giving employees access to world-class and complex project experience. ■ HSE leadership as a differentiator. ■ Digitising human capital data for better resource management, making more proactive, fast-tracked decisions relating to mobilisation and resource management. ■ Leverage training academy as a differentiator.
■ Financial instability has created uncertainty among stakeholders. ■ Reticence of financiers towards the Group and industry. ■ Managing different local workplace cultures for safety and productivity is an ongoing challenge as we expand into new regions. ■ In some regions, community unrest due to protest action can put project execution and employees at risk.	■ Disciplined management of risk to reinforce Zero Harm to people and communities. ■ Strong, long-term relationships with stakeholders support better quality local contracting partners, procurement and employment. ■ Supporting clients in achieving their ESG objectives. ■ Proactively manage community relationships and expectations by developing customised approaches for each project.
■ Limited progress on emissions and water reduction pathways. ■ Increased climate-related risk, such as unpredictable weather conditions including floods and storms, causing project disruptions. ■ Regional water scarcity requires management and innovation from both an operational and an ESG perspective. ■ Onerous operating licence conditions and environmental authorisations. ■ Continued participation in thermal coal projects (for energy security) in South Africa increases reputational and funding risk.	■ Integrating sustainability thinking across design, procurement and construction. ■ Specialised engineering and contracting services to sectors that are carbon and water intensive and vulnerable to climate change impact. ■ ESG credentials as a differentiator, with improved data and reporting informing our efforts to reduce environmental impacts. ■ Positioned to support the transition needed to meet global carbon reduction targets. ■ Decarbonisation requirements provide opportunities for ESG focused contractors.

OUR BUSINESS ACTIVITIES

Our outcomes

MINING

Murray & Roberts Cementation

Cementation Americas

Terra Nova Technologies

Market focus:

Africa | Americas | Asia-Pacific

Global capabilities: underground mining services and material logistics in global metals and minerals markets.

- Detailed engineering
- Procurement
- Construction
- Commissioning & maintenance
- Operations

RENEWABLE ENERGY AND POWER INFRASTRUCTURE

OptiPower

Market focus:

Sub-Saharan Africa

Regional capabilities: power and transmission infrastructure, and renewable energy.

- Detailed engineering
- Procurement
- Construction
- Commissioning & maintenance

Chief executive officer's and financial director's report PG 38

Operating company reviews PG 42

OUR OUTCOMES

Consolidated by related capitals at 30 June 2024

Annual financial statements PG 88
Sustainability report

FINANCIAL AND MANUFACTURED CAPITAL

REVENUE (CONTINUING)
R13,5 billion
(FY2023: R12,5 billion)*

EBIT (CONTINUING)
R170 million
(FY2023: R91 million)*

NET CASH
R0,4 billion
(FY2023: R0,3 billion net debt)

ATTRIBUTABLE LOSS
R138 million
(FY2023: R3 181 million attributable loss)*

DILUTED CONTINUING HEADLINE LOSS PER SHARE
24 cents
(FY2023: 71 cents loss per share)

QUALITY (DIVERSIFIED) ORDER BOOK AND STRONG PROJECT PIPELINE
R17,2 billion
(FY2023: R15,4 billion)

* *After losing control of MRPL and its subsidiaries in Australia.*
** *The deterioration in the rate is due to a small increase in the number of incidents recorded, but mostly due to a significant reduction in hours worked due to the exclusion of hours previously recorded for Clough and RUC.*

HUMAN AND INTELLECTUAL CAPITAL

Zero fatalities
(FY2023: zero)

40 projects achieved zero recordable cases
(FY2023: 32)

LTIFR**
1.23
(FY2023: 0.64)

LEARNING AND DEVELOPMENT SPEND
R111,7 million
(FY2023: R112 million)

108 hours
TRAINING HOURS PER EMPLOYEE
(FY2023: 65)

6 671
EMPLOYEES TRAINED
(FY2023: 7 720)

WOMEN REPRESENTATION IN THE WORKFORCE
15,3%
(FY2023: 15%)

AVOIDABLE TURNOVER
13.6%
(FY2023: 13%)

B-BBEE
Level 1 in South Africa

ENTERPRISE AND SUPPLIER DEVELOPMENT SPEND (SOUTH AFRICA)
R2,6 million
(FY2023: R1,2 million)

CSI SPEND
R1,8 million
(FY2023: R6,9 million)

INCIDENTS OF DATA LOST
Zero
(FY2023: 2)

REGULATORY COMPLIANCE
Zero
Material incidents of non-compliance with laws and regulations
(FY2023: 0)

SOCIAL AND RELATIONSHIP AND NATURAL CAPITAL

Direct environmental impacts

SCOPE 1 & 2 EMISSIONS
5 640 tCO_2e
(FY2023: 6 520 tCO_2e)

SCOPE 3 EMISSIONS
52 540 tCO_2e
(FY2023: 76 400 tCO_2e)

ENERGY
55 690 GJ
(FY2023: 55 870 GJ)

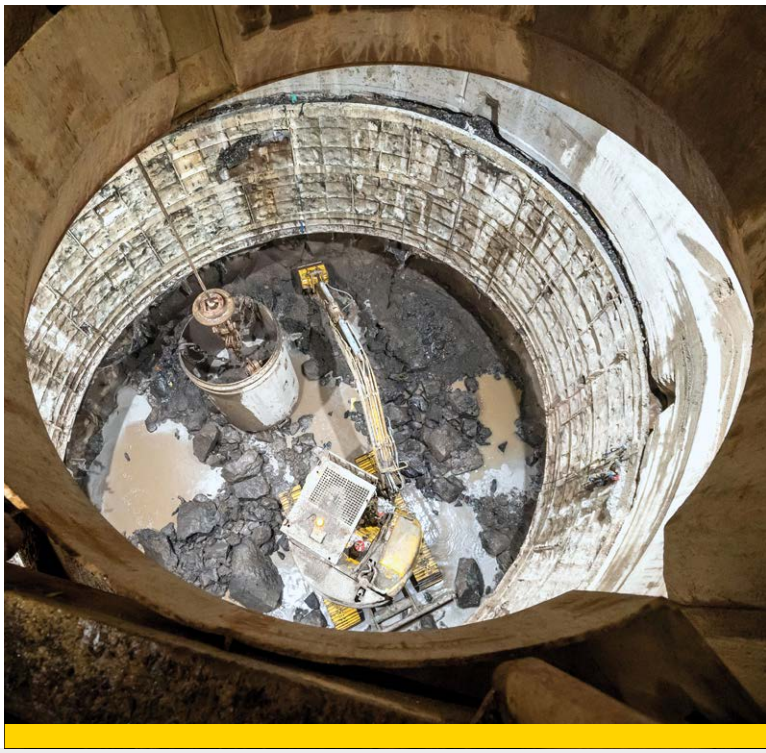
WATER
42 230 ML
(FY2023: 43 250 ML)

Medium-term growth outlook

Our solid order book and project pipeline, strengthened by the competitive positions of our businesses and rising activity in their markets, indicate earnings growth potential in the medium term.

The Group's achievement of a solid multi-year quality order book and a strong project pipeline, despite the disruption and constraint of the last year, support our outlook for earnings growth. Following the significant reduction of the Group's South African debt over FY2024, the rationalisation of corporate overheads and the refinancing of the Group's remaining South African debt, we expect to recover to pre-pandemic earnings levels by FY2027. Work continues to secure a sustainable capital structure for the Group, and our commitment to enhancing shareholder value remains steadfast.

Annual financial statements PG 88



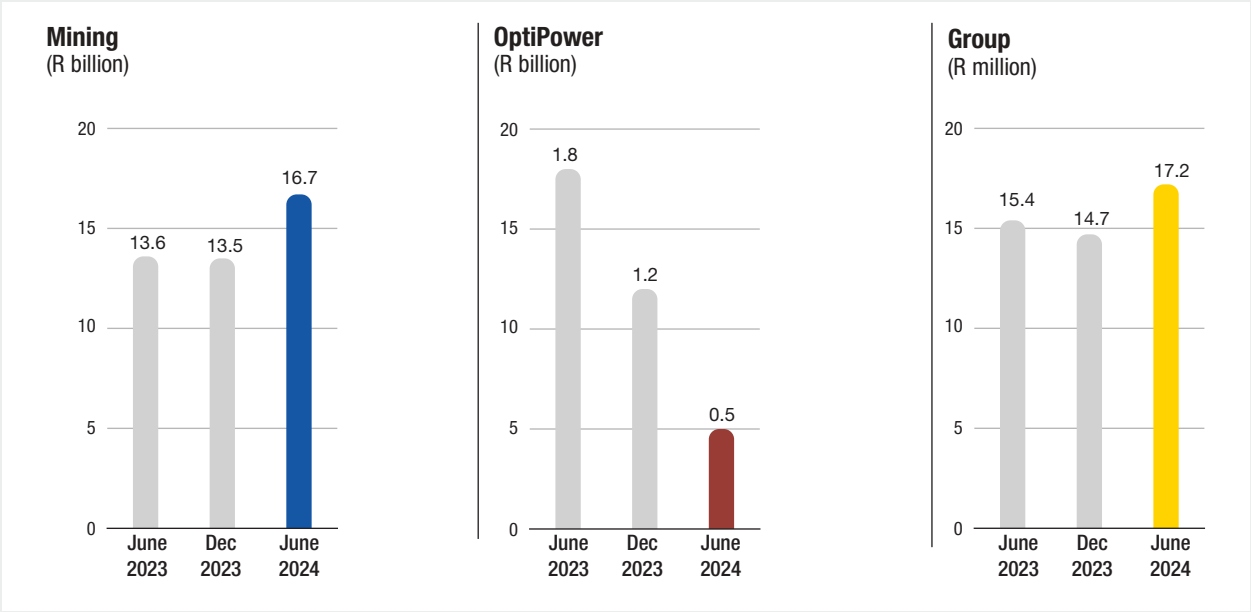
Order book analysis

Our ability to maintain or grow our order book is always subject to economic risks, such as regional conflicts, geopolitical tensions and recessionary fears in major economies, which could dampen capital investment confidence, impeding the flow of large projects coming to market. Further downside risk, which we believe we have largely mitigated, is that our ability to raise project finance may be impeded due to the recent instability the Group has endured.

Risk report PG 32

However, our quality order book is well diversified over time, region and contractual risk, offering stability to our earnings expectations. To ensure that we achieve expected project margins as we deliver our order book, rigorous adherence to our well-developed and proven frameworks and processes for commercial and project risk management will be closely monitored.

Order book overview



** Prior to restructuring – reflects platform data.*

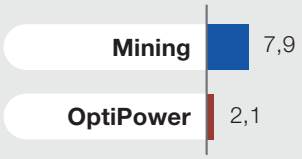
Order book time distribution

	Order book % split		Order book Rbn		Order book Rbn		
	SADC	Int.	June 2024	June 2023	FY Time distribution		
					2025	2026	>2026
Mining	34%	66%	16.7	13.6	8,6	6,5	1,6
					2025	2026	>2026
OptiPower	100%		0.5	1.8	0,5	–	–
					FY2025	FY2026	>FY2026
Group total	36%	64%	17,2	15,4	9,1	6,5	1,6

Order book and near orders (R billion)

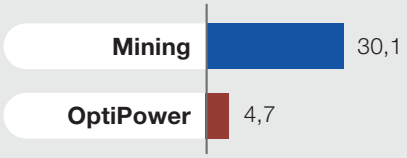
Near orders

Preferred bidder status and final award is subject to financial/commercial close – more than a 95% likelihood that these orders will be secured.



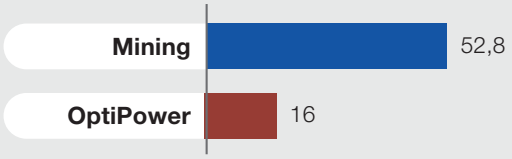
Category 1

Tenders submitted or under preparation (excluding near orders) – projects developed by clients to the stage where firm bids are being invented – reasonable chance to secure, function of (1) final client approval and (2) bid win probability.



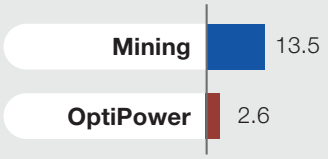
Category 2

Budgets, feasibility studies and prequalifications – project planning underway, not at a stage yet where projects are ready for tender.



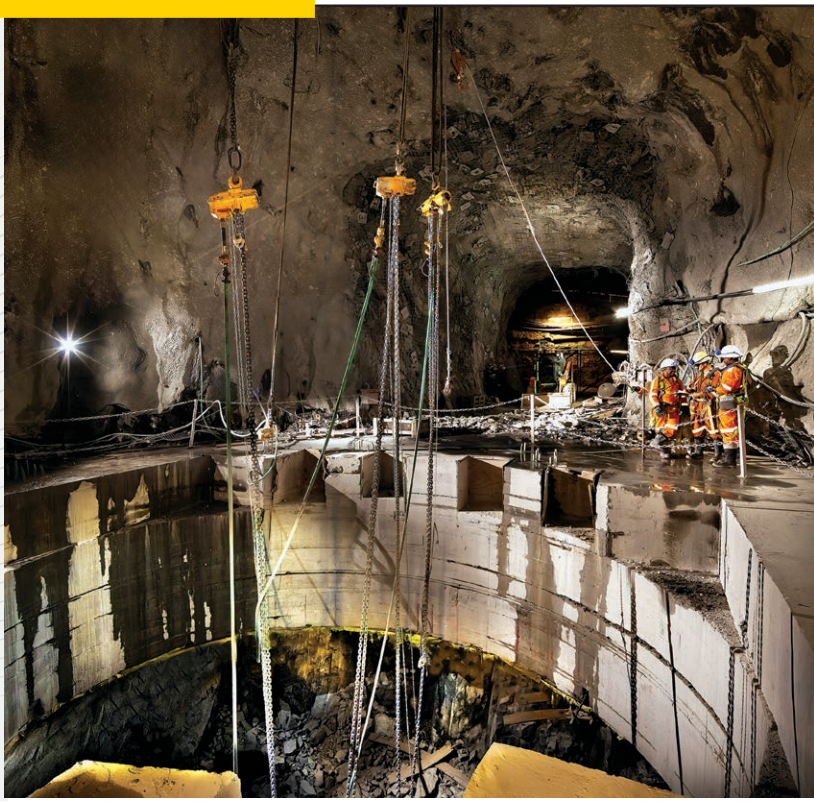
Category 3

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 prefeasibility stage.



OUR GOVERNANCE AND LEADERSHIP

“The Board is confident that the Group’s management systems and performance processes support an ethical culture, good performance, effective control and legitimacy as a responsible multinational corporate citizen.”



Statement of commitment

The Murray & Roberts Holdings Board is the highest governing authority in the Group, ultimately accountable for ethical and effective leadership. The Group’s business conduct and strategies are underpinned by a high standard of corporate governance.

The Group’s Values and Code of Conduct guide the decisions and actions of the Board and executive team. The Group’s governance structure aligns with the principles and practices of King IV™ and ensures that oversight and reporting are defined and effective. The Board is confident that the Group’s management systems and performance processes support an ethical culture, good performance, effective control and legitimacy as a responsible multinational corporate citizen.

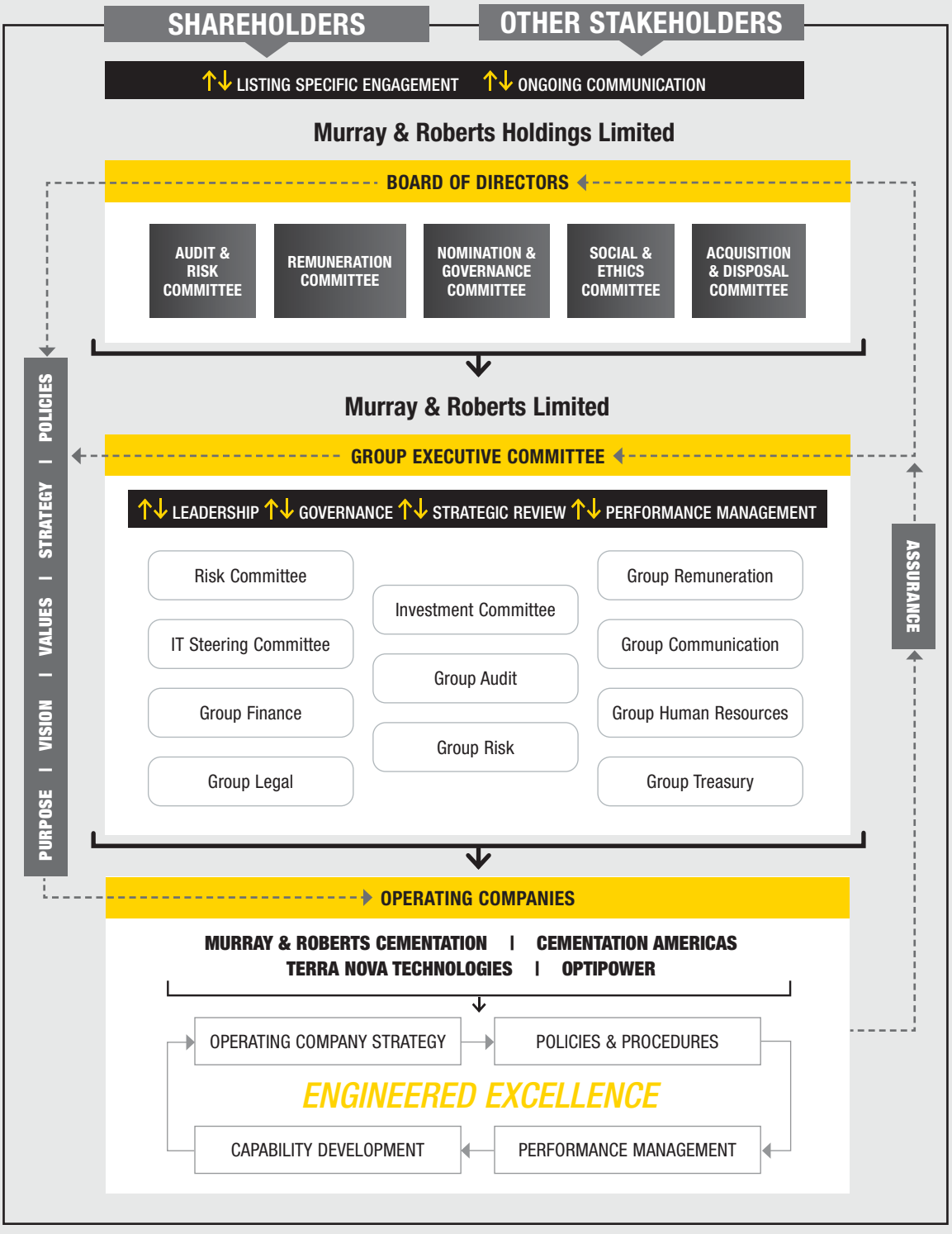
The relationships and decision-making rights between governing bodies and operating companies are shown in the organisational framework (alongside).

Statement of compliance

As part of our suite of annual reports, the Group publishes a full corporate governance report that aligns entirely with King IV™. During FY2024, the Group was compliant in all material respects with the requirements of the Companies Act, 71 of 2008, the Companies Act Regulations and the Listings Requirements of the JSE Limited.

For more detail see our full Governance Report

Organisational framework

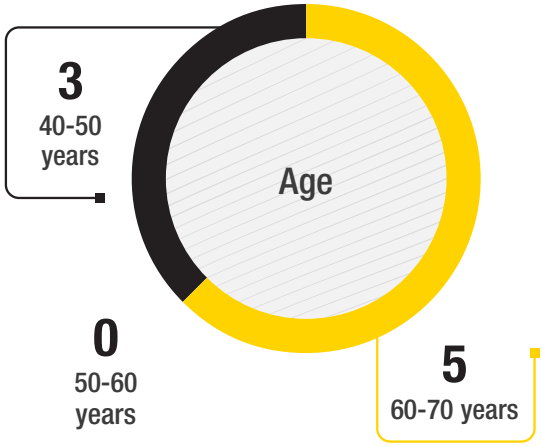


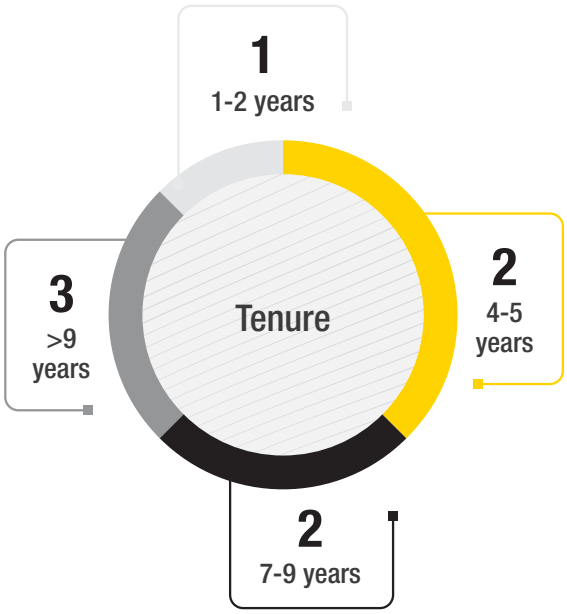
Group leadership

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 macroeconomic and socioeconomic realities of the Group's markets.

The rightsizing of the Group consequently required the rationalisation and realignment of the Board. This entailed incorporating the function of the previous HSE committee into the mandate of the social and ethics committee, and combining the risk committee with the audit committee. We also decided to no longer designate a lead independent director. In FY2024, we continued to optimise our ways of working, with a steadfast commitment to measurement and accountability. We continue to conduct an annual assessment of Board effectiveness, which provides the basis for continual improvement.

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 deliberations. The Board has eight directors: six independent, non-executive directors and two executive directors.





Group executive

The Board delegates the management of the Group to the Group chief executive, with full authority on behalf of and in the name of the Group.

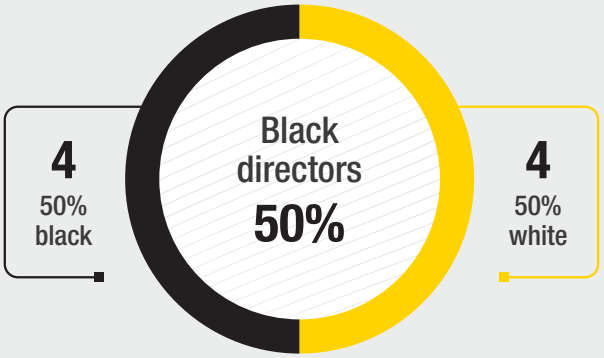
The Group chief executive is accountable for the implementation of the strategic plan, supported by the directors of the Murray & Roberts Limited Board, which functions as the executive committee of the Board and is chaired by the Group chief executive.

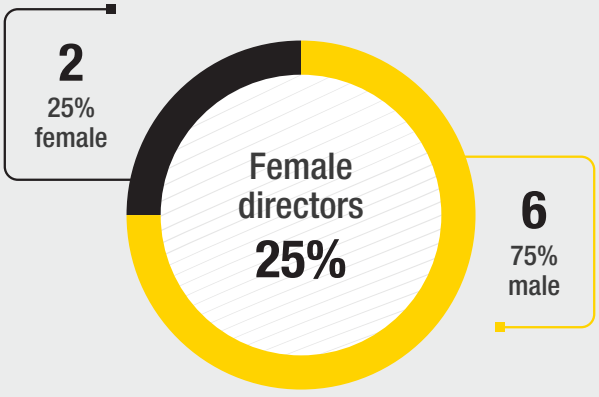
The dissolution of the Group's business platform structure in FY2024 eliminated a layer of governance, with the managing directors of the operating companies appointed to the Murray & Roberts Limited Board.

For more detail on our Murray & Roberts Limited Board

Board diversity

A formal diversity policy sets targets for gender and race diversity at Board level. The Board comprises 50% black directors and 25% female directors. Female director representation is below the 33% target. On rotation of non-executive directors, this will be taken into account.





Board activities

During the year, the Board held four meetings and four special board meetings, with key deliberations and decisions pertaining to:

- Rightsizing operations and overhead costs.
- Deleveraging of the Group.
- Liquidity and refinancing of the Group.

Board evaluation

A Board-approved, three-year cycle was established in March 2019:

Year 1:
Formal evaluation facilitated by external provider

Year 2:
Informal evaluation by discussion at committee level

Year 3:
Formal evaluation by questionnaire facilitated by the Group company secretary

Given the liquidity constraints faced over the year, we opted to complete an internal Board evaluation for FY2024 rather than incurring the cost of a formal external assessment.

“In FY2024, we continued to optimise our ways of working, with a steadfast commitment to measurement and accountability.”

GROUP LEADERSHIP

Independent non-executive directors

Suresh Kana
CHAIRMAN

Appointed: 1 July 2015
Tenure (Years)*: 9.2

Responsibilities: Oversees Board governance and performance, and stakeholder engagement

Skills & Expertise: Strategic Leadership, Governance, Ethics, Accounting & Finance

Qualifications: BCom (Hons), BCompt, MCom, CA(SA)

Experience: PwC Africa: Former Territory Senior Partner

Other Directorships: JSE, Transaction Capital, Anglo American Platinum

Last AGM re-elected: 2023

Committees:
SEC REM NG

Ralph Havenstein
LEAD INDEPENDENT DIRECTOR

Appointed: 1 August 2014
Tenure (Years)*: 10.1

Responsibilities: Addresses shareholders' concerns where regular channels fail to resolve concerns, or where the Chairman may be conflicted

Skills & Expertise: Strategic Leadership, Petrochemical & Mining, Chemical Engineering

Qualifications: MSC (Chemical Engineering), Bcom

Experience: Former CE of Anglo American Platinum & Norisk Nickel International

Other Directorships: Impala Platinum Holdings, Reatile

Last AGM re-elected: 2023

Committees:
REM SEC ARC NG

Jesmane Boggenpoel

Appointed: 1 April 2020
Tenure (Years)*: 4.4

Responsibilities: Provide independent and objective judgement as well as to counsel, challenge and monitor the executive directors delivery of strategy within the approval framework and risk appetite approved by the Board

Skills & Expertise: Strategic Leadership, Governance, Finance & Investment

Qualifications: CA(SA), MPA

Experience: Former Deal Executive: Brait Private Equity, Former Head of Business Engagement Africa: World Economic Forum

Other Directorships: Spur Corporation, ETG Input Holdings, AIH Capital

Last AGM re-elected: 2022

Committees:
ARC

Executive directors

Henry Laas
GROUP CHIEF EXECUTIVE

Appointed: 1 July 2011
Tenure (Years)*: 13.4

Responsibilities: Leads the design and delivery of Group Strategy and performance, and reporting

Skills & Expertise: Strategic Leadership, Mining, Engineering, Commercial negotiations

Qualifications: BEng (Mining), MBA

Experience: Former Chairman Murray & Roberts Engineering SADC, Former MD: Murray & Roberts Cementation and various other executive positions within the Group since 2001

Other Directorships: Group related

Last AGM re-elected: 2023

Committees:
SEC

Daniël Grobler
GROUP FINANCIAL DIRECTOR

Appointed: 1 April 2017
Tenure (Years)*: 7.4

Responsibilities: Leads the delivery of Group financial performance against aspirations, and reporting

Skills & Expertise: Strategic Leadership, Accounting & Finance, Commercial negotiations

Qualifications: CA(SA)

Experience: Former MD: Murray & Roberts Cementation, various Financial Leadership functions within the Group since 2010

Other Directorships: Group related

Last AGM re-elected: 2022

Committees:
SEC

Alex Maditsi

Appointed: 23 August 2017
Tenure (Years)*: 7

Responsibilities: Provide independent and objective judgement as well as to counsel, challenge and monitor the executive directors delivery of strategy within the approval framework and risk appetite approved by the Board

Skills & Expertise: Strategic Leadership, Law, Commercial & Remuneration

Qualifications: Bproc, LLB, LLM

Experience: MD of Copper Moon Trading, Former operations planning & legal director: Coca-Cola Southern & East Africa

Other Directorships: African Rainbow Minerals, Bidvest, Famous Brands, Netcare

Last AGM re-elected: 2023

Committees:
REM SEC

Alexandra Muller

Appointed: 1 July 2022
Tenure (Years)*: 2.2

Responsibilities: Provide independent and objective judgement as well as to counsel, challenge and monitor the executive directors delivery of strategy within the approval framework and risk appetite approved by the Board

Skills & Expertise: Strategic Leadership, Accounting, Finance & Governance

Qualifications: CA(SA)

Experience: Former Head of Governance, Risk, and Internal Audit practice at PwC for Financial Services clients

Other Directorships: AVI Limited, Infiniti Insurance Limited

Last AGM re-elected: 2022

Committees:
ARC

Clifford Raphiri

Appointed: 5 March 2020
Tenure (Years)*: 4.5

Responsibilities: Provide independent and objective judgement as well as to counsel, challenge and monitor the executive directors delivery of strategy within the approval framework and risk appetite approved by the Board

Skills & Expertise: Strategic Leadership, Operations & Human Capital, Engineering, Risk

Qualifications: BSc. Eng (Mechanical), MBA

Experience: Former Executive Director: SAB

Other Directorships: Energy Partners Holdings, Growthpoint Properties

Last AGM re-elected: 2021

Committees:
ARC REM NG

Group company secretary

Richard Davies

GROUP COMPANY SECRETARY

Appointed: 1 November 2023
Tenure (Years)*: 10 months

Responsibilities: Corporate governance and Board Administration/Legal

Skills & Expertise: Legal, Corporate Governance, Company Secretarial, Administration

Qualifications: LLB

Experience: Former company secretary Concor Limited from 1999 to 2006. Attorney and Group Legal Executive fulfilling various roles in the Group.

Other Directorships: Group related

Last AGM re-elected: n/a

COMMITTEES

ARC
Audit & Risk

SEC
Social & ethics

REM
Remuneration

NG
Nomination & governance

Committee chair

** As at 30 June 2024*

GROUP EXECUTIVE

JAPIE DU PLESSIS

MANAGING DIRECTOR CEMENTATION AFRICA

Tenure (Years)*: 0.4 years

Japie joined the Group in 2008 and was appointed to the executive committee in March 2024.

- Murray & Roberts Cementation (Africa)

COMMITTEE PARTICIPATION

SEC

DANIËL GROBLER

GROUP FINANCIAL DIRECTOR

Tenure (Years)*: 7 years

Daniël joined the Group in 2010 and was appointed to the executive committee in April 2017. Daniël was the Managing Director of Murray & Roberts Cementation. Prior to that, he fulfilled financial positions such as Chief Financial Officer: Underground Mining business platform and Group Corporate Finance Executive.

- Corporate office finance & payroll
- Financial control & reporting
- Information management & technology
- Murray & Roberts Properties
- Secretarial
- Taxation
- Treasury

COMMITTEE PARTICIPATION

ARC SEC

STEVE HARRISON

MANAGING DIRECTOR OPTIPOWER

Tenure (Years)*: 9 years

Steve joined the Group in 2011 and was appointed to the executive committee in September 2015.

- OptiPower

COMMITTEE PARTICIPATION

SEC

STEVE KOU

MANAGING DIRECTOR TERRA NOVA TECHNOLOGIES

Tenure (Years)*: 0.4 years

Steve joined TNT in 2014 and the Group in 2019. Steve was appointed to the executive committee in March 2024.

- Terra Nova Technologies

COMMITTEE PARTICIPATION

SEC

HENRY LAAS

GROUP CHIEF EXECUTIVE

Tenure (Years)*: 17 years

Henry joined the Group in 2001 and was appointed to the executive committee in July 2007, and to the Board and as Group chief executive in July 2011.

- Sustainable delivery of Group strategy & performance

COMMITTEE PARTICIPATION

ARC NG REM SEC

THOKOZANI MDLULI

HEALTH, SAFETY & ENVIRONMENT AND RISK DIRECTOR

Tenure (Years)*: 11 years

Thokozani joined the Group in 2010 and was appointed to the executive committee in July 2013. He is responsible for risk and health, wellness, safety and environment. Thokozani oversees the Group's B-BBEE verification and transformation plans.

- Health, safety & environment
- Risk
- Wellness
- B-BBEE

COMMITTEE PARTICIPATION

ARC SEC

ERIC SMITH

MANAGING DIRECTOR CEMENTATION AMERICAS

Tenure (Years)*: 0.4 years

Eric joined the Group in 2012 and was appointed to the executive committee in March 2024.

- Cementation Canada, Cementation USA and Merit Consultants International

COMMITTEE PARTICIPATION

SEC

* *As at 30 June 2024.*