



**MURRAY & ROBERTS HOLDINGS LIMITED**

(Incorporated in the Republic of South Africa)

Registration number: 1948/029826/06

JSE Share Code: MUR

ADR Code: MURZY

ISIN: ZAE000073441

(“Murray & Roberts” or “the Company”)

**FURTHER ANNOUNCEMENT REGARDING THE REQUISITE APPROVALS IN TERMS OF SECTION 126 OF THE COMPANIES ACT, 71 OF 2008 (“S126”)**

\* Following the shareholder approval obtained at the general meeting, held on Tuesday, 19 June 2018, the Takeover Regulation Panel (“TRP”) has provided its S126 approval

\* Murray & Roberts will now proceed to further develop a potential combination of Murray & Roberts and Aveng Limited (“Aveng”) (“Potential Transaction”)

Murray & Roberts’ shareholders are referred to the results of the general meeting announcement released on Tuesday, 19 June 2018, in which shareholders were advised that the resolution required in terms of S126 was approved by the requisite majority of Murray & Roberts shareholders (“S126 Resolution”).

S126 deals with the prohibition of frustrating actions in the event that a company is the subject of an offer. S126, however, provides that a company may take such actions where it has obtained the approval of both the shareholders of the Company in a general meeting and the TRP. Following the approval of the S126 Resolution, the Company approached the TRP to request its approval in terms of S126.

Shareholders are referred to the announcement released on SENS on Friday, 18 May 2018 (“Announcement”), in which the TRP process was set out. Any shareholder of Murray & Roberts who wished to make representations relating to the granting of approval by the TRP in terms of S126 was required to do so by Tuesday, 12 June 2018. Shareholders are advised that the Executive Director of the TRP confirmed in a letter, dated 20 June 2018, that the TRP has considered the Company’s request and based on information provided by the Company, approves that Murray & Roberts and Aveng may take such necessary steps to proceed with the Potential Transaction.

Shareholders are reminded that any formal offer is still subject to fulfilment of all pre-conditions specified in the Announcement, including the satisfactory completion of a due diligence review by Murray & Roberts on Aveng. Only once all the pre-conditions have been fulfilled and a formal offer made, will the board of directors of Murray & Roberts (“Board”) present the terms of the Potential Transaction to shareholders for approval.

**Responsibility statement**

The Board accepts responsibility for the information contained in this announcement and certifies that, to the best of its knowledge and belief, the information contained in this announcement is true and nothing has been omitted which is likely to affect the importance of the information.

Bedfordview  
21 June 2018

Sponsor  
Deutsche Securities (SA) Proprietary Limited