



## **Murray & Roberts Holdings Limited**

(Incorporated in the Republic of South Africa)

Registration number: 1948/029826/06

JSE share code: MUR

ISIN: ZAE000073441

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

### **ANNOUNCEMENT REGARDING THE MEDIA STATEMENT BY ATON GMBH ("ATON") AND APPLICATION TO THE COMPETITION TRIBUNAL**

On Thursday, 7 June 2018, ATON GmbH ("ATON") released a media statement ("ATON Media Statement") setting out its views and assumptions on the potential combination of Murray & Roberts and Aveng Limited ("Aveng") ("Potential Transaction").

Whilst the board of directors of Murray & Roberts ("Board") respects the right of any shareholder of the Company to express their views, it is disappointed by the manner in which ATON, as both an offeror and the Company's material minority shareholder, has chosen to engage with the Company on this matter.

The Board and management of Murray & Roberts has sought to engage with ATON on an urgent basis since the SENS announcement regarding the Potential Transaction was published on 18 May 2018. Due to ATON's availability, the first meeting between the Company and ATON regarding the Potential Transaction will only take place next week.

In light of the ATON Media Statement and ahead of the meeting with ATON, the Board takes this opportunity to reiterate to shareholders that:

- \* the strategic rationale for the potential combination of Murray & Roberts' Oil & Gas and Underground Mining platforms with Aveng's McConnell Dowell and Moolmans businesses is compelling;
- \* the Potential Transaction, if implemented, will further enable Murray & Roberts' stated strategy as a multinational engineering and construction group, through the benefits of both scale and synergy to the benefit of all shareholders;
- \* other than McConnell Dowell and Moolmans, the rest of Aveng is clearly non-core for Murray & Roberts and will be disposed for value in an orderly manner. The Board is actively considering various alternatives in this regard;
- \* the Board is cognisant of the challenges faced by Aveng and is accordingly conducting a due diligence review to verify all fundamental assumptions prior to making a formal offer. The public announcement of the Potential Transaction on 18 May 2018 prior to the due diligence review, was necessitated by virtue of Aveng's capital raising process.

At the general meeting on 19 June 2018 ("19 June Resolution"), the Board is requesting, as a preemptive matter, that Murray & Roberts' shareholders approve a resolution, in terms of section 126 of the Companies Act, 71 of 2008 dealing with frustrating action, that will only allow the Board to further develop the Potential Transaction, not to approve it. If the 19 June Resolution is successfully passed by a simple majority of Murray & Roberts shareholders, the Board will, subject to regulatory approvals, including approval from the Takeover Regulation Panel, and the outcome of the due diligence, move to finalise the terms of the potential offer with the board of

directors of Aveng and present a formal offer to Aveng shareholders. The Potential Transaction will only thereafter be presented to Murray & Roberts and Aveng shareholders for approval at a later date, if a formal offer is made.

In addition to the meeting with ATON next week, the Board is continuing to regularly engage with all Murray & Roberts' shareholders regarding the Potential Transaction, including those that have already indicated support for the Potential Transaction.

The Board believes that the minority shareholders in Murray & Roberts should have an opportunity to decide whether Murray & Roberts further develops the Potential Transaction. ATON has made its opposition to the Potential Transaction clear. Given the purpose of the 19 June Resolution and in the interests of all Murray & Roberts shareholders, the Board requested ATON to undertake not to exercise the voting rights attached to any shares acquired after 22 March 2018 (i.e. any shares in Murray & Roberts acquired by ATON or its affiliates as part of its proposed merger in excess of the approximately 30% shareholding of Murray & Roberts), until it has received the necessary merger control approval from the competition authorities. ATON rejected the Board's request. Accordingly, the Board has applied to the Competition Tribunal for appropriate relief.

### **RESPONSIBILITY STATEMENT**

The Board accepts responsibility for the information contained in this announcement and certify that, to the best of their 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  
8 June 2018

Financial adviser and transaction sponsor  
Deutsche Bank

Legal adviser  
Webber Wentzel

Sponsor  
Deutsche Securities (SA) Proprietary Limited