

**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”)

RESULTS OF ANNUAL GENERAL MEETING (“AGM”)

Shareholders are hereby advised of the voting results in respect of the resolutions that were voted at the Murray & Roberts AGM held today, Thursday, 1 November 2018.

Ordinary resolutions 1-4, to re-elect directors retiring by rotation, were withdrawn as at the time of the AGM, the Company was still subject to a mandatory offer by ATON. The Takeover Regulations prescribed under the Companies Act, 71 of 2008, impose certain restrictions on ATON (as an offeror) and the Company (as an offeree) during the offer period. In this regard, Regulation 108 provides that no director may resign from an offeree regulated company during an offer period. Accordingly, ordinary resolutions number 1 to 4 were thus withdrawn.

As the directors have no intent to repurchase shares in the Company during the offer period, special resolution 2 was also withdrawn from the AGM.

As at Friday, 26 October 2018, being the Voting Record Date, the total number of issued Murray & Roberts ordinary shares was 444 736 118. The number of Murray & Roberts shares present or represented by proxy was 389,779,458 representing 87.64% of the issued share capital and 87.98% of the votable shares as at the Voting Record Date.

Details of the voting results in respect of the resolutions are as follows:

RESOLUTION	TOTAL SHARES VOTED				SHARES ABSTAINED
	FOR (%)	AGAINST (%)	NUMBER	%*	%*
Ordinary Resolution 1 Election of R Havenstein as a director	WITHDRAWN				
Ordinary Resolution 2 Election of N Langa-Royds as a director	WITHDRAWN				
Ordinary Resolution 3 Election of K Spence as a director	WITHDRAWN				
Ordinary Resolution 4 Election of H Laas as a director	WITHDRAWN				

Ordinary Resolution 5 Re-appointment of Deloitte & Touche as external auditors	74.63	25.37	389,767,990	87.6403	0.0026
Ordinary Resolution 6 Approval of the remuneration policy	99.87	0.13	389,772,450	87.6413	0.0016
Ordinary Resolution 7 Approval of the implementation of the remuneration policy	99.98	0.02	389,772,450	87.6413	0.0016
Ordinary Resolution 8 Appointment of D Radley as member and Chairman of the Group Audit & Sustainability Committee,	99.99	0.01	194,912,330	43.8265	43.8163
Ordinary Resolution 9 Appointment of E Mashilwane as member of the Group Audit & Sustainability Committee	99.99	0.01	194,912,330	43.8265	43.8163
Ordinary Resolution 11 Appointment of K Spence as member of the Group Audit & Sustainability Committee	99.71	0.29	194,912,330	43.8265	43.8163
Special Resolution 1 Approval of fees payable to non-executive directors	99.99	0.01	389,748,330	87.6358	0.0070
Special Resolution 2 General Authority to repurchase shares	WITHDRAWN				
Special Resolution 3 Financial assistance to related or inter-related companies	99.99	0.01	389,749,670	87.6361	0.0067

**Expressed as a percentage of 444 736 118 Murray & Roberts ordinary shares in issue as at the Voting Record Date.*

Bedfordview
1 November 2018

Sponsor
The Standard Bank of South Africa Limited