



**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” or “the Group”)

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**TERMINATION OF THE PROPOSED DISPOSAL BY MURRAY & ROBERTS OF ITS INTEREST IN CLOUGH LIMITED TO WEBUILD S.P.A. AND RENEWAL OF CAUTIONARY ANNOUNCEMENT**

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Shareholders are referred to the Category 1 transaction announcement released on Friday, 18 November 2022 (“**Announcement**”) regarding the proposed disposal of the entire issued share capital of Clough Limited (“**Clough**”) to Webuild S.p.A (“**Webuild**”) (the “**Proposed Transaction**”), with the parties also contemplating a proposed interim loan facility of A\$30 million (“**Interim Loan**”) to be injected into Clough by Webuild to avoid placing the company under voluntary administration in Australia.

Shareholders are advised that the prescribed date in the sale and purchase agreement (“**SPA**”) for implementing the Interim Loan has passed. The parties have mutually agreed that there is no reasonable prospect of the Interim Loan being put in place and therefore the Proposed Transaction cannot proceed through to successful completion. Accordingly, the parties have mutually and unconditionally agreed to terminate the SPA with immediate effect.

As communicated in the Announcement, the boards of directors of Murray & Roberts and Clough had concluded that the Proposed Transaction was the preferred course of action to address Clough’s increasingly urgent working capital needs. In the absence of the Interim Loan, however, the board of directors of Clough have been left with no choice but to place Clough and its subsidiaries under voluntary administration in Australia with immediate effect.

Due to Clough being placed into voluntary administration, the board of directors of Murray & Roberts Pty Ltd (“**MRPL**”), an indirect wholly owned subsidiary of the Group and the Group’s holding company in Australia, have resolved to place MRPL into voluntary administration given the intercompany loan account for the benefit of Clough. As previously advised, the intercompany loan from MRPL, in favour of Clough, arose through the buy-out of the minority shareholders of Clough by Murray & Roberts in 2013. MRPL’s other creditors are Murray & Roberts International Ltd and the beneficiaries of guarantees that MRPL has provided in respect of Clough liabilities to third parties. The only other asset of MRPL is its investment in RUC Cementation Pty Ltd (“**RUC**”), which is part of the Group’s Mining business platform. RUC, which has a net asset value of A\$85 million (equivalent to approximately R1 billion), has not been placed into voluntary administration. Other than the Group’s interest in RUC, as well as a guarantee provided to Clough USA in the amount of A\$3 million (equivalent to approximately R35 million), the Group has no residual exposure in Australia or to Clough and will not be affected by MRPL being placed into voluntary administration.

**Further information on the voluntary administration process in Australia**

For an Australian company, voluntary administration is a flexible, short-term process which has the primary objectives of maximising the chances of the company, or so much of its business as possible, continuing in existence, and otherwise optimising the return for the company’s creditors and members. As such, this process has, since its introduction in 1993, resulted in the preservation of many great Australian businesses, which might otherwise have simply been liquidated. The process also provides for the possibility of compromise with creditors, through adoption of a Deed of Company Arrangement,

being a binding arrangement between the company and its creditors governing how the company's affairs will be dealt with.

The administrators that have been appointed to MRPL and Clough are four highly experienced members of the Deloitte Australia corporate rescue team – Sal Algeri, Jason Tracy, Glen Kanevsky and David Orr. Whilst responsibility for the management of MRPL and Clough will now pass to them, the administrators will rely heavily on assistance and input of the boards and management of the companies in order to meet the objectives of the administration process, including exploring options for sale, restructure or recapitalisation.

### **Renewal of cautionary announcement**

Shareholders are referred to the cautionary announcement published on 17 October 2022 and renewed on 8 November 2022 regarding the disruption to the Energy, Resources & Infrastructure platform, which is principally the Group's interest in Clough. Shareholders are advised to continue to exercise caution when dealing in the Company's securities until a further announcement is made.

### **For further information contact:**

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Bedfordview  
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