



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")

DISTRIBUTION OF CIRCULAR AND NOTICE OF GENERAL MEETING RELATING TO THE DISPOSAL BY MURRAY & ROBERTS LIMITED OF ITS ENTIRE INTEREST IN THE BOMBELA CONCESSION COMPANY (RF) PROPRIETARY LIMITED

1. INTRODUCTION

Shareholders are referred to the transaction announcement released by the Company on 1 December 2022, wherein Shareholders were advised that MRL entered into the Sale and Purchase Agreement to dispose of the Sale Shares to the Purchaser for a purchase consideration of up to R1 386 000 000 which purchase consideration has been determined and agreed with reference to the fair value of the Sale Shares as at 30 September 2022 and adjusted in accordance with a formula as more fully set out in the Sale and Purchase Agreement.

Capitalised terms not defined in this announcement have the meaning given to such terms in the transaction circular published today, 13 January 2023 ("**Circular**"), as applicable.

2. NOTICE OF GENERAL MEETING

A General Meeting of Shareholders will be held on Monday, 13 February 2023 at 11:00 on the 9th Floor in the Interchange Building, 22 Skeen Boulevard, Bedfordview, Johannesburg for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions required to be approved by shareholders in order to authorise and implement the Transaction. The notice of General Meeting is included in the Circular.

The Notice of General Meeting contains the Transaction Resolutions to be considered at the General Meeting, as well as the procedure applicable for voting and proxies.

3. IMPORTANT DATES AND TIMES

The important dates and times applicable to the Transaction are set out below:

Event	Date
Record date to determine which Shareholders are eligible to receive the Circular	Friday, 6 January 2023
Publication of Circular	Friday, 13 January 2023

Last day to trade in Shares in order to be recorded in the Register to attend, participate in and vote at the General Meeting (" Voting Last Day to Trade ") on	Tuesday, 31 January 2023
Record date for Shareholders to be recorded in the Murray & Roberts Register in order to be eligible to attend, participate in and vote at the General Meeting, being the " Voting Record Date ", by close of trade on	Friday, 3 February 2023
Last day and time to lodge Forms of Proxy with the Transfer Secretaries by 09:00 South African time on (<i>refer to note 2 below</i>)	Thursday, 9 February 2023
General Meeting to be held on the 9th Floor in the Interchange Building, 22 Skeen Boulevard, Bedfordview, Johannesburg at 11:00	Monday, 13 February 2023
Results of the General Meeting released on SENS and on Murray & Roberts' website on	Monday, 13 February 2023
Results of General Meeting published in the press on	Tuesday, 14 February 2023

Notes

1. All of the above dates and times are subject to amendment, subject to the approval of the JSE, if required. Any such amendment will be released on SENS.
2. A Shareholder may submit a Form of Proxy at any time before the commencement of the General Meeting (or any adjournment or postponement of the General Meeting) or lodge it to the chairperson of the General Meeting before the appointed proxy exercises any of the relevant Shareholder's rights at the General Meeting (or any adjournment or postponement of the General Meeting), provided that should a Shareholder lodge a Form of Proxy with the Transfer Secretaries less than 48 hours (excluding Saturdays, Sundays and gazetted national public holidays) before the General Meeting, such Shareholder will also be required to furnish a copy of such Form of Proxy to the chairperson of the General Meeting before the appointed proxy exercises any of such Shareholder's rights at the General Meeting (or adjourned or postponed General Meeting).
3. If the General Meeting is adjourned or postponed, Forms of Proxy submitted for the initial General Meeting will remain valid in respect of any adjournment or postponement of the General Meeting.
4. All dates and times indicated above are South African Standard Time, unless otherwise specified.

4. DIRECTORS RECOMMENDATION

Having regard to the terms and conditions of the Transaction, the Board is of the opinion that the terms of the Transaction are in the interest of Shareholders and, accordingly, recommends that Shareholders vote in favour of the Transaction Resolutions (as set out in the Notice of General Meeting) necessary to give effect to the Transaction.

For further information on the Transaction, to access the Circular and related Transaction documents, please visit Murray & Roberts website at www.murrob.com.

Johannesburg
Friday, 13 January 2023

Lead Financial Adviser: Barclays Bank PLC, acting through its Investment Bank
Financial Advisor and Sponsor: The Standard Bank of South Africa Limited
Legal Advisor: Webber Wentzel
Independent Reporting Accountant: PricewaterhouseCoopers

For more information, please contact:

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