

## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The definitions and interpretations on pages 12 to 15 of this Document apply to the entire document.

### Action required

This Document is important and should be read in its entirety. If you are in any doubt as to what action to take, you should consult your CSDP, broker, banker, attorney, accountant or other professional advisor immediately.

If you have disposed of all of your M&R Shares, please forward this Document to the purchaser of such shares or to the CSDP, broker, banker or other agent through whom you disposed of such shares.

The procedure for acceptance of the Offer is set out in paragraph 4 of this Document. If you wish to accept the Offer:

- Certificated Shareholders must complete the attached form of acceptance, transfer and surrender (*pink*) and return it as soon as possible to the Receiving Agents, Computershare Investor Services Proprietary Limited, together with the Documents of Title so as to be received by them by no later than 12:00 on the Closing Date; or
- Dematerialised Shareholders must notify their duly appointed CSDP or broker, as the case may be, of their acceptance of the Offer in the manner stipulated in the agreement governing their relationship with their CSDP or broker by the time and date stipulated by their CSDP or broker, who will electronically deliver their M&R Shares against payment of the offer consideration stipulated in this Document.

M&R Shareholders who tendered acceptances of the Voluntary Offer are advised that such acceptances shall fall away as a result of, and with effect from, the withdrawal of the Voluntary Offer, which will no longer be capable of acceptance. **For further details, please see paragraph 4.5 of this Document.**

This Document is issued in compliance with the Takeover Regulations for the purpose of providing information to M&R Shareholders with respect to the Offer.

**ATON does not accept responsibility, and will not be held liable, for any act or omission by any CSDP or broker, including without limitation, any failure on the part of the CSDP or broker of any beneficial owner of M&R Shares to notify such beneficial owner of the details set out in this Document.**

**All information relating to M&R contained in this Document is based on publicly available information as at the Last Practicable Date for the finalisation of this Document.**



### ATON, ACTING THROUGH ITS WHOLLY-OWNED SUBSIDIARY, ATON AT

(ATON is incorporated in Munich, Germany and ATON AT is incorporated in Going am Wilden Kaiser, Austria)

(Registration number of ATON with the commercial register at the local court of Munich: HRB 193331;

Registration number of ATON AT with the commercial register at the regional court of Innsbruck: FN 444911 g)

## CIRCULAR BY ATON TO SHAREHOLDERS OF MURRAY & ROBERTS HOLDINGS LIMITED

regarding:

**a mandatory offer by ATON to M&R Shareholders, other than ATON and its Affiliates, in terms of section 123 of the Companies Act, to acquire all or a portion of their M&R Shares for a consideration of ZAR17.00 for each M&R Share (subject to paragraph 3.9 of this Document), payable in cash**

and including

**a form of acceptance, transfer and surrender (*pink*) for use by Certificated Shareholders only.**

Financial advisor to ATON



Legal advisor to ATON



Date of issue: Monday, 4 June 2018

*This circular is available in English only. Copies may be obtained during normal business hours from Bowmans and Macquarie, whose addresses are set out in the "ATON Corporate Information, Advisors and Receiving Agents" section of this Document, and ATON's website ([www.aton.de/en/offer](http://www.aton.de/en/offer)), from the date of posting hereof until the Closing Date (both days inclusive).*

*This Offer is not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of the national securities exchanges of a Restricted Jurisdiction and the Offer cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, neither copies of this Document nor any related documentation are being or may be mailed or otherwise distributed or sent in or into or from a Restricted Jurisdiction, and if received in any Restricted Jurisdiction, this Document should be treated as being received for information purposes only.*

**Offerees are advised that should they notify their CSDPs or brokers, as the case may be, of their acceptance of the Offer, in the case of Dematerialised Shareholders, or should they surrender Documents of Title and accept the Offer, in the case of Certificated Shareholders, for their Offer Shares on or before the Closing Date, or any revised Closing Date, they are not permitted to sell or trade their Offer Shares until the date the contract of sale and purchase contemplated by the Offer does not come into effect due to the Conditions not being fulfilled or, where waiver or adjustment is permitted, not waived or adjusted, and, in the case of Certificated Shareholders, the Documents of Title are returned.**

---

## ATON CORPORATE INFORMATION, ADVISORS AND RECEIVING AGENTS

---

### ATON's registered office in Germany

Leopoldstrasse 53  
80802 Munich  
Germany

### Place and date of incorporation

Munich, Germany  
2001

### ATON's nominated address in South Africa

c/o Bowmans  
11 Alice Lane  
Sandton  
2196  
Johannesburg  
South Africa  
Attention: Ezra Davids, Chairman of Corporate/M&A  
(with a copy to Charles Douglas, Head of M&A)

c/o Bowmans  
PO Box 785812  
Sandton  
2146  
South Africa  
Attention: Ezra Davids, Chairman of Corporate/M&A  
(with a copy to Charles Douglas, Head of M&A)

### M&R's company secretary

Lambertus Kok  
Douglas Roberts Centre  
22 Skeen Boulevard  
Bedfordview  
2007

### Financial advisors

Macquarie  
In South Africa:  
The Place, South Building  
1 Sandton Drive  
Sandton  
2196  
Johannesburg  
South Africa  
In Germany:  
Operturm, Bockenheimer  
Landstrasse 2-4  
60306 Frankfurt am Main  
Germany

### Legal advisors as to South African law

Bowmans  
11 Alice Lane  
Sandton  
2196  
Johannesburg  
South Africa  
PO Box 785812  
Sandton  
2146  
South Africa

### Receiving Agents for ATON

Computershare Investor Services  
Proprietary Limited  
Rosebank Towers  
15 Biermann Avenue  
Rosebank  
Johannesburg  
2196  
South Africa  
PO Box 61763  
Marshalltown  
Johannesburg  
2107  
South Africa

**If you have any questions or require assistance in completing the attached form of acceptance, transfer and surrender (*pink*), please call Computershare Investor Services Proprietary Limited on 0861 100 634 (or +27 11 870 8216 if phoning from outside South Africa)**

---

## SALIENT FEATURES OF THE OFFER

---

The definitions and interpretations on pages 12 to 15 of this Document apply to this salient features section.

### TAKEOVER REGULATION PANEL APPROVALS

Shareholders should take note that the Takeover Regulation Panel does not consider commercial advantages or disadvantages of affected transactions when it approves such transactions.

### MATERIAL TERMS

The material terms of the Offer are as follows:

- the Offer Consideration is ZAR17.00 per M&R Share (subject to paragraph 3.9 of this Document), payable in cash; and
- if, within four months of the Opening Date, the Offer is accepted by Offerees holding at least 90% of the Offer Shares, ATON reserves the right, in its sole and absolute discretion, to invoke the provisions of section 124(1) of the Companies Act to acquire all of the Offer Shares in respect of which the Offer was not accepted and, if so, to apply for the termination of the listing of the M&R Shares on the JSE.

### SHAREHOLDER VALUE

ATON believes that the Offer will provide M&R Shareholders with an opportunity to realise significant and attractive value, and crystallise this value in cash, for their M&R Shares. The Offer Consideration compared to the M&R Share price prior to ATON's Voluntary Offer is as follows:

	Price (cents)	Premium (%)
Offer Consideration	1,700	–
Last Closing Price <sup>1</sup>	959	77.3
30 Day VWAP <sup>2</sup>	1,053	61.4
90 Day VWAP <sup>3</sup>	1,106	53.8
3 Year VWAP <sup>4</sup>	1,252	35.7

<sup>1</sup> The closing price of a M&R Share traded on the JSE as at Thursday, 22 March 2018, being the last Business Day immediately prior to the date ATON notified the M&R board in writing (via the firm intention letter dated Friday, 23 March 2018) that ATON had the firm intention to make the Voluntary Offer.

<sup>2</sup> The 30-day VWAP of a M&R Share traded on the JSE up to Thursday, 22 March 2018, being the last Business Day immediately prior to the date ATON notified the M&R board in writing (via the firm intention letter dated Friday, 23 March 2018) that ATON had the firm intention to make the Voluntary Offer.

<sup>3</sup> The 90-day VWAP of a M&R Share traded on the JSE up to Thursday, 22 March 2018, being the last Business Day immediately prior to the date ATON notified the M&R board in writing (via the firm intention letter dated Friday, 23 March 2018) that ATON had the firm intention to make the Voluntary Offer.

<sup>4</sup> The 3 year VWAP of a M&R Share traded on the JSE up to Thursday, 22 March 2018, being the last Business Day immediately prior to the date ATON notified the M&R board in writing (via the firm intention letter dated Friday, 23 March 2018) that ATON had the firm intention to make the Voluntary Offer.

### RATIONALE FOR THE OFFER AND BENEFITS OF THE OFFER FOR M&R

ATON is of the view that the implementation of the Offer will be beneficial to M&R and its stakeholders. The Offer Consideration represents significant value to M&R Shareholders, as set out above. The Offer provides M&R Shareholders with an opportunity to realise value in cash and to divest of their M&R Shares at a premium, which is also attractive considering the low trading volumes in M&R Shares on the JSE, as it offers M&R Shareholders an opportunity to divest of their shareholdings in an otherwise illiquid market environment, as illustrated by the following table:

---

**Last 30 days prior to  
ATON's Voluntary Offer<sup>1</sup>**

---

Total Volume Traded	22,076,998
% of M&R Shares in Issue	5.0%
Average Daily Traded Volume	735,900
Average Daily Traded Value	ZAR7,750,783

---

<sup>1</sup> The last 30 days up to Thursday, 22 March 2018, being the last Business Day immediately prior to the date on which ATON notified the M&R board in writing (via the firm intention letter dated Friday, 23 March 2018) that ATON had the firm intention to make the Voluntary Offer.

The Offer Consideration represents a significant premium of 77.3% over the closing price of a M&R Share as at Thursday, 22 March 2018, being the last Business Day immediately prior to the date ATON notified the M&R board in writing (via the firm intention letter dated Friday, 23 March 2018) that ATON had the firm intention to make the Voluntary Offer (see "Shareholder Value" above for details on the calculation of the relevant premiums).

ATON believes the premium represented by the Offer Consideration, and the opportunity to realise value in cash, is also attractive given the uncertain market outlook in M&R's key sectors. This uncertainty is also reflected in M&R's order book, which has declined in each of the financial years since 2015 and which, as M&R stated in the 2018 interim financial results presentation, is 'admittedly [...] low'. ATON believes that, in particular, the following trends in M&R's key markets are relevant:

- **Underground Mining:** M&R's Underground Mining operations have in the recent past been subject to substantial pressure due to low commodity prices and mining companies' reduced capital expenditures on new projects, leading to a mixed picture, and, amongst others, a decline in M&R's revenue and operating profits from this sector in the financial year 2017. This pressure is also reflected in M&R's Underground Mining order book which, as of 31 December 2017, substantially decreased beyond the financial year 2016 level, although M&R recently announced that M&R's Underground Mining operations have been awarded new projects representing an increase of approximately 50% on the order book as shown in the 2018 interim financial results. ATON itself also observes increasing competitive pressure in the underground mining sector overall, mainly due to the aforementioned factors, as well as market entries of new national and international competitors, such as Master Drilling, which has led to an increasing margin pressure and idle capacities. In addition, while commodity prices are currently higher than their 2015 and early 2016 lows, consensus forecasts for various commodities show limited upside as compared to their current spot prices, and only mixed upside as compared to their average prices during the low period 2014 to 2016.
- **Oil & Gas:** M&R's Oil & Gas operations have particularly suffered from a decline in revenues and increased margin pressure over the past years, with a continuous decline in operating profits over that period and revenues and operating margin falling substantially in the financial year 2017. This structural decline was largely a result of the transition from larger, higher-margin greenfields projects in Australia to smaller brownfields and maintenance projects. This structural change led to a decline in profit contributions from M&R's Oil & Gas operations. Whereas M&R's Oil & Gas operations as recently as in financial year 2015 accounted for approximately 75% of M&R's operating profit, this share has since fallen to approximately 19% of operating profits from continuing operations (excluding the Middle East operations which M&R plans to discontinue in 2018) in the 2018 interim financial results. Similarly, M&R's Oil & Gas order book has also declined significantly in the same period. M&R has stated that it expects the lack of new greenfields opportunities to continue for several years. In addition, consensus broker reports do not predict a significant rise in oil prices over the medium- to long-term over current spot or 2014 to 2016 historical average prices, putting the broader oil market under pressure.
- **Power & Water:** The industry in which M&R's Power & Water platform operates is characterised by a high level of competition for projects and challenging market conditions, and therefore uncertainty as to future revenue. Over the past years, M&R's revenues in this sector have been primarily driven by the large projects at Medupi and Kusile power stations, which are expected to be completed in financial year 2019. These projects also contributed the major share to the sector's operating profit over such period. With these projects nearing completion, M&R's order book has declined substantially over the past financial year and M&R faces pressure to win new projects.

In addition to the backdrop of uncertain mid- to long-term conditions in M&R's key markets described above, and M&R's recent capital allocation decisions including a further investment in the Gautrain-related businesses, which falls outside its stated core business of Underground Mining, Oil & Gas, and Power & Water, ATON

believes that the Offer will be beneficial to M&R's long-term strategic development. ATON further believes that the success of the Offer will have a positive impact on a wide range of M&R's stakeholders, including the South African economy in general and M&R employees (see below). In particular, ATON is committed to supporting M&R in maintaining its competitive position and building a more robust platform that is better positioned to withstand volatile and uncertain market conditions. Upon completion of the Offer, M&R's management and employees will become part of the service-oriented investment portfolio of ATON in Africa, the Americas, Asia and Europe. ATON would be ready to extend to M&R its current practice of international best-practice sharing and knowledge transfer as well as contribute further scale, which ATON believes will benefit the management, employees and operations of M&R.

In particular, ATON is of the view that it has acquired significant expertise in the underground mining services sector, being the sole shareholder of Redpath for now more than 10 years. ATON believes that M&R could benefit from being under common control of a shareholder which is committed to the mining sector and has relevant industry expertise. While, in the medium- to long-term, ATON does not exclude the possibility of a potential business combination of Redpath with M&R, ATON currently has no specific plans to propose and implement such a business combination in the short term.

While ATON currently has no specific plans regarding potential divestments of non-core businesses and portfolio investments of M&R, it may consider discussing to divest any such asset that may be more appropriately held or may be valued more highly by other South African and/or strategic investors. Such potential divestments are to be considered subsequent to completion of the Offer, but may include M&R's investments in Gautrain-related businesses.

## **BENEFITS FOR THE SOUTH AFRICAN ECONOMY AND SOUTH AFRICA**

In the face of a challenging global and domestic economic environment, in particular for the South African mining industry which although being one of the cornerstones of the South African economy has, for example, seen increasing layoffs in the past, the Offer represents a vote of confidence in the South African economy by a German-owned firm. In this regard, the FDI that would result from the proposed transaction would contribute towards the continuing recovery of the South African economy.

Furthermore, as highlighted above, the investment by an experienced multinational corporation into South Africa is likely to result in enhanced growth and opportunities for South Africa, as well as the transfer of skills and knowledge to local employees. This investment should not only be beneficial to M&R but also to domestic suppliers and the South African society in general.

There are over 300 German companies operating in South Africa, which employ over 60,000 people. The Offer expands on the positive experience that German companies have received and should encourage further investment from German and other multinational companies.

## **COMPETITION ASPECTS OF THE OFFER AND PUBLIC INTEREST GAINS AND PRO-COMPETITIVE GAINS**

Based on publicly available financial and other information, as well as on market knowledge, ATON expects that the implementation of the Offer will require notification to and approval by competition authorities in Australia, Namibia, South Africa, the United States, and Zambia. Other notifications are not expected to be required, but will be made to the extent necessary.

M&R, through its subsidiary Murray & Roberts Cementation Proprietary Limited, and ATON, through its investment in Redpath, provide a wide range of services in the broad sector for the provision of underground mining services. Given the dynamics of competition in this sector, ATON believes that competition approval will be obtained in the countries mentioned above as the combination of ATON and M&R will not raise (i) competition concerns and (ii), specifically in the context of South Africa, public interest concerns:

### ***Competition***

- The broad sector for the provision of underground mining services functions by way of tenders: to this end, competition between all market players is significant, especially in relation to price and service;
- both pre- and post-implementation of the Offer, M&R and Redpath will continue to face competition from other sophisticated competitors, such as Aveng, Barmenco, Byrnegut, Master Drilling and Shaft Sinkers, as well as, on a more international level, African Underground Mining Services, SMD and Thyssen Schachtbau;
- the combined entity will continue to be constrained by companies active in specific sub-segments, but with the ability to enlarge their business operations and/or to expand their geographic presence;



- the combined entity will continue to be constrained by its customers, the various mining houses, which exercise significant countervailing power and are able to, and do in many instances, provide underground mining services in-house;
- even where contract mining companies currently provide mining services, mining houses may pursue a strategy of internalising the mining services;
- in summary, the broad sector for the provision of underground mining services will continue to remain fiercely contested after the Offer is implemented.

### **Public interest**

- The implementation of the Offer will have no adverse public interest effects in South Africa or elsewhere. In particular, it will have no adverse effect on: a particular industrial sector or region; the ability of national industries to compete in international markets; employment; and the competitiveness of firms controlled or owned by historically disadvantaged persons;
- in fact, the implementation of the Offer may serve to enhance the public interest. The Offer is an investment by an experienced multinational into a major South African company. To this end:
  - the FDI that would result from the implementation of the Offer, as well as the potential for growth for M&R once it is controlled by ATON, will benefit the South African economy as a whole and contribute towards its continuing recovery (see above);
  - in respect of the benefits to a particular industrial sector, the skills and knowledge transfer that will result from the implementation of the Offer may enhance M&R's ability to serve its customers and to develop its offering in other countries further, thereby helping to uplift the underground mining services sector;
  - as regards the ability of national industries to compete in international markets, through ATON's global footprint M&R will have access to additional markets. This may enhance M&R's ability to compete with large international players which operate in South Africa and on the African continent; and
  - in respect of employment, there will be no reduction in job numbers in South Africa because of the implementation of the Offer. In fact, the benefits detailed above may well translate into an increase in job creation as M&R's business grows.
- Moreover, as indicated below, ATON is fully committed to supporting M&R in pursuing its continuing transformation and BBBEE objectives.

ATON is prepared to initiate relevant filings with the competition authorities in Australia, Namibia and Zambia without undue delay. ATON has already initiated filings with the competition authorities in South Africa and the United States. Furthermore, ATON is fully committed to engaging with all relevant stakeholders and interested parties in order to make the implementation of the Offer a success from a competition law and public interest perspective and to achieve competition approval as quickly as possible.

Besides the countries mentioned above, ATON does not currently expect that merger control notifications in other countries will be required. However, if such additional filings should be required, ATON is prepared to submit these without undue delay. Furthermore, merger control authorities in certain jurisdictions have the right to investigate transactions irrespective of whether a notification obligation exists in that jurisdiction. This could apply to, among others, Canada. For the reasons set forth above, ATON is optimistic that the combination of ATON and M&R will also not raise competition concerns in those countries.

### **FUNDING AND CASH CONFIRMATION**

The ATON group is mainly financed by equity and a nominal €200 million bond, which matures in November 2018 and which ATON intends to repay at maturity. As of 31 December 2017, total financial liabilities were €389 million (31 December 2016: €311 million), including bank loans of €93 million (31 December 2016: €85 million) and finance lease liabilities of €27 million (31 December 2016: €17 million). Cash and cash equivalents of the ATON group were €187 million as of 31 December 2017 (31 December 2016: €210 million), and net debt was €202 million (31 December 2015: €101 million).

The Offer will be fully funded from a combination of bank facilities and cash on hand available to ATON and its Affiliates. For the purposes of funding the Offer, Helaba has agreed to make a loan facility available to an Affiliate of ATON, which will be primarily used by ATON together with existing funds.

In accordance with Regulation 111(4) and Regulation 111(5) of the Takeover Regulations, Macquarie Advisory and Capital Markets South Africa Proprietary Limited (formerly known as Macquarie Capital South Africa

Proprietary Limited) has provided the TRP with an irrevocable and unconditional confirmation that ATON holds sufficient cash in escrow, in favour of the holders of relevant M&R Shares, for the purpose of fully satisfying the cash commitments in relation to the Offer.

## **ENGAGEMENT WITH THE M&R BOARD AND TSC RULING**

The M&R board and ATON have on a number of occasions engaged in discussions regarding a possible transaction between ATON and M&R. ATON always stressed during those discussions that the ownership of a controlling stake constitutes for ATON a pre-requisite of any potential transaction. Against this background, the parties discussed numerous transaction structures including, among other things, a transaction involving a contribution in kind by ATON of the entire share capital of ATON's Canadian subsidiary Redpath into M&R in exchange for the issue of ordinary shares in M&R to ATON, combined with a further share issue by M&R to ATON for cash. The parties also discussed potential deviating transaction structures, including the contribution of Redpath's shares into M&R in conjunction with a partial offer made by ATON to M&R's shareholders via a scheme of arrangement. The outright acquisition of a controlling stake in M&R by ATON was also brought forward as a transaction scenario. In particular, at the end of March 2016 and in April 2016, the parties intensified their preliminary discussions on, among other things, possible transaction structures and indicative parameters for the relative valuation of the businesses. Although the parties jointly concluded that there is a strategic rationale for the proposed business combination for both M&R and ATON, the parties had differing views on the structure of the proposed transaction. These differing views concerned, in particular, a structure to be submitted to M&R's general meeting by M&R's management whereby ATON would acquire a controlling stake in M&R. For this and other reasons, including the ongoing divestment of M&R's Infrastructure & Building platform at that time, it was concluded that such a structure would not be the best way through which to implement the transaction. In contrast, the parties believed that M&R's shareholders, as owners of M&R, are best suited to assess any premium offered to them by ATON. As a consequence, the discussions were ultimately terminated.

Between mid-February and mid-April 2017, ATON acquired a material interest in M&R, and increased its interest in M&R further in March, April and May 2018.

Following a thorough internal deliberative process within ATON regarding strategic options, ATON decided to make a Voluntary Offer to all M&R Shareholders (other than ATON and its Affiliates), who, as owners of M&R, should be given the opportunity to decide for themselves whether to accept the Voluntary Offer.

Following ATON's acquisition of 29,005,926 M&R Shares from Allan Gray's clients pursuant to the Forward Sale Agreement, ATON's beneficial interest in voting rights attaching to M&R Shares went from below the prescribed percentage for the purposes of section 123 of the Companies Act to approximately 39.8% of the voting rights of M&R, taking into account non-voting shares. On 25 May 2018, the TSC made a ruling that, as a result of the acquisition of M&R Shares from Allan Gray in terms of which ATON crossed the prescribed percentage for the purposes of section 123 of the Companies Act, ATON is required to withdraw its Voluntary Offer and replace it with a mandatory offer, in terms of section 123 of the Companies Act, to acquire any remaining M&R Shares not already owned by ATON, on the same or similar terms to those contained in the Forward Sale Agreement.

Accordingly on Monday, 28 May 2018, ATON announced on SENS that its Voluntary Offer would be withdrawn with effect from the date and time at which the Offer contemplated in this Document opens. ATON, through its nominated wholly-owned subsidiary ATON AT, makes its Offer to M&R Shareholders in terms of this Document. ATON continues to believe that M&R Shareholders should decide for themselves whether to accept the Offer.

## **CONDITIONS**

The Offer is subject to the fulfilment or, where applicable, waiver or adjustment of the following Conditions:

1. all approvals that might be required from the FSD in terms of the Exchange Control Regulations and in accordance with the requirements of those regulations and accompanying directives and rulings, for the implementation of the Offer, having been obtained;
2. all approvals that might be required for the implementation of the Offer pursuant to applicable foreign investment rules or similar public law rules and regulations in all relevant jurisdictions, other than set out above in paragraph 1, having been obtained, whereby it is believed that such approvals are required in (but not necessarily limited to) the following authority and jurisdiction: Foreign Investment Review Board in Australia;

3. approval of the Offer and the documents related to the Offer by the TRP having been obtained, and the TRP having issued a compliance certificate with respect to the Offer in terms of section 121(b) of the Companies Act; and
4. merger control clearances or approvals (as the case may be) with respect to merger control filings in all relevant jurisdictions: (i) having been granted unconditionally, provided that ATON shall always reserve the right to accept any conditions attached to any such merger clearances or approvals (as the case may be); or (ii) the applicable waiting periods having expired or legal proceedings seeking orders to restrain the implementation of the Offer have not been commenced or, in the case of an ongoing investigation by any competition authority, ATON is of the view that such legal proceedings will not be commenced; or (iii) the relevant competition authorities having, either by decision or in writing, communicated that the Offer is not subject to a filing requirement nor opposed by the competent authority, whereby it is believed that merger control filings are required in (but not necessarily limited to) the following jurisdictions: Australia; Namibia; South Africa; the United States; and Zambia.

The Conditions must be fulfilled or, where waiver or adjustment is permitted, waived or adjusted, by no later than the Long Stop Date. Notwithstanding this, ATON reserves the right and shall be entitled, in its sole and absolute discretion, but in accordance with the requirements of the Takeover Regulations and any other applicable laws, to extend the Long Stop Date. In the event that the Long Stop Date is extended, the amended date will be released on SENS and published in the South African press.

To the extent that waiver or adjustment is permitted, ATON reserves the right to, and shall be entitled to waive or adjust (in whole or in part) any of the Conditions referred to in paragraphs 2 and 4 above. The Conditions stipulated in paragraphs 1 and 3 are not capable of waiver or adjustment. In the event that any of the Conditions is waived or adjusted, details of such waiver or adjustment will be released on SENS and published in the South African press.

The Offer will be announced as being unconditional within one Business Day after the date on which the Offer becomes unconditional in all respects.

## **MANAGEMENT AND EMPLOYEES**

ATON does not have specific information in relation to the service contracts of the directors of M&R or any of its subsidiaries, nor does it have specific information with regards to the notice period or compensation provided for therein. ATON does not know if the emoluments payable to M&R directors will be affected by the Offer.

ATON views the commitment of M&R's management and employees as important to the ongoing success of the business after a successful implementation of the Offer. ATON will seek to ensure that M&R's management and employees are given the strategic and operational support necessary to manage and grow M&R's business, as is the case with its other investments.

At this time, ATON considers there to be no need, and has no plans, for any form of rationalisation of M&R's business in the context of the Offer. ATON will consider taking reasonable measures to mitigate potential adverse effects insofar as the implementation of the Offer may result in any adverse effect on the continued employment of M&R employees, for example arising from early termination of existing contractual arrangements. In contrast, ATON believes that the benefits of the Offer (as described above) may well translate into an increase in job creation as M&R's business grows.

ATON is also interested in maintaining and strengthening relationships with M&R employees and trade unions and believes that it and its portfolio companies have a strong track record in this area.

## **BROAD-BASED BLACK ECONOMIC EMPOWERMENT**

ATON understands and respects the importance of BBBEE, both in the wider context and for M&R.

ATON intends to support M&R in its continued efforts to foster the BBBEE initiatives and transformation of its South African business as a social and commercial imperative. On this basis, ATON is committed to determining appropriate ways to achieve these objectives in relation to BBBEE.



---

## IMPORTANT INFORMATION

---

### DISCLAIMER

Information included in this Document relating to M&R and its business has been derived solely from publicly available sources.

While ATON has included information in this Document regarding M&R that is known to ATON based on publicly available information, ATON has not had access to non-public information regarding M&R and could not use such information for the purpose of preparing this Document. Although ATON is not aware of anything that would indicate that statements relating to M&R contained in this Document are inaccurate or incomplete, ATON is not in a position to verify information concerning M&R. ATON and its directors and officers are not aware of any errors in such information. Subject to the foregoing and to the maximum extent permitted by law, ATON and its directors and officers disclaim all liability for information concerning M&R included in this Document.

### FORWARD-LOOKING STATEMENTS

Statements in this communication include “forward-looking statements” that express or imply expectations of future events or results. Forward-looking statements are statements that are not historical facts. These statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, products and services, and statements regarding future performance. Forward-looking statements are generally identified by the words “expects”, “anticipates”, “believes”, “intends”, “estimates” and similar expressions. All forward-looking statements involve a number of risks, uncertainties and other factors, and ATON cannot give assurances that such statements will prove to be correct. Risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied by the forward-looking statements include, without limitation, the satisfaction of the Conditions, delays in the regulatory processes, changes in the economic or political situation in South Africa, Germany and/or any other relevant jurisdiction, changes in the mining, metal and minerals, oil and gas, or power and water industries within any such country or area or worldwide and the performance of (and cost savings realised by) ATON. Although ATON believes that the expectations reflected in such forward-looking statements are reasonable, investors and holders of M&R Shares are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of ATON, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. ATON does not undertake any obligation to update any forward-looking information or statements.

### NO PROFIT FORECASTS

Nothing in this Document should be construed as a profit forecast or be interpreted to mean that the future earnings of ATON, M&R or the enlarged group will necessarily be greater than the historic published earnings of ATON, M&R or the enlarged group.

### RESTRICTIONS ON SALE AND TRADE

**In the event that the Conditions are not fulfilled or, where waiver or adjustment is permitted, not waived or adjusted, Dematerialised Shareholders are reminded that because the Offer is conditional, if they notify their CSDPs or brokers, as the case may be, of their acceptance of the Offer in anticipation of the Conditions being fulfilled or, where waiver or adjustment is permitted, waived or adjusted, they will not be able to trade their M&R Shares from the date that they notify their CSDPs or brokers, as the case may be, of their acceptance of the Offer until the date the contract of sale and purchase contemplated by the Offer does not come into effect due to the Conditions not being fulfilled or, where waiver or adjustment is permitted, not waived or adjusted.**

**In the event that the Conditions are not fulfilled or, where waiver or adjustment is permitted, not waived or adjusted, Certificated Shareholders are reminded that because the Offer is conditional, if they surrender their Documents of Title and accept the Offer in anticipation of the Conditions being fulfilled or, where waiver or adjustment is permitted, waived or adjusted, they will not be able to trade their M&R Shares from the date that they surrender their Documents of Title until the date the contract of sale and purchase contemplated by the Offer does not come into effect due to the Conditions not being fulfilled or, where waiver or adjustment is permitted, not waived or adjusted.**

**Offerees are advised that should they notify their CSDPs or brokers, as the case may be, of their acceptance of the Offer, in the case of Dematerialised Shareholders, or should they surrender Documents of Title and accept the Offer, in the case of Certificated Shareholders, for their Offer Shares on or before the Closing Date, or any revised Closing Date, they are not permitted to sell or trade their Offer Shares until the date the contract of sale and purchase contemplated by the Offer does not come into effect due to the Conditions not being fulfilled or, where waiver or adjustment is permitted, not waived or adjusted, and, in the case of Certificated Shareholders, the Documents of Title are returned.**

**SOLE RESPONSIBILITY**

This Document is published by and is the sole responsibility of ATON.

---

## TABLE OF CONTENTS

---

	Page
<b>ATON CORPORATE INFORMATION, ADVISORS AND RECEIVING AGENTS</b>	Inside front cover
<b>SALIENT FEATURES OF THE OFFER</b>	1
<b>IMPORTANT INFORMATION</b>	7
<b>IMPORTANT DATES AND TIMES</b>	10
<b>DEFINITIONS AND INTERPRETATIONS</b>	12
<b>THE OFFER</b>	16
<b>CIRCULAR BY ATON TO M&amp;R SHAREHOLDERS</b>	
1. INTRODUCTION	16
2. BACKGROUND TO AND REASONS FOR THE OFFER	17
3. TERMS OF THE OFFER	23
4. PROCEDURE FOR ACCEPTANCE OF THE OFFER	27
5. CONFIRMATION OF FINANCIAL RESOURCES	29
6. SETTLEMENT OF THE OFFER CONSIDERATION	29
7. EXCHANGE CONTROL REGULATIONS	29
8. TAX IMPLICATIONS FOR OFFEREES	31
9. BENEFITS FOR THE SOUTH AFRICAN ECONOMY AND SOUTH AFRICA	31
10. ATON'S INTENTIONS REGARDING M&R, THE M&R MANAGEMENT AND THE BOARD OF DIRECTORS OF M&R	31
11. COMPETITION ASPECTS OF THE OFFER AND PUBLIC INTEREST GAINS AND PRO-COMPETITIVE GAINS	31
12. ATON'S INTENTION WITH REGARD TO BBBEE	33
13. FINANCIAL INFORMATION RELATING TO ATON	33
14. FINANCIAL INFORMATION RELATING M&R (BASED ON PUBLICLY AVAILABLE INFORMATION)	33
15. MATERIAL CHANGES	33
16. INTERESTS OF ATON IN M&R	33
17. INTERESTS OF THE DIRECTORS OF ATON IN M&R	34
18. CONCERT PARTIES, SPECIAL ARRANGEMENTS, UNDERTAKINGS AND COSTS OF THE OFFER	34
19. ARRANGEMENTS, UNDERTAKINGS OR AGREEMENTS IN RELATION TO THE OFFER SHARES	35
20. DIRECTORS' RESPONSIBILITY STATEMENT	35
21. DOCUMENTS AVAILABLE FOR INSPECTION	36
<b>ANNEXURE 1 – SECTION 124 OF THE COMPANIES ACT</b>	37
<b>ANNEXURE 2 – FINANCIAL INFORMATION RELATING TO ATON</b>	39
<b>ANNEXURE 3 – FINANCIAL INFORMATION RELATING TO M&amp;R</b>	43
<b>FORM OF ACCEPTANCE, TRANSFER AND SURRENDER (PINK)</b>	Attached

---

## IMPORTANT DATES AND TIMES

---

The definitions and interpretations on pages 12 to 15 of this Document apply to this important dates and times section.

Posting record date to be eligible to receive this Document	Friday, 25 May 2018
Posting date of this Document	Monday, 4 June 2018
SENS announcement confirming: (i) posting of this Document; and (ii) publication of this Document on ATON's website	Monday, 4 June 2018
The Offer opens at 09:00 on the Opening Date	Tuesday, 5 June 2018
Last day for M&R independent board to post response circular	Monday, 2 July 2018
Acceptances may be withdrawn if the Offer has not been declared unconditional in all respects	Wednesday, 5 September 2018
Offer to be announced as being unconditional in all respects	within one Business Day after the Offer becomes unconditional in all respects anticipated to be a Friday no earlier than 10 Business Days following the date on which the Offer becomes unconditional in all respects – see definition of "Closing Date"
The Closing Date	Tuesday prior to the Closing Date
Last day to trade in M&R Shares in order to participate in the Offer	Tuesday prior to the Closing Date
Ex-date	Wednesday prior to the Closing Date
Record Date in order to participate in the Offer at 12:00 on	the Closing Date
The Offer closes at 12:00 on	the Closing Date
Payment of Offer Consideration to Offerees who accept the Offer	see notes 13 and 14
Results of the Offer to be released on SENS and published in the South African press on	second Business Day after the Closing Date

### Notes:

1. All dates and times above and quoted generally in this Document are South African local times unless otherwise stated.
2. The above dates and times are reflected on the basis of a 24-hour clock (with a day being a period of 24 hours running from midnight (00:00) to midnight (24:00)). The above dates and times are subject to change in accordance with the terms of this Document. Any such change shall be released on SENS and published in the South African press.
3. The Offer must remain open for at least 30 Business Days after the Opening Date.
4. An Offeree who has accepted the Offer may withdraw that acceptance, by notice in writing delivered to ATON, if the Offer has not been declared wholly unconditional by midnight on the 65th Business Day after the Opening Date.
5. An Offeree who has withdrawn an acceptance of the Offer, as contemplated in note 4, may again accept the Offer in the manner provided in terms of the Offer (see notes 7 and 8) at any time before the Closing Date, unless the Offer has terminated. An Offeree may not withdraw acceptance and subsequently re-accept the Offer more than once.
6. ATON reserves, in its sole and absolute discretion, the right to extend the Offer Period and the Long Stop Date, in which event all amended dates and times relating to the Offer will be released on SENS and published in the South African press as per note 2 above.
7. Dematerialised Shareholders wishing to accept the Offer are required to notify their CSDPs or brokers, as the case may be, of their intention to accept the Offer in the manner stipulated in the custody agreements entered into between such Dematerialised Shareholders and their CSDPs or brokers, as the case may be.
8. Certificated Shareholders wishing to accept the Offer are required to complete the attached form of acceptance, transfer and surrender (*pink*) in accordance with the instructions therein to be received by the Receiving Agents by no later than 12:00 on the Closing Date.
9. In the event that the Conditions are not fulfilled or, where waiver or adjustment is permitted, not waived or adjusted, by the Long Stop Date, the contract of sale and purchase contemplated by the Offer will not come into effect and all Documents of Title surrendered by the Offerees in respect of the Offer will be returned to the Offerees concerned, at the risk of the relevant Offerees.
10. **In the event that the Conditions are not fulfilled or, where waiver or adjustment is permitted, not waived or adjusted, Dematerialised Shareholders are reminded that because the Offer is conditional, if they notify their CSDPs or brokers, as the case may be, of their acceptance of the Offer in anticipation of the Conditions being fulfilled or, where waiver or adjustment is permitted, waived or adjusted, they will not be able to trade their M&R Shares from the date they notify their CSDPs or brokers, as the case may be, of their acceptance of the Offer until the date the contract of sale and purchase contemplated by the Offer does not come into effect due to the Conditions not being fulfilled or, where waiver or adjustment is permitted, not waived or adjusted.**

11. **In the event that the Conditions are not fulfilled or, where waiver or adjustment is permitted, not waived or adjusted, Certificated Shareholders are reminded that because the Offer is conditional, if they surrender their Documents of Title and accept the Offer in anticipation of the Conditions being fulfilled or, where waiver or adjustment is permitted, waived or adjusted, they will not be able to trade their M&R Shares from the date they surrender their Documents of Title until the date the contract of sale and purchase contemplated by the Offer does not come into effect due to the Conditions not being fulfilled or, where waiver or adjustment is permitted, not waived or adjusted.**
12. **Offerees are advised that should they notify their CSDPs or brokers, as the case may be, of their acceptance of the Offer, in the case of Dematerialised Shareholders, or should they surrender Documents of Title and accept the Offer, in the case of Certificated Shareholders, for their Offer Shares on or before the Closing Date, or any revised Closing Date, they are not permitted to sell or trade their Offer Shares until the date the contract of sale and purchase contemplated by the Offer does not come into effect due to the Conditions not being fulfilled or, where waiver or adjustment is permitted, not waived or adjusted and, in the case of Certificated Shareholders, the Documents of Title are returned.**
13. The Offer Consideration due to Dematerialised Shareholders will be credited to their accounts with their CSDPs or brokers within the Offer Payment Period.
14. The Offer Consideration due to Certificated Shareholders will be settled either by cheque(s), posted by registered post to the Certificated Shareholders concerned, at their risk, or, if a Certificated Shareholder has elected to receive the Offer Consideration by way of EFT by completing the relevant section of the form of acceptance, transfer and surrender (*pink*), by way of EFT, in either case, within the Offer Payment Period.
15. M&R Shares may not be Dematerialised or rematerialised between commencement of trade on the Ex-date to the Record Date, both dates inclusive.



---

## DEFINITIONS AND INTERPRETATIONS

---

In this Document, the annexures and the attachment hereto, unless the context indicates otherwise, reference to the singular shall include the plural and *vice versa* and words denoting one gender shall include the others and expressions denoting natural persons include juristic persons and associations of persons and the words in the first column have the meanings stated opposite them in the second column, as follows:

“ADRs”	American Depository Receipts that have been issued, or shall be issued, in the United States, or any other jurisdiction, in relation to or in connection with the M&R Shares;
“Affiliate”	in relation to a person, any other person that is a related person to such person (as determined in accordance with section 2 of the Companies Act);
“Aggregate ATON Shareholding”	at any time, the aggregate M&R Shares held by ATON and its Affiliates, it being recorded that as at the Last Practicable Date, the Aggregate ATON Shareholding was 194,855,660 M&R Shares, representing an ownership interest of approximately 43.8 % of all M&R Shares (based on a total of 444,736,118 M&R Shares), all of which were held by ATON AT, which translates to approximately 44.1 % of the voting rights of M&R taking into account non-voting shares including those repurchased by M&R under its share repurchase programme until 2 November 2017;
“Allan Gray”	Allan Gray Proprietary Limited, a private company incorporated in accordance with the laws of South Africa under registration number: 2005/002576/07, with its registered address at 1 Silo Square, V&A Waterfront, Cape Town, 8001, South Africa;
“ATON”	ATON GmbH (registration number HRB 193331 with the commercial register at the local court of Munich), a limited liability company incorporated in Munich, Germany, acting through its wholly-owned subsidiary ATON AT;
“ATON AT”	ATON Austria Holding GmbH, (registration number FN 444911 g with the commercial register at the regional court of Innsbruck), a limited liability company incorporated in Going am Wilden Kaiser, Austria, and a wholly-owned subsidiary and Affiliate of ATON;
“Authorised Dealer”	an authorised dealer of the South African Reserve Bank, designated as such in the Exchange Control Regulations;
“BBBEE”	broad-based black economic empowerment;
“Business Day”	any day other than a Saturday, Sunday or statutory holiday in South Africa;
“Certificated Shareholder”	a M&R Shareholder who holds Certificated Shares;
“Certificated Share”	a M&R Share, which has not been Dematerialised, and title to which is evidenced by a document of title;
“Closing Date”	the date on which the Offer will close and which will be the last date on which Offerees will be able to accept the Offer, which date shall be the 10th Business Day after the Offer is announced as being unconditional in all respects, or, if such date does not fall on a Friday, the Friday immediately following the expiry of that 10-day period (unless that Friday is a statutory holiday in South Africa, in which case the Closing Date will be the Business Day immediately prior to that Friday);
“Common Monetary Area”	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland;

“Companies Act”	the Companies Act, No. 71 of 2008, as amended or re-enacted from time to time;
“Conditions”	the conditions to which the Offer is subject, set out in paragraph 3.2.1 of this Document;
“CSDP”	a “Participant” as defined in section 1 of the Financial Markets Act, being a person authorised by a licensed central securities depository to perform custody and administration services or settlement services or both in terms of the central securities depository rules;
“Dematerialisation”	the process by which Certificated Shares are converted to or held in an electronic form as uncertificated securities and recorded in the sub-register of security holders maintained by a CSDP or broker, and “Dematerialised” shall have a corresponding meaning;
“Dematerialised Shareholder”	a holder of Dematerialised Shares who is recorded as such in a sub-register of M&R maintained by a CSDP;
“Dematerialised Shares”	M&R Shares that have been Dematerialised;
“this Document”	this bound document, dated Monday, 4 June 2018;
“Documents of Title”	share certificates, certified transfer deeds, balance receipts, or any other documents of title to M&R Shares reasonably acceptable to M&R;
“EBIT”	earnings before interest and taxes;
“EBITDA”	earnings before interest, taxes, depreciation and amortisation;
“EDAG”	EDAG Engineering Group AG, a corporation organised under the laws of Switzerland and an indirect, majority-owned subsidiary of ATON;
“EFT”	electronic funds transfer;
“Exchange Control Regulations”	the Exchange Control Regulations, 1961, promulgated in terms of section 9 of the Currency and Exchanges Act, No. 9 of 1933, as amended;
“FDI”	foreign direct investment;
“FFT”	FFT Produktionssysteme GmbH & Co. KG, a limited liability company organised under the laws of Germany and an indirect, wholly-owned subsidiary of ATON;
“FSD”	Financial Surveillance Department of the South African Reserve Bank;
“Financial Markets Act”	the South African Financial Markets Act, No. 19 of 2012, as amended or re-enacted from time to time;
“Forward Sale Agreement”	the forward sale agreement entered into among ATON, ATON AT and Allan Gray (Allan Gray acting not as principal but on behalf of its clients, which clients are the beneficial and/or registered owners of the M&R Shares), dated Thursday, 29 March 2018, in terms of which, among other things, Allan Gray agreed to sell to ATON AT, and ATON AT agreed to purchase from Allan Gray, 29,005,926 M&R Shares as more fully described in paragraph 18.4 of this Document;
“Germany”	the Federal Republic of Germany;
“Helaba”	Landesbank Hessen-Thüringen Girozentrale, an incorporated public law institution under German law;
“Income Tax Act”	the Income Tax Act, No. 58 of 1962, as amended or re-enacted from time to time;

“JSE”	as the context requires, JSE Limited (registration number 2005/022939/06), a public company incorporated in South Africa and licensed to operate as an exchange under the Financial Markets Act, or the securities exchange operated by that company;
“JSE Listings Requirements”	the Listings Requirements issued by the JSE, as amended from time to time;
“Last Practicable Date”	Thursday, 31 May 2018, being the last practicable date prior to the finalisation of this Document;
“Long Stop Date”	Sunday, 31 March 2019, as extended pursuant to paragraph 3.2.2;
“M&R”	Murray & Roberts Holdings Limited (registration number 1948/029826/06), a public company incorporated in accordance with the laws of South Africa, the issued shares of which are listed on the JSE (JSE Share Code: MUR; ADR Code MURZY; ISIN: ZAE000073441);
“M&R board”	the board of directors of M&R, as constituted from time to time;
“M&R Shareholder”	a holder of M&R Shares;
“M&R Shares”	issued ordinary shares in M&R;
“the Offer”	the mandatory offer by ATON in terms of section 123 of the Companies Act to acquire all or a portion of the M&R Shares held by M&R Shareholders, other than ATON or its Affiliates, as detailed in this Document;
“Offeree”	a M&R Shareholder to whom the Offer is made and who may accept the Offer, being any person (other than ATON or ATON AT), who is a Certificated Shareholder or a Dematerialised Shareholder on the Record Date;
“Offer Consideration”	ZAR17.00 per M&R Share (subject to paragraph 3.9);
“Offer Payment Period”	in relation to a M&R Shareholder, a period of six Business Days after: <ul style="list-style-type: none"> <li>(i) the Offer being declared unconditional in all respects as contemplated by Regulation 102(12)(a) of the Takeover Regulations; and</li> <li>(ii) acceptance of the Offer by such M&amp;R Shareholder;</li> </ul>
“Offer Period”	the period from 09:00 on the Opening Date to 12:00 on the Closing Date, both days inclusive (which period may be extended by ATON);
“Offer Shares”	all M&R Shares held by the Offerees;
“Opening Date”	the date on which the Offer opens, being Tuesday, 5 June 2018;
“Receiving Agents”	the appointed agent of ATON for the purposes of receiving acceptances in relation to the Offer, on the basis set forth in this Document, Computershare Investor Services Proprietary Limited (registration number 2004/003647/07), located at Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196, South Africa (PO Box 61763, Marshalltown, Johannesburg, 2107, South Africa). For the avoidance of doubt, M&R Shareholders are advised that the Receiving Agents are <b>not</b> the Transfer Secretaries to M&R (see definition of “Transfer Secretaries” below). The Transfer Secretaries will continue to perform their role and functions as M&R’s appointed Transfer Secretaries (including, without limitation, administering the securities register of M&R);
“Record Date”	the latest date and time at which a M&R Shareholder may be recorded in the Register in order to accept the Offer, being 12:00 on the Closing Date;

“Redpath”	Redpath Mining Inc., formerly J.S. Redpath Holding Inc., a corporation established in accordance with the laws of Canada, and an indirect, wholly-owned subsidiary of ATON;
“Register”	(i) the register of shareholders of M&R (including the relevant sub-registers of the CSDP administering the sub-registers of M&R); or (ii) the register of disclosures of M&R;
“Restricted Jurisdiction”	any jurisdiction in which it is illegal or otherwise unlawful for the Offer to be made or accepted, including (without limitation) Australia, Canada, Japan and the United States;
“SENS”	the Stock Exchange News Service of the JSE;
“Share Incentive Scheme”	the Murray & Roberts Holdings Limited Employee Share Incentive Scheme, which operates through the means of the Murray & Roberts Trust;
“South Africa”	the Republic of South Africa;
“Strate”	Strate Proprietary Limited (registration number 1998/022242/07), a limited liability private company incorporated in accordance with the laws of South Africa, which is a registered central securities depository;
“Takeover Regulations”	the Takeover Regulations prescribed by the Minister of Trade and Industry in terms of section 120 of the Companies Act;
“Transfer Secretaries”	the transfer secretaries of M&R from time to time, being, as at the Last Practicable Date, Link Market Services South Africa Proprietary Limited (registration number 2000/007239/07), located at 13th Floor, 19 Ameshoff Street, Braamfontein, 2000, South Africa (PO Box 4844, Johannesburg, 2000, South Africa);
“TRP”	the Takeover Regulation Panel established in terms of section 196 of the Companies Act;
“TSC”	The Takeover Special Committee, a committee of the TRP, established in terms of section 202 of the Companies Act;
“United States”	the United States of America;
“Voluntary Offer”	the voluntary general offer made by ATON, through its nominated wholly-owned subsidiary ATON AT, to the M&R Shareholders other than ATON or ATON’s Affiliates, to acquire all or a portion of the M&R Shares held by M&R Shareholders, other than ATON or its Affiliates, as detailed in the Voluntary Offer Circular, and which was withdrawn with effect from the date and time at which the Offer opens being at 09:00 on Tuesday, 5 June 2018;
“Voluntary Offer Circular”	the document pursuant to which ATON, through its nominated wholly-owned subsidiary ATON AT, made the Voluntary Offer to the M&R Shareholders other than ATON or ATON’s Affiliates, to acquire all or a portion of the M&R Shares held by M&R Shareholders, other than ATON or its Affiliates, which document was issued on 9 April 2018;
“VWAP”	volume weighted average price; and
“ZAR”, “Rand” or “cents”	South African Rand or cents, the currency of South Africa.

---

## THE OFFER

---



### ATON, ACTING THROUGH ITS WHOLLY-OWNED SUBSIDIARY, ATON AT

(ATON is incorporated in Munich, Germany and ATON AT is incorporated in Going am Wilden Kaiser, Austria)  
(Registration number of ATON with the commercial register at the local court of Munich: HRB 193331;  
Registration number of ATON AT with the commercial register at the regional court of Innsbruck: FN 444911 g)

---

### Directors of ATON

Thomas Eichelmann (CEO) and Jörg Fahrenbach (CFO)

---

## CIRCULAR BY ATON TO M&R SHAREHOLDERS

---

### 1. INTRODUCTION

- 1.1 It was announced by ATON on SENS on Monday, 26 March 2018, and in the South African press on Tuesday, 27 March 2018, that ATON had a firm intention to make a Voluntary Offer to all M&R Shareholders (other than ATON and its Affiliates) to acquire all their M&R Shares for cash. Following this announcement, on Monday, 9 April 2018, ATON duly did make its Voluntary Offer to M&R Shareholders, to acquire all or a portion of the M&R Shares not already owned by ATON or its Affiliates, at an initial offer consideration of ZAR15.00 (fifteen Rand) per M&R Share, which offer consideration subsequently announced to be increased to ZAR17.00 (seventeen Rand) per M&R Share.
- 1.2 M&R Shareholders are further referred to, *inter alia*, the announcements published on SENS by ATON on Thursday, 29 March 2018, and Friday, 13 April 2018 respectively, and the details set out in ATON's Voluntary Offer Circular dated Monday, 9 April 2018, relating to the Forward Sale Agreement between ATON, ATON AT and Allan Gray (Allan Gray acting not as principal but on behalf of its clients, which clients are the beneficial and/or registered owners of the M&R Shares).
- 1.3 As announced by ATON:
  - 1.3.1 in terms of the Forward Sale Agreement: (i) on 11 April 2018, the first business day after ATON's Voluntary Offer opened, ATON AT acquired from Allan Gray, 29,005,926 M&R Shares ("**Sale Shares**") at a purchase price of ZAR15.00 (fifteen Rand) per Sale Share; and (ii) settlement of ATON's acquisition of the Sale Shares took place on Monday, 16 April 2018;
  - 1.3.2 prior to settlement of the acquisition of the Sale Shares, ATON held 147,085,819 M&R Shares representing approximately 33.1% of the entire issued share capital of M&R, which translated to approximately 33.3% of the voting rights of M&R, taking into account non-voting shares;
  - 1.3.3 after settlement of the acquisition of the Sale Shares, ATON held 176,091,745 M&R Shares, representing approximately 39.6% of the entire issued share capital of M&R, which translated to approximately 39.8% of the voting rights of M&R, taking into account non-voting shares.
- 1.4 M&R Shareholders are advised that on Friday, 25 May 2018, following a two-day hearing on Tuesday, 15 and Wednesday, 16 May 2018 before the TSC, the TSC made a ruling ("**TSC Ruling**"), as a result of a complaint filed by M&R with the TRP dated Thursday, 12 April 2018, and a counter-complaint filed by ATON dated Thursday, 26 April 2018, that:



- 1.4.1 ATON is required to:
  - 1.4.1.1 withdraw its Voluntary Offer; and
  - 1.4.1.2 replace it with a mandatory offer to M&R Shareholders, in terms of section 123 of the Companies Act to acquire any remaining M&R Shares not already owned by ATON or its Affiliates, on the same or similar terms as ATON AT's acquisition of M&R Shares from Allan Gray pursuant to the Forward Sale Agreement. The relevant terms of the Forward Sale Agreement are described at paragraph 18.4.
- 1.4.2 The conduct of the Independent Board of M&R, in the respects referred to in the TSC Ruling, constituted a contravention of section 119(1)(c) read with section 126(1)(a) of the Companies Act, which are aimed at preventing and restricting actions which could frustrate or impede a *bona fide* offer or deprive shareholders of an opportunity to decide on the merits of such an offer.
- 1.4.3 Mr Henry Laas, in his capacity as CEO of M&R, is ordered to refrain from making any public statements regarding or concerning ATON's offer.
- 1.4.4 The TSC Ruling must be published by the Takeover Regulation Panel, in terms of Regulation 119(4) of the Takeover Regulations, and is available on the TRP's website: [www.trpanel.co.za](http://www.trpanel.co.za).
- 1.5 Accordingly on Monday, 28 May 2018, ATON announced on SENS that its Voluntary Offer would be withdrawn with effect from the date and time at which the Offer contemplated in this Document opens.
- 1.6 ATON, through its nominated wholly-owned subsidiary ATON AT, makes its Offer to M&R Shareholders in terms of this Document.
- 1.7 As at the Last Practicable Date, ATON and its Affiliates owned 194,855,660 M&R Shares, representing an ownership interest of approximately 43.8% of all M&R Shares, all of which were held by ATON AT, a wholly-owned subsidiary of ATON. This translates to approximately 44.1% of the voting rights of M&R taking into account non-voting shares including those repurchased by M&R under its share repurchase programme until 2 November 2017.

## 2. BACKGROUND TO AND REASONS FOR THE OFFER

### 2.1 Information regarding ATON

- 2.1.1 ATON GmbH, a corporation established under German law in 2001, is the generation-spanning investment vehicle of the Helmig family and is ultimately controlled by Dr. Lutz Mario Helmig. The Helmig family was the majority owner of HELIOS clinics. In 2005, the Helmig family sold 95% of their shares in the HELIOS clinics, at that time one of Europe's largest clinics groups, to Fresenius AG for €1.4 billion. ATON is headquartered in Munich, Germany, and is currently led by CEO Thomas Eichelmann and CFO Jörg Fahrenbach. ATON particularly values integrity, respect, care and accountability and appreciates its role as a responsible corporate citizen.
- 2.1.2 ATON pursues a conservative investment approach with a long-term view on its investments. It has a well-diversified portfolio, both by products/services and by regions, with a focus on investments in technology, as well as innovation-oriented markets and an emphasis on service businesses in the B2B segments of these markets. ATON has a strong track-record in long-term value creation with its investments. As of 31 December 2017, ATON's investments comprised majority shareholdings in nine different businesses and the ATON group was composed of ATON GmbH, 125 subsidiaries (of which 114 were consolidated), 13 joint ventures (of which 12 were consolidated) and two associates (of which one was consolidated). ATON's consolidated revenue amounted to €2.2 billion in 2017. Although ATON is evaluating strategic options for its investments on a regular basis, many of its investments have been part of its portfolio for quite a long time, as is the case with Redpath, Deilmann-Haniel Mining Systems, FFT and EDAG, all of which the ATON group acquired in 2006.

2.1.3 At present, ATON operates in four different business segments. Besides the smallest business segment AT Aviation (with revenue of €71 million in 2017), ATON's main three business segments are as follows:

- **AT Mining:** The business segment AT Mining covers services and products in the fields of mining and shaft sinking offered by the Redpath group, a global underground mining service provider and contractor. ATON holds 100% of the shares in Redpath, a corporation established under the laws of Canada. The Redpath group's core competencies include contract mining, shaft-sinking and equipment, maintenance and renovation, as well as the development, construction and management of subsurface mines and installations. In 2017, the business segment generated gross revenue of €569 million (2016: €491 million), EBITDA of €65 million (2016: €63 million) and EBIT of €34 million (2016: €32 million), corresponding to an EBITDA margin (in percent of gross revenue) of 11.5% in 2017 (2016: 12.8%) and an EBIT margin of 6.0% (2016: 6.5%). The business segment AT Mining employed, on average, 6,372 employees during 2017.

Redpath has over 50 years of experience in providing full service mining solutions and innovation around the world and has built a solid reputation for being innovative and for overcoming difficult challenges. In 2006, ATON acquired a 51% stake in Deilman-Haniel International Mining & Tunneling GmbH (now ATM Holding GmbH), at that time the parent company of Redpath. After having acquired the remainder of 49%, ATON became the sole shareholder in Deilmann-Haniel and, thus, indirectly in Redpath in 2007.

Redpath has a track record of innovative approaches to completing projects safely, on schedule and within budget. It tries to maintain a balanced risk profile, in particular in the potash, gold, copper, silver, nickel, platinum and coal industries. The services offered by Redpath include the generally higher margin business of raise boring which involves drilling access points between mine levels. Furthermore, Redpath offers mechanised raise mining, i.e., drilling from a raised platform to create vertical openings. Redpath's most significant service is contract mining. Redpath has the knowledge, experience, people and equipment to build the entire surface infrastructure and underground mine as well as the ability to provide a full production mining service.

Headquartered in North Bay, Ontario, Redpath has management offices globally, including in Canada (particularly in the Arctic), the United States, Germany, Australia, Chile and South Africa. Redpath South Africa became part of the Redpath group in 2007. Redpath today owns 74% of Redpath South Africa, while 26% is owned by the South African black empowerment company Siyakhula Sonke Corporation. Based in Johannesburg, Redpath South Africa provides a full-range of mining services to Sub-Saharan Africa. Redpath South Africa has built a reputation for having an exceptionally strong management team which is highly skilled in providing contract mining services to the underground mining industry.

- **AT Engineering:** The business segment AT Engineering covers both engineering (EDAG) and plant construction (FFT) for the car industry, along with other branches of the mobility industry. In 2017, the business segment generated gross revenue of €1,219 million (2016: €752 million), EBITDA of €68 million (2016: €58 million) and EBIT of €32 million (2016: €47 million), corresponding to an EBITDA margin of 5.6% (2016: 7.7%) and an EBIT margin of 2.6% (2016: 6.3%). The business segment AT Engineering employed on average 7,067 employees during 2017.

EDAG represents one of the world's largest independent engineering service providers in the automotive industry in terms of revenue and headcount and was wholly-owned by ATON until December 2015 when EDAG was listed on the regulated market (Prime Standard) of the Frankfurt Stock Exchange. Since then, ATON has held a majority share in EDAG. EDAG was deconsolidated from ATON's consolidated financial statements in 2016. As from July 2017, EDAG was again fully-consolidated in ATON's consolidated financial statements. The EDAG group is organised into the three lines of business: Vehicle Engineering, Production Solutions and Electric/Electronics.

In addition, FFT is part of the business segment AT Engineering. FFT develops turnkey body production and assembly lines for manufacturers and TIER1-suppliers of the automotive industry, as well as for other non-automotive sectors. Among other things, the integration of modern 3D technologies and digital factory tools, as well as the systematic use and virtual start-up of these elements are the basis for flexible plant concepts offered by FFT.

- **AT Med Tech:** This business segment develops solutions for the surgery and diagnostics healthcare market, specialising in X-ray diagnostics, basic medical diagnostics and minimally invasive surgery, as well as products for the pharmaceuticals industry and hospitals. This business segment employed on average 1,855 employees in 2017 and generated gross revenue of €292 million (2016: €325 million), EBITDA of €109 million (2016: €42 million) and EBIT of €97 million (2016: €29 million), corresponding to an EBITDA margin of 37.2% in 2017 (2016: 12.8%) and an EBIT margin of 33.2% (2016: 9.0%).

Key investments in the AT Med Tech segment include Ziehm and OrthoScan, both specialising in the development, production and global marketing of mobile X-ray imaging systems solutions known as C-arms; Haema, the nationwide largest private blood donor service operating in Germany which was sold to Grifols in March 2018 for €220 million; and – until the third quarter of 2017 – W.O.M. World of Medicine, a leading manufacturer of insufflators. In March 2017, W.O.M. World of Medicine was sold to Novanta for €118 million and the transaction closed in the third quarter of 2017.

- 2.1.4 ATON is a management holding company with extensive competencies regarding strategy and financing, whereas the management of ATON's individual investments assumes direct operative responsibility and acts, within the applicable legal framework, within the scope agreed with the management board of ATON in order to meet the financial and strategic objectives.

## 2.2 Information regarding M&R

- 2.2.1 The information contained in this paragraph 2.2 was extracted from the circular to M&R Shareholders issued on 7 October 2013 and the M&R website ([www.murrob.com](http://www.murrob.com)) as at the Last Practicable Date.
- 2.2.2 Murray & Stewart was founded in South Africa in 1902 by John Murray and James Stewart. In 1934, John Murray's son, Douglas Murray, and Douglas Roberts entered into a partnership to form Roberts Construction. The company was incorporated as Roberts Construction Holdings Limited and registered in South Africa on 2 June 1948 as a public company.
- 2.2.3 In 1951, Roberts Construction Holdings Limited became a public company listed on the JSE and, in 1967, Murray & Stewart and Roberts Construction merged to become Murray & Roberts Limited. During the 1970s through the 1990s, the group diversified the industries in which it operated, growing and developing its operations in the fields of process engineering, project management and design.
- 2.2.4 During the 2000s, the group underwent a strategic change through a series of key disposals and acquisitions.
- 2.2.5 In July 2011, Henry Laas was appointed as Group Chief Executive and launched a three-year recovery and growth strategy, recommitting the group to the objective of delivering infrastructure to enable economic and social development in a sustainable way. The recovery phase of this strategy was focused on improving liquidity and improving operational performance and the growth phase primarily on disposals and acquisitions, as several of the group's businesses were identified as non-core and its operating platforms were not optimally aligned with key market sectors and geographies identified.
- 2.2.6 Today, M&R is recognised as a multinational project lifecycle group. It is the group's vision to be, by 2025, a leading multinational group that applies its project lifecycle capabilities to optimise client's fixed capital investment.
- 2.2.7 The group delivers its capabilities into three global market sectors: oil and gas; metals and minerals; and power and water.
- 2.2.8 M&R is headquartered in Johannesburg, South Africa, and is listed on the JSE. In addition, it has offices in:

**Africa:** South Africa, Mozambique, Zambia and Ghana;

**Australasia:** Australia and South Korea;

**Europe:** Scotland; and

**North America:** United States and Canada.

## 2.3 Engagement with the M&R board and TSC Ruling

- 2.3.1 The M&R board and ATON have on a number of occasions engaged in discussions regarding a possible transaction between ATON and M&R. ATON always stressed during those discussions that the ownership of a controlling stake constitutes for ATON a pre-requisite of any potential transaction. Against this background, the parties discussed numerous transaction structures including, among other things, a transaction involving a contribution in kind by ATON of the entire share capital of ATON's Canadian subsidiary Redpath into M&R in exchange for the issue of ordinary shares in M&R to ATON, combined with a further share issue by M&R to ATON for cash. The parties also discussed potential deviating transaction structures including the contribution of Redpath's shares into M&R in conjunction with a partial offer made by ATON to M&R's Shareholders via a scheme of arrangement. The outright acquisition of a controlling stake in M&R by ATON was also brought forward as a transaction scenario. In particular, at the end of March 2016 and in April 2016, the parties intensified their preliminary discussions on, among other things, possible transaction structures and indicative parameters for the relative valuation of the businesses. Although the parties jointly concluded that there is a strategic rationale for the proposed business combination for both M&R and ATON, the parties had differing views on the structure of the proposed transaction. These differing views concerned, in particular, a structure to be submitted to M&R's general meeting by M&R's management whereby ATON would acquire a controlling stake in M&R. For this and other reasons, including the ongoing divestment of M&R's Infrastructure & Building platform at that time, it was concluded that such a structure would not be the best way through which to implement the transaction. In contrast, the parties believed that M&R's shareholders, as owners of M&R, are best suited to assess any premium offered to them by ATON. As a consequence, the discussions were ultimately terminated.
- 2.3.2 Between mid-February and mid-April 2017, ATON acquired a material interest in M&R, and increased its interest in M&R further in March, April and May 2018.
- 2.3.3 Following a thorough internal deliberative process within ATON regarding strategic options, ATON decided to make a Voluntary Offer to all M&R Shareholders (other than ATON and its Affiliates), who, as owners of M&R, should be given the opportunity to decide for themselves whether to accept the Voluntary Offer.
- 2.3.4 Following ATON's acquisition of 29,005,926 M&R Shares from Allan Gray's clients pursuant to the Forward Sale Agreement, ATON's beneficial interest in voting rights attaching to M&R Shares went from below the prescribed percentage for the purposes of section 123 of the Companies Act to approximately 39.8% of the voting rights of M&R, taking into account non-voting shares. On 25 May 2018, the TSC made a ruling that, as a result of the acquisition of M&R Shares from Allan Gray in terms of which ATON crossed the prescribed percentage for the purposes of section 123 of the Companies Act, ATON is required to withdraw its Voluntary Offer and replace it with a mandatory offer, in terms of section 123 of the Companies Act, to acquire any remaining M&R Shares not already owned by ATON, on the same or similar terms to those contained in the Forward Sale Agreement.
- 2.3.5 Accordingly on Monday, 28 May 2018, ATON announced on SENS that its Voluntary Offer would be withdrawn with effect from the date and time at which the Offer contemplated in this Document opens. ATON, through its nominated wholly-owned subsidiary ATON AT, makes its Offer to M&R Shareholders in terms of this Document. ATON continues to believe that M&R Shareholders should decide for themselves whether to accept the Offer.

## 2.4 Rationale for the Offer and benefits of the Offer for M&R

- 2.4.1 ATON is of the view that the implementation of the Offer will be beneficial to M&R and its stakeholders. The Offer Consideration represents significant value to M&R Shareholders, as set out in paragraph 3.1.2 below. The Offer provides M&R Shareholders with an opportunity to realise value in cash and to divest of their M&R Shares at a premium, which is also attractive considering the low trading volumes in M&R Shares on the JSE, as it offers M&R Shareholders an opportunity to divest of their shareholdings in an otherwise illiquid market environment, as illustrated by the following table:

---

**Last 30 days prior to  
ATON's Voluntary Offer<sup>1</sup>**

---

Total Volume Traded	22,076,998
% of M&R Shares in Issue	5.0%
Average Daily Traded Volume	735,900
Average Daily Traded Value	ZAR7,750,783

---

<sup>1</sup> The last 30 days up to Thursday, 22 March 2018, being the last Business Day immediately prior to the date on which ATON notified the M&R board in writing (via the firm intention letter dated Friday, 23 March 2018) that ATON had the firm intention to make the Voluntary Offer.

2.4.2 The Offer Consideration represents a significant premium of 77.3% over the closing price of a M&R Share as at Thursday, 22 March 2018, being the last Business Day immediately prior to the date ATON notified the M&R board in writing (via the firm intention letter dated Friday, 23 March 2018) that ATON had the firm intention to make the Voluntary Offer (see paragraph 3.1.2 below for details on the calculation of the relevant premiums).

2.4.3 ATON believes the premium represented by the Offer Consideration, and the opportunity to realise value in cash, is also attractive given the uncertain market outlook in M&R's key sectors. This uncertainty is also reflected in M&R's order book, which has declined in each of the financial years since 2015 and which, as M&R stated in the 2018 interim financial results presentation, is 'admittedly [...] low'. ATON believes that, in particular, the following trends in M&R's key markets are relevant:

2.4.3.1 **Underground Mining:** M&R's Underground Mining operations have in the recent past been subject to substantial pressure due to low commodity prices and mining companies' reduced capital expenditures on new projects, leading to a mixed picture, and, amongst others, a decline in M&R's revenue and operating profits from this sector in the financial year 2017. This pressure is also reflected in M&R's Underground Mining order book which, as of 31 December 2017, substantially decreased beyond the financial year 2016 level, although M&R recently announced that M&R's Underground Mining operations have been awarded new projects representing an increase of approximately 50% on the order book as shown in the 2018 interim financial results. ATON itself also observes increasing competitive pressure in the underground mining sector overall, mainly due to the aforementioned factors, as well as market entries of new national and international competitors, such as Master Drilling, which has led to an increasing margin pressure and idle capacities. In addition, while commodity prices are currently higher than their 2015 and early 2016 lows, consensus forecasts for various commodities show limited upside as compared to their current spot prices, and only mixed upside as compared to their average prices during the low period 2014 to 2016.

2.4.3.2 **Oil & Gas:** M&R's Oil & Gas operations have particularly suffered from a decline in revenues and increased margin pressure over the past years, with a continuous decline in operating profits over that period and revenues and operating margin falling substantially in the financial year 2017. This structural decline was largely a result of the transition from larger, higher-margin greenfields projects in Australia to smaller brownfields and maintenance projects. This structural change led to a decline in profit contributions from M&R's Oil & Gas operations. Whereas M&R's Oil & Gas operations as recently as in financial year 2015 accounted for approximately 75% of M&R's operating profit, this share has since fallen to approximately 19% of operating profits from continuing operations (excluding the Middle East operations which M&R plans to discontinue in 2018) in the 2018 interim financial results. Similarly, M&R's Oil & Gas order book has also declined significantly in the same period. M&R has stated that it expects the lack of new greenfields opportunities to continue for several years. In addition, consensus broker reports do not predict a significant rise in oil prices over the medium-to-long term over current spot or 2014 to 2016 historical average prices, putting the broader oil market under pressure.



- 2.4.3.3 **Power & Water:** The industry in which M&R's Power & Water platform operates is characterised by a high level of competition for projects and challenging market conditions, and therefore uncertainty as to future revenue. Over the past years, M&R's revenues in this sector have been primarily driven by the large projects at Medupi and Kusile power stations, which are expected to be completed in financial year 2019. These projects also contributed the major share to the sector's operating profit over such period. With these projects nearing completion, M&R's order book has declined substantially over the past financial year and M&R faces pressure to win new projects.
- 2.4.4 In addition to the backdrop of uncertain mid- to long-term conditions in M&R's key markets described in paragraph 2.4.3 above, and M&R's recent capital allocation decisions including a further investment in the Gautrain-related businesses, which falls outside its stated core business of Underground Mining, Oil & Gas, and Power & Water, ATON believes that the Offer will be beneficial to M&R's long-term strategic development. ATON further believes that the success of the Offer will have a positive impact on a wide range of M&R's stakeholders, including the South African economy in general and M&R employees (see section 9 and 10 below). In particular, ATON is committed to supporting M&R in maintaining its competitive position and building a more robust platform that is better positioned to withstand volatile and uncertain market conditions. Upon completion of the Offer, M&R's management and employees will become part of the service-oriented investment portfolio of ATON in Africa, the Americas, Asia and Europe. ATON would be ready to extend to M&R its current practice of international best-practice sharing and knowledge transfer as well as contribute to further scale, which ATON believes will benefit the management, employees and operations of M&R.
- 2.4.5 In particular, ATON is of the view that it has acquired significant expertise in the underground mining services sector, being the sole shareholder of Redpath for now more than 10 years. ATON believes that M&R could benefit from being under common control of a shareholder which is committed to the mining sector and has relevant industry expertise. While, in the medium-to-long term, ATON does not exclude the possibility of a potential business combination of Redpath with M&R, ATON currently has no specific plans to propose and implement such a business combination in the short term.
- 2.4.6 While ATON currently has no specific plans regarding potential divestments of non-core businesses and portfolio investments of M&R, it may consider discussing to divest any such asset that may be more appropriately held or may be valued more highly by other South African and/or strategic investors. Such potential divestments are to be considered subsequent to completion of the Offer, but may include M&R's investments in Gautrain-related businesses.

## 2.5 **ATON intends not to support M&R's proposed transaction with Aveng Limited**

- 2.5.1 On Friday, 18 May 2018, M&R published a detailed cautionary announcement relating to the potential combination of M&R and Aveng Limited. On Monday, 21 May 2018 M&R published a notice of general meeting in order to convene a meeting of M&R Shareholders to be held on 19 June 2018 to consider M&R's proposed resolution under section 126 of the Companies Act, namely the resolution required to permit M&R to take the frustrating actions contemplated in section 126 of the Companies Act, required to achieve the potential combination of M&R and Aveng Limited.
- 2.5.2 On Friday, 18 May 2018, ATON published a press release in which ATON in detail sets out various reasons why it intends not to support the potential combination. In particular, in ATON's view, the potential transaction with Aveng Limited directly conflicts with M&R's stated strategy, would impose significant risk to M&R, and is subject to a laundry list of conditions. Furthermore, ATON believes that the terms of the potential combination are disadvantageous for M&R Shareholders.
- 2.5.3 Accordingly, ATON intends to vote against the section 126 resolution at the general meeting on 19 June 2018.

### 3. TERMS OF THE OFFER

#### 3.1 The Offer

- 3.1.1 ATON hereby offers to acquire from the Offerees, on the terms and subject to the conditions set out in this Document, at the election of each of the Offerees, all or a portion of each Offeree's M&R Shares held on the Record Date, for a consideration of ZAR17.00 per Offer Share (subject to paragraph 3.9). M&R Shareholders who elect not to accept the Offer, or who elect to accept the Offer in part, will, subject to paragraph 3.5, remain shareholders in M&R.
- 3.1.2 ATON believes that the Offer will provide M&R Shareholders with an opportunity to realise significant and attractive value, and crystallise this value in cash, for their M&R Shares. The Offer Consideration compared to the M&R Share price prior to ATON's Voluntary Offer is as follows:

	Price (cents)	Premium (%)
Offer Consideration	1,700	–
Last Closing Price <sup>1</sup>	959	77.3
30 Day VWAP <sup>2</sup>	1,053	61.4
90 Day VWAP <sup>3</sup>	1,106	53.8
3 Year VWAP <sup>4</sup>	1,252	35.7

<sup>1</sup> The closing price of a M&R Share traded on the JSE as at Thursday, 22 March 2018, being the last Business Day immediately prior to the date ATON notified the M&R board in writing (via the firm intention letter dated Friday, 23 March 2018) that ATON had the firm intention to make the Voluntary Offer.

<sup>2</sup> The 30-day VWAP of a M&R Share traded on the JSE up to Thursday, 22 March 2018, being the last Business Day immediately prior to the date ATON notified the M&R board in writing (via the firm intention letter dated Friday, 23 March 2018) that ATON had the firm intention to make the Voluntary Offer.

<sup>3</sup> The 90-day VWAP of a M&R Share traded on the JSE up to Thursday, 22 March 2018, being the last Business Day immediately prior to the date ATON notified the M&R board in writing (via the firm intention letter dated Friday, 23 March 2018) that ATON had the firm intention to make the Voluntary Offer.

<sup>4</sup> The 3 year VWAP of a M&R Share traded on the JSE up to Thursday, 22 March 2018, being the last Business Day immediately prior to the date ATON notified the M&R board in writing (via the firm intention letter dated Friday, 23 March 2018) that ATON had the firm intention to make the Voluntary Offer.

#### 3.2 Conditions

- 3.2.1 The Offer is subject to the fulfilment or, where applicable, waiver or adjustment of the suspensive conditions that:
- 3.2.1.1 all approvals that might be required from the FSD in terms of the Exchange Control Regulations and in accordance with the requirements of those regulations and accompanying directives and rulings, for the implementation of the Offer, having been obtained;
- 3.2.1.2 all approvals that might be required for the implementation of the Offer pursuant to applicable foreign investment rules or similar public law rules and regulations in all relevant jurisdictions, other than set out above in paragraph 3.2.1.1, having been obtained, whereby it is believed that such approvals are required in (but not necessarily limited to) the following authority and jurisdiction: Foreign Investment Review Board in Australia;
- 3.2.1.3 approval of the Offer and the documents related to the Offer by the TRP having been obtained, and the TRP having issued a compliance certificate with respect to the Offer in terms of section 121(b) of the Companies Act; and
- 3.2.1.4 merger control clearances or approvals (as the case may be) with respect to merger control filings in all relevant jurisdictions: (i) having been granted unconditionally, provided that ATON shall always reserve the right to accept any conditions attached to any such merger clearances or approvals (as the case may be); or (ii) the applicable waiting periods having expired or legal proceedings seeking orders to restrain the implementation of the Offer have not been commenced or, in the case of an ongoing investigation by any competition authority, ATON is of

the view that such legal proceedings will not be commenced; or (iii) the relevant competition authorities having, either by decision or in writing, communicated that the Offer is not subject to a filing requirement nor opposed by the competent authority, whereby it is believed that merger control filings are required in (but not necessarily limited to) the following jurisdictions: Australia; Namibia; South Africa; the United States; and Zambia.

- 3.2.2 The Conditions must be fulfilled or, where waiver or adjustment is permitted, waived or adjusted, by no later than the Long Stop Date. Notwithstanding this, ATON reserves the right and shall be entitled, in its sole and absolute discretion, but in accordance with the requirements of the Takeover Regulations and any other applicable laws, to extend the Long Stop Date. In the event that the Long Stop Date is extended, the amended date will be released on SENS and published in the South African press.
- 3.2.3 To the extent that waiver or adjustment is permitted, ATON reserves the right to, and shall be entitled to, waive or adjust (in whole or in part) any of the Conditions referred to in paragraphs 3.2.1.2 and 3.2.1.4 above. The Conditions stipulated in paragraphs 3.2.1.1 and 3.2.1.3 are not capable of waiver or adjustment. In the event that any of the Conditions is waived or adjusted, details of such waiver or adjustment will be released on SENS and published in the South African press.
- 3.2.4 The Offer will be announced as being unconditional within one Business Day after the date on which the Offer becomes unconditional in all respects.

### 3.3 Period of the Offer

- 3.3.1 The Offer will open for acceptance at 09:00 on Tuesday, 5 June 2018, being the Opening Date, and will close at 12:00 on the Closing Date. Accordingly, the Offer will be open for acceptance by those Offerees that are recorded in the Register at any time during the Offer Period. Pursuant to Regulation 102(4) of the Takeover Regulations, the Offer will remain open for at least 30 Business Days after the Opening Date.
- 3.3.2 ATON may, in its sole and absolute discretion, but subject to the provisions and requirements of the Companies Act, the Takeover Regulations and any other applicable laws, extend the Closing Date. In such event, all amended dates and times will be released on SENS and published in the South African press.

### 3.4 Basis of implementation

The Offer will be implemented by way of a conditional, fully funded mandatory offer by ATON to the Offerees in terms of Chapter 5 of the Companies Act together with the Takeover Regulations.

### 3.5 Right to invoke section 124(1) of the Companies Act

- 3.5.1 If, within four months of the Opening Date, the Offer is accepted by Offerees holding at least 90% of the Offer Shares, ATON reserves the right, in its sole and absolute discretion, to invoke the provisions of section 124(1) of the Companies Act to acquire all of the Offer Shares in respect of which the Offer was not accepted and, if so, to apply for the termination of the listing of the M&R Shares on the JSE. If section 124(1) of the Companies Act cannot be invoked or ATON elects not to invoke such section, the M&R Shares will continue to be listed on the JSE. ATON will procure that M&R will engage with the JSE to the extent that M&R continues to be listed on the JSE following implementation of the Offer and M&R no longer meets the JSE's liquidity free float requirements as set out in the JSE Listings Requirements.
- 3.5.2 If the requisite number of acceptances is obtained to allow the provisions of section 124(1) of the Companies Act to be invoked, and ATON elects to invoke that section, then a circular will be sent to those M&R Shareholders who have not accepted the Offer, which circular will incorporate the notice envisaged by section 124(1)(a) and a further form of acceptance, surrender and transfer.
- 3.5.3 For information purposes only, a copy of section 124 of the Companies Act is set out in **Annexure 1** to this Document.

### 3.6 M&R incentive schemes

3.6.1 ATON has prepared this paragraph 3.6 on the basis of the information contained in the 2016 and 2017 M&R Integrated Annual Report as well as other publicly available information.

3.6.2 M&R operates three long-term incentive schemes: (i) a forfeitable share plan (the FSP) introduced in October 2012; (ii) the Letsema Vulindlela Black Executive Trust (Vulindlela Trust), which was established in December 2005 as part of the M&R group's BBBEE shareholding structure (the "Vulindlela Scheme"); and (iii) the Clough phantom share plan (CPSP) introduced in 2014 following M&R's acquisition of the minority interests in Clough Limited. In addition, M&R had in place the Share Incentive Scheme, which was a historical option scheme that is currently defunct and has been phased out by M&R.

#### 3.6.2.1 FSP

As part of the incentive structure in place for certain senior managers and prescribed officers of M&R, 70% of the respective individual's performance package is awarded in cash, with the remaining 30% awarded in deferred forfeitable shares which cliff vest after three years, subject to continued employment and certain performance-based milestones.

Settlement of awards under the FSP can be done by way of an acquisition of the required number of M&R Shares on the market, the use of M&R Shares held in treasury by M&R, the use of M&R Shares held by the M&R Trust, or an issue of shares by M&R. The remuneration committee has the ability to cash-settle awards, if necessary, in exceptional circumstances.

#### 3.6.2.2 CPSP

Awards under the CPSP are awarded to Clough executives and senior managers subject to their continued employment and satisfaction of performance conditions measured over three years, which are set by the M&R remuneration committee before each grant.

Settlement of awards under the CPSP may be settled in cash or in M&R Shares at the date of vesting. The monetary value to which a Clough executive or senior manager will become entitled as a result of the vesting of CPSP shares will be the deemed market value of a Clough share on the vesting date multiplied by the number of CPSP shares to vest.

#### 3.6.2.3 Vulindlela Scheme

The objective of Vulindlela Scheme is to provide black executives the opportunity to become shareholders in M&R and as an attraction and retention incentive. In addition, the Vulindlela Scheme aims to align the interests of black executives with those of its shareholders. The beneficiaries of the Vulindlela Scheme are black (African, Coloured and Indian) South African citizens, who are employed on a permanent basis within the M&R group as top, senior and middle managers. Allocations are based on management band, performance and potential of the individual and the number of shares allocated was determined with reference to the face value of shares to be allocated relative to the employee's guaranteed pay. Black executives who are top or senior executives as members of operating company executive committees were allocated shares under the FSP. The Vulindlela Trust will be terminated at the end of 2021 and due to the fact that shares awarded to beneficiaries under the Vulindlela Scheme are subject to a five-year lock-up, the September 2016 allocation under the Vulindlela Scheme was the last allocation to be made pursuant to the scheme.

#### 3.6.2.4 Share Incentive Scheme

Awards of shares under the Share Incentive Scheme were made by the Murray & Roberts Trust (the Trust), through which the Share Incentive Scheme is implemented. The last award under the Share Incentive Scheme was made by the Trust in July 2012. According to M&R's 2016 Integrated Annual Report no further awards will be made under the Share Incentive Scheme, and outstanding awards in terms of the Share Incentive Scheme will have vested or lapsed, mostly subject to the meeting of performance conditions by 30 August 2017.

- 3.6.3 The terms of M&R's various long-term incentive schemes and share option schemes and the number of M&R Shares awarded, issued or to be awarded or issued pursuant to those schemes, are not clear from publicly available information. It is also not clear what the impact will be on M&R's various option schemes if M&R undergoes a change of control as a result of a corporate action such as a takeover. Accordingly, ATON recognises that it might be required to make a comparable offer to the participants of some or all of those schemes as contemplated in section 125 of the Companies Act and Regulation 87 of the Takeover Regulations.
- 3.6.4 In relation to the CPSP, ATON will ensure that, following the implementation of the Offer, participants in the CPSP will be treated equitably so that they will not be worse off than they were prior to the implementation of the Offer.

### 3.7 **Basis of acquisition of shares**

Ownership of the Offer Shares will be acquired by ATON free from all *liens*, rights of set-off, counterclaims, charges, encumbrances, pre-emptive rights and any other third-party rights and interests of any nature whatsoever and together with all rights now and hereafter attaching thereto irrespective of the actual date of registration or transfer of the Offer Shares into the name of ATON. Every Offeree who accepts the Offer in respect of the Offer Shares will be deemed to have warranted to ATON that that Offeree is entitled and able to dispose of those Offer Shares to ATON on the basis set out in this paragraph 3.7.

### 3.8 **No set-off of the Offer Consideration**

Payment of the Offer Consideration to which any Offeree is entitled under the Offer will be implemented, in full, in accordance with the terms of the Offer, without regard to any *lien*, right of set-off, counterclaim or other analogous right to which ATON may otherwise be, or claim to be, entitled against any Offeree.

### 3.9 **Amendment or variation of the Offer and adjustments to the Offer Consideration**

- 3.9.1 ATON reserves the right to revise, amend or vary any aspect of the Offer for any reason whatsoever provided that such revision, amendment or variation shall not reduce the Offer Consideration or be effective unless approved by the TRP, if required. Any such revision, amendment or variation shall be released on SENS and published in the South African press.
- 3.9.2 If ATON AT acquires any additional M&R Shares during the course of the Offer at a price higher than ZAR17.00, then in terms of Regulation 111(6) of the Takeover Regulations, ATON will be obliged to increase the Offer Consideration to not less than the highest consideration per M&R Share so acquired ("**Consideration Top-up**"), and will do so accordingly. The Consideration Top-up is similar to that applicable to Allan Gray under the Forward Sale Agreement.

### 3.10 **Governing law**

This Document, the Offer and any acceptance thereof, will be governed by and construed in accordance with the laws of South Africa and will be subject to the exclusive jurisdiction of South African courts.

### 3.11 **Offer not made in any Restricted Jurisdiction**

- 3.11.1 The legality of the Offer to non-resident Offerees may be affected by the laws of any jurisdiction relevant to them. Such Offerees should inform themselves about any applicable legal requirements which they are obliged to observe. It is the responsibility of any such Offeree wishing to accept the Offer to satisfy himself/herself/itself as to the full observance of the laws of any relevant jurisdiction in connection herewith.
- 3.11.2 In particular, the Offer is not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of the national securities exchanges of a Restricted Jurisdiction, and the Offer cannot be accepted by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, neither copies of this Document nor any related documentation are being or may be mailed



or otherwise distributed or sent in or into or from a Restricted Jurisdiction, and if received in any Restricted Jurisdiction, this Document should be treated as being received for information purposes only.

- 3.11.3 The Offer Shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the Securities Act), or any securities laws of any state of the United States, and such Offer Shares are not and may not be Offered, transferred, sold, re-sold or delivered, directly or indirectly, within the United States or to or for the account of U.S. Persons (as defined in Regulation S under the Securities Act), unless an exemption is available.
- 3.11.4 This is not an Offer for holders of ADRs.

#### 4. PROCEDURE FOR ACCEPTANCE OF THE OFFER

##### 4.1 Dematerialised Shareholders

- 4.1.1 If you are a Dematerialised Shareholder, you should be contacted by your appointed CSDP or broker, as the case may be, in the manner stipulated in the custody agreement entered into between you and your CSDP or broker, as the case may be, in order to ascertain whether or not you wish to accept the Offer. If you are a Dematerialised Shareholder who wishes to accept the Offer, you must notify your duly appointed CSDP or broker of your acceptance of the Offer in the time and manner stipulated in the custody agreement entered into between you and your CSDP or broker.
- 4.1.2 If you are a Dematerialised Shareholder and wish to accept the Offer, but you have not been contacted by your CSDP or broker, it is advisable for you to contact and furnish your CSDP or broker with instructions in relation to the acceptance of the Offer. These instructions must be provided to your CSDP or broker in the manner and by the cut-off date and time stipulated in your custody agreement, and must be communicated by your CSDP or broker to the Receiving Agents by no later than 12:00 on the Closing Date.
- 4.1.3 If you are a Dematerialised Shareholder and your CSDP or broker, as the case may be, does not obtain instructions from you, they will be obliged to act in terms of the custody agreement entered into between you and your CSDP or broker, as the case may be.
- 4.1.4 ATON and the Receiving Agents assume no responsibility and will not be held liable for any failure on the part of any CSDP or broker to notify a M&R Shareholder of the Offer and/or to obtain instructions from a M&R Shareholder and/or submit acceptances timeously to the Receiving Agents.
- 4.1.5 Dematerialised Shareholders must **not** complete the attached form of acceptance, transfer and surrender (*pink*).

##### 4.2 Certificated Shareholders

- 4.2.1 If you are a Certificated Shareholder who wishes to accept the Offer, you must complete the attached form of acceptance, transfer and surrender (*pink*) and send it, together with the Documents of Title in respect of your Offer Shares, at your own risk, to the Receiving Agents at Computershare Investor Services Proprietary Limited (registration number 2004/003647/07), located at Rosebank Towers, 15 Biermann Avenue, Rosebank, Johannesburg, 2196, South Africa (PO Box 61763, Marshalltown, Johannesburg, 2107, South Africa), to be received by the Receiving Agents before 12:00 on the Closing Date in order for you to receive the Offer Consideration.
- 4.2.2 If your form of acceptance, transfer and surrender (*pink*) is not received by the Receiving Agents by 12:00 on the Closing Date, you will be deemed to have declined the Offer. No late acceptances will be considered if received by the Receiving Agents after 12:00 on the Closing Date.

- 4.2.3 Acceptances of the Offer that are sent through the post are sent at the risk of the Certificated Shareholder concerned. Certificated Shareholders should take note of the postal delivery times so as to ensure that acceptances of the Offer are received timeously. It is therefore recommended that such acceptances be sent by registered post, or delivered by hand to the Receiving Agents.
- 4.2.4 No receipts will be issued for Documents of Title surrendered, unless specifically requested. The Receiving Agents will prepare special transaction receipts if requested.
- 4.2.5 If the Offer lapses or is otherwise terminated (including, without limitation, as a result of any of the Conditions not being fulfilled or, where waiver is permitted, not waived), then Documents of Title will be returned to their respective Certificated Shareholders by registered post within five Business Days of the Offer so lapsing or terminating.
- 4.2.6 If Documents of Title relating to any Offer Shares have been lost or destroyed, Certificated Shareholders should nevertheless return the form of acceptance, transfer and surrender (*pink*) duly signed and completed, together with evidence satisfactory to ATON that the Documents of Title to the relevant Offer Shares have been lost or destroyed and an indemnity acceptable to ATON against any damage, expense, loss or payment that it, or any of its duly authorised representatives, may incur or suffer by reason of, or arising from, the payment of the Offer Consideration to such person. An acceptable form of indemnity may be obtained from ATON.
- 4.2.7 In the event of Certificated Shareholders accepting the Offer in respect of only part of their Offer Shares, the Receiving Agents will arrange with the Transfer Secretaries to post to such Certificated Shareholders, at their own risk, replacement balance share certificates reflecting the number of M&R Shares held by those Certificated Shareholders after the implementation of the Offer.
- 4.2.8 ATON reserves the right, in its sole and absolute discretion, to:
  - 4.2.8.1 treat as invalid forms of acceptance, transfer and surrender (*pink*) not accompanied by valid Documents of Title (or, if applicable, evidence reasonably satisfactory to ATON that the Documents of Title to the relevant Offer Shares have been destroyed or lost and an indemnity reasonably acceptable to ATON, as detailed above);
  - 4.2.8.2 treat as invalid forms of acceptance, transfer and surrender (*pink*) not properly completed; or
  - 4.2.8.3 require proof of the authority of the person signing the form of acceptance, transfer and surrender (*pink*) where such proof has not been lodged with, or recorded by, the Receiving Agents.

#### 4.3 **Condonation of non-performance**

Without prejudice to its other rights, ATON reserves the right to condone, in its sole discretion, the non-performance of any Offeree of any of the terms of the Offer.

#### 4.4 **Acceptances irrevocable**

Subject to Regulation 105(2) of the Takeover Regulations, all acceptances of the Offer received by the Receiving Agents, CSDPs or brokers and treated as valid by them, shall be irrevocable.

#### 4.5 **Previous acceptance of Voluntary Offer**

- 4.5.1 The Voluntary Offer has been withdrawn with effect from the date and time at which the Offer contemplated in this Document opens.
- 4.5.2 M&R Shareholders who have tendered acceptances of the Voluntary Offer are advised that such acceptances shall fall away as a result of, and with effect from, the withdrawal of the Voluntary Offer, which will no longer be capable of acceptance. If you are a Certificated Shareholder who accepted the Voluntary Offer, Documents of Title will be returned to you by registered post within five Business Days following the withdrawal of the Voluntary Offer.

- 4.5.3 All M&R Shareholders, including those M&R Shareholders, who had tendered acceptances of the Voluntary Offer, will have to tender acceptances under the Offer, which replaces the Voluntary Offer. M&R Shareholders, who had tendered acceptances of the Voluntary Offer, are reminded that they will need to tender their acceptances of the Offer again if they wish to maintain their position as tendered shareholders. Instructions for accepting the Offer are set out in this paragraph 4.
- 4.5.4 The withdrawal of the Voluntary Offer and its replacement by the Offer will have no impact on the M&R Shares already held and/or acquired by ATON.

## 5. CONFIRMATION OF FINANCIAL RESOURCES

- 5.1 The ATON group is mainly financed by equity and a nominal €200 million bond, which matures in November 2018 and which ATON intends to repay at maturity. As of 31 December 2017, total financial liabilities were €389 million (31 December 2016: €311 million), including bank loans of €93 million (31 December 2016: €85 million) and finance lease liabilities of €27 million (31 December 2016: €17 million). Cash and cash equivalents of the ATON group were €187 million as of 31 December 2017 (31 December 2016: €210 million), and net debt was €202 million (31 December 2015: €101 million).
- 5.2 The Offer will be fully funded from a combination of bank facilities and cash-on-hand available to ATON and its Affiliates. For the purposes of funding the Offer, Helaba has agreed to make a loan facility available to an Affiliate of ATON, which will be primarily used by ATON together with existing funds.
- 5.3 In accordance with Regulation 111(4) and Regulation 111(5) of the Takeover Regulations, Macquarie Advisory and Capital Markets South Africa Proprietary Limited (formerly known as Macquarie Capital South Africa Proprietary Limited) has provided the TRP with an irrevocable and unconditional confirmation that ATON holds sufficient cash in escrow, in favour of the holders of relevant M&R Shares, for the purpose of fully satisfying the cash commitments in relation to the Offer.

## 6. SETTLEMENT OF THE OFFER CONSIDERATION

### 6.1 Dematerialised Shareholders

The Offer Consideration due to Dematerialised Shareholders will be credited to their accounts with their CSDPs or brokers within the Offer Payment Period.

### 6.2 Certificated Shareholders

6.2.1 The Offer Consideration due to Certificated Shareholders will be settled either by cheque(s), posted by registered post to the Certificated Shareholders concerned, at their risk, or, if a Certificated Shareholder has elected to receive the Offer Consideration by way of an EFT by completing the relevant section of the form of acceptance, transfer and surrender (*pink*), by way of EFT, in either case, within the Offer Payment Period.

6.2.2 If any Offer Consideration that is posted is returned undelivered for any reason whatsoever, the Receiving Agents will hold that Offer Consideration in trust until it is claimed by any person legally entitled to it for a maximum period of five years, after which period such funds shall be made over to the Guardian's Fund of the High Court. No interest will accrue or be paid on any Offer Consideration so held in trust.

### 6.3 Exchange Control

The settlement of the Offer Consideration for both Dematerialised Shareholders and Certificated Shareholders will be made subject to the Exchange Control Regulations.

## 7. EXCHANGE CONTROL REGULATIONS

- 7.1 The settlement of the Offer Consideration for both Certificated Shareholders and Dematerialised Shareholders will be made subject to the Exchange Control Regulations.

7.2 The following is a summary of the Exchange Control Regulations as they apply to Offerees. Offerees who are not resident in, or who have registered addresses outside South Africa, must satisfy themselves as to the full observance of the laws of the relevant jurisdiction concerning the receipt of the Offer Consideration, new share certificates or the amendment of their share statements including obtaining any requisite governmental or other consents, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territory. If in doubt, Offerees should consult their professional advisors without delay.

### 7.3 Residents of the Common Monetary Area

In the case of:

7.3.1 Certificated Shareholders whose registered addresses in the Register are within the Common Monetary Area and whose Documents of Title are not restrictively endorsed in terms of the Exchange Control Regulations, the Offer Consideration will be posted to such Certificated Shareholders, in accordance with paragraph 6.2 of this Document; or

7.3.2 Dematerialised Shareholders whose registered addresses in the Register are within the Common Monetary Area and whose accounts with their CSDP or broker have not been restrictively designated in terms of the Exchange Control Regulations, the Offer Consideration will be credited directly to the accounts nominated for the relevant Dematerialised Shareholders by their duly appointed CSDP or broker in terms of the provisions of the custody agreement with their CSDP or broker.

### 7.4 Emigrants from the Common Monetary Area

In the case of Offerees who are emigrants from the Common Monetary Area and whose M&R Shares form part of their blocked assets, the Offer Consideration will:

7.4.1 in the case of Certificated Shareholders whose Documents of Title are restrictively endorsed in terms of the Exchange Control Regulations, be forwarded to the Authorised Dealers controlling such shareholder's blocked assets in terms of the Exchange Control Regulations. The attached form of acceptance, transfer and surrender (*pink*) makes provision for details of the Authorised Dealer concerned to be given; and

7.4.2 in the case of Dematerialised Shareholders, be paid to their CSDPs or brokers, which shall arrange for the Offer Consideration to be credited directly to the blocked Rand bank accounts of the shareholders concerned with their Authorised Dealers.

### 7.5 All other non-residents of the Common Monetary Area

7.5.1 The Offer Consideration accruing to non-resident Offerees whose registered addresses are outside the Common Monetary Area and who are not emigrants from the Common Monetary Area will:

7.5.1.1 in the case of Certificated Shareholders, whose Documents of Title have been endorsed "non-resident" under the Exchange Control Regulations, be posted to their registered address, unless written instructions to the contrary are received and an address is provided. The attached form of acceptance, transfer and surrender (*pink*) makes provision for a substitute address or bank details to be provided; and

7.5.1.2 in the case of Dematerialised Shareholders, be paid to their duly appointed CSDPs or brokers and credited to such shareholder in terms of the provisions of the custody agreements with their CSDPs or brokers.

### 7.6 Information not provided

If the information regarding Authorised Dealers is not given or the instructions are not given as required in terms of paragraphs 7.4 and 7.5 above, the Offer Consideration will be held in a bank account by the Receiving Agents for the Offerees concerned, pending receipt of the necessary information or instructions. No interest will be paid on the Offer Consideration so held.

## 8. **TAX IMPLICATIONS FOR OFFEREES**

The tax treatment of Offerees is dependent on their individual circumstances and the tax jurisdiction applicable to such Offerees. It is recommended that, if Offerees are uncertain about their tax treatment, they seek appropriate advice in this regard.

## 9. **BENEFITS FOR THE SOUTH AFRICAN ECONOMY AND SOUTH AFRICA**

9.1 In the face of a challenging global and domestic economic environment, in particular for the South African mining industry which although being one of the cornerstones of the South African economy has, for example, seen increasing layoffs in the past, the Offer represents a vote of confidence in the South African economy by a German-owned firm. In this regard, the FDI that would result from the proposed transaction would contribute towards the continuing recovery of the South African economy.

9.2 Furthermore, as highlighted above, the investment by an experienced multinational corporation into South Africa is likely to result in enhanced growth and opportunities for South Africa, as well as the transfer of skills and knowledge to local employees. This investment should not only be beneficial to M&R but also to domestic suppliers and the South African society in general.

9.3 There are over 300 German companies operating in South Africa, which employ over 60,000 people. The Offer expands on the positive experience that German companies have received, and should encourage further investment from German and other multinational companies.

## 10. **ATON'S INTENTIONS REGARDING M&R, THE M&R MANAGEMENT AND THE BOARD OF DIRECTORS OF M&R**

10.1 Following the implementation of the Offer, and depending on the level of acceptances received by ATON, ATON will consider whether or not to apply for the delisting of M&R from the JSE.

10.2 Following the implementation of the Offer, ATON will seek to appoint the majority of the directors on the M&R board.

10.3 ATON does not have specific information in relation to the service contracts of the directors of M&R or any of its subsidiaries, nor does it have specific information with regard to the notice period or compensation provided for therein. ATON does not know if the emoluments payable to M&R directors will be affected by the Offer.

10.4 ATON views the commitment of M&R's management and employees as important to the ongoing success of the business after a successful implementation of the Offer. ATON will seek to ensure that M&R's management and employees are given the strategic and operational support necessary to manage and grow M&R's business, as is the case with its other investments.

10.5 At this time, ATON considers there to be no need, and has no plans, for any form of rationalisation of M&R's business in the context of the Offer. ATON will consider taking reasonable measures to mitigate potential adverse effects insofar as the implementation of the Offer may result in any adverse effect on the continued employment of M&R employees, for example arising from early termination of existing contractual arrangements. In contrast, ATON believes that the benefits of the Offer (as described above in paragraph 9 and below in paragraph 11) may well translate into an increase in job creation as M&R's business grows.

10.6 ATON is also interested in maintaining and strengthening relationships with M&R employees and trade unions and believes that it and its portfolio companies have a strong track record in this area.

## 11. **COMPETITION ASPECTS OF THE OFFER AND PUBLIC INTEREST GAINS AND PRO-COMPETITIVE GAINS**

11.1 Based on publicly available financial and other information, as well as on market knowledge, ATON expects that the implementation of the Offer will require notification to and approval by competition authorities in Australia, Namibia, South Africa, the United States, and Zambia. Other notifications are not expected to be required, but will be made to the extent necessary.

- 11.2 M&R, through its subsidiary Murray & Roberts Cementation Proprietary Limited, and ATON, through its investment in Redpath, provide a range of services in the broad sector for the provision of underground mining services. Given the dynamics of competition in this sector, ATON believes that competition approval will be obtained in the countries mentioned above as the combination of ATON and M&R will not raise (i) competition concerns and (ii), specifically in the context of South Africa, public interest concerns:

**Competition**

- 11.2.1 The broad sector for the provision of underground mining services functions by way of tenders: to this end, competition between all market players is significant, especially in relation to price and service;
- 11.2.2 both pre- and post-implementation of the Offer, M&R and Redpath will continue to face competition from other sophisticated competitors, such as Aveng, Barmenco, Byrncut, Master Drilling and Shaft Sinkers, as well as, on a more international level, African Underground Mining Services, SMD and Thyssen Schachtbau;
- 11.2.3 the combined entity will continue to be constrained by companies active in specific sub-segments, but with the ability to enlarge their business operations and/or to expand their geographic presence;
- 11.2.4 the combined entity will continue to be constrained by its customers, the various mining houses, which exercise significant countervailing power and are able to, and do in many instances, provide underground mining services in-house;
- 11.2.5 even where contract mining companies currently provide mining services, mining houses may pursue a strategy of internalising the mining services;
- 11.2.6 in summary, the broad sector for the provision of underground mining services will continue to remain fiercely contested after the Offer is implemented.

**Public interest**

- 11.3 The implementation of the Offer will have no adverse public interest effects in South Africa or elsewhere. In particular, it will have no adverse effect on: a particular industrial sector or region; the ability of national industries to compete in international markets; employment; and the competitiveness of firms controlled or owned by historically disadvantaged persons;
- 11.4 in fact, the implementation of the Offer may serve to enhance the public interest. The Offer is an investment by an experienced multinational into a major South African company. To this end:
- 11.4.1 the FDI that would result from the implementation of the Offer, as well as the potential for growth for M&R once it is controlled by ATON, will benefit the South African economy as a whole and contribute towards its continuing recovery (see above);
- 11.4.2 in respect of the benefits to a particular industrial sector, the skills and knowledge transfer that will result from the implementation of the Offer may enhance M&R's ability to serve its customers and to develop its offering in other countries further, thereby helping to uplift the underground mining services sector;
- 11.4.3 as regards the ability of national industries to compete in international markets, through ATON's global footprint M&R will have access to additional markets. This may enhance M&R's ability to compete with large international players which operate in South Africa and on the African continent; and
- 11.4.4 in respect of employment, there will be no reduction in job numbers in South Africa because of the implementation of the Offer. In fact, the benefits detailed above may well translate into an increase in job creation as M&R's business grows.
- 11.5 Moreover, as indicated below, ATON is fully committed to supporting M&R in pursuing its continuing transformation and BBBEE objectives.
- 11.6 ATON is prepared to initiate relevant filings with the competition authorities in Australia, Namibia and Zambia without undue delay. ATON has already initiated filings with the competition authorities in South Africa and the United States. Furthermore, ATON is fully committed to engaging with all



relevant stakeholders and interested parties in order to make the implementation of the Offer a success from a competition law and public interest perspective and to achieve competition approval as quickly as possible.

11.7 Besides the countries mentioned above, ATON does not currently expect that merger control notifications in other countries will be required. However, if such additional filings should be required, ATON is prepared to submit these without undue delay. Furthermore, merger control authorities in certain jurisdictions have the right to investigate transactions irrespective of whether a notification obligation exists in that jurisdiction. This could apply to, among others, Canada. For the reasons set forth above, ATON is optimistic that the combination of ATON and M&R will also not raise competition concerns in those countries.

## 12. **ATON'S INTENTION WITH REGARD TO BBBEE**

12.1 ATON understands and respects the importance of BBBEE, both in the wider context and for M&R.

12.2 ATON intends to support M&R in its continued efforts to foster the BBBEE initiatives and transformation of its South African business as a social and commercial imperative. On this basis, ATON is committed to determining appropriate ways to achieve these objectives in relation to BBBEE.

## 13. **FINANCIAL INFORMATION RELATING TO ATON**

Relevant historical financial information in respect of ATON, extracted from ATON's audited annual financial statements for the years ended 31 December 2017, 31 December 2016 and 31 December 2015 respectively, is set out in **Annexure 2** to this Document. M&R Shareholders are referred to the ATON website (<http://www.aton.de/en/kennzahlen>) for the full audited financial statements.

## 14. **FINANCIAL INFORMATION RELATING M&R (BASED ON PUBLICLY AVAILABLY INFORMATION)**

Relevant historical financial information in respect of M&R, extracted from the publicly available copies of M&R's audited annual financial statements for the years ended 30 June 2017, 30 June 2016 and 30 June 2015, respectively, is set out in **Annexure 3** to this Document. M&R Shareholders are referred to the M&R website for the full audited annual financial statements (<http://www.murrob.com/inv-annual-reports.asp>).

## 15. **MATERIAL CHANGES**

ATON is not aware of any material changes in the financial or trading position of M&R since 28 February 2018, being the date of preparation of M&R's reviewed interim results for the six months ended 31 December 2017.

## 16. **INTERESTS OF ATON IN M&R**

16.1 At the Last Practicable Date, ATON and its Affiliates held 194,855,660 M&R Shares, representing an ownership interest of approximately 43.8% of all M&R Shares (based on a total of 444,736,118 M&R Shares), all of which were held by ATON AT, a wholly-owned subsidiary of ATON. This translates to approximately 44.1% of the voting rights of M&R taking into account non-voting shares including those repurchased by M&R under its share repurchase programme until 2 November 2017.

- 16.2 ATON has acquired the following M&R Shares during the period beginning six months prior to the Offer Period and ending on the Last Practicable Date:

<b>Date of acquisition</b>	<b>Number of M&amp;R Shares acquired</b>	<b>Average price paid per M&amp;R Share (ZAR)</b>	<b>Consideration<sup>1</sup> (ZAR)</b>
Monday, 26 March 2018	13,671,480	15.000	205,072,200
Wednesday, 11 April 2018	29,005,926	15.000	435,088,890
Friday, 18 May 2018	6,600	15.000	99,000
Wednesday, 23 May 2018	18,254,275	16.986	310,068,941
Thursday, 24 May 2018	117,302	16.997	1,993,735
Friday, 25 May 2018	385,738	17.000	6,557,546
<b>Total</b>	<b>61,441,321</b>	<b>15.606</b>	<b>958,880,312</b>

<sup>1</sup> Consideration reflects consideration paid only and excludes transaction costs (0.25% STT charge, 0.0002% IPL Levy and Strate Fees).

## 17. INTERESTS OF THE DIRECTORS OF ATON IN M&R

- 17.1 As at the Last Practicable Date, no ATON director held shares in M&R.
- 17.2 There were no trades by the directors of ATON in M&R Shares during the period beginning six months prior to the Offer Period and ending on the Last Practicable Date.

## 18. CONCERT PARTIES, SPECIAL ARRANGEMENTS, UNDERTAKINGS AND COSTS OF THE OFFER

- 18.1 Other than ATON AT, ATON has no concert parties in respect of the Offer.
- 18.2 Save for the Forward Sale Agreement referred to in paragraph 18.4 no agreement, arrangement or understanding which has a connection with or dependence upon the Offer, exists between ATON, or any person acting in concert with it, and any of the directors of M&R or persons who were directors within the preceding 12 months, or holders of M&R Shares or persons who were holders of M&R Shares within the preceding 12 months.
- 18.3 The costs of making the Offer, publishing and distributing this Document and any directly related costs, will be borne by ATON.
- 18.4 In terms of the Forward Sale Agreement, ATON AT acquired 29,005,926 M&R Shares from Allan Gray (Allan Gray acting not as principal but on behalf of its clients, which clients are the beneficial and/or registered owners of the M&R Shares) (i) on 11 April 2018, the first business day after ATON's Voluntary Offer opened, and (ii) settlement of ATON's acquisition of the Sale Shares took place on Monday, 16 April 2018. The acquisitions were made at a purchase price of ZAR15.00 per M&R Share ("**Sale Price**"), provided that in the event ATON increased the offer consideration pursuant to its Voluntary Offer to a price which is higher, or should ATON make an alternative offer at a higher price within the first 90 calendar days after the Voluntary Offer has opened (each such price, a "**Higher Price**"), then ATON AT would pay Allan Gray the Rand amount equal to the difference between the Sale Price and the Higher Price, in respect of each M&R Share sold to ATON AT pursuant to the Forward Sale Agreement.

- 18.5 Allan Gray has acquired and disposed of the following M&R Shares during the period beginning six months prior to the Offer Period and ending on the Last Practicable Date:

<b>Date of acquisition</b>	<b>Number of M&amp;R Shares acquired</b>	<b>Average price paid per M&amp;R Share (ZAR)</b>	<b>Consideration<sup>1</sup> (ZAR)</b>
1 December 2017	120,000	13.6633	1,643,684
5 December 2017	200,000	12.8151	2,569,831
7 December 2017	16,000	12.2928	197,212
12 December 2017	33,000	11.5568	382,397
2 March 2018	48,677	10.6856	521,716
5 March 2018	63,421	10.5863	673,434
6 March 2018	374,861	10.4906	3,943,523
7 March 2018	65,479	10.3747	681,379
8 March 2018	400,319	10.0086	4,018,717
9 March 2018	111,639	9.8953	1,108,038
12 March 2018	34,347	9.5066	327,516
13 March 2018	64,715	9.6464	626,164
14 March 2018	148,302	9.7486	1,450,016
15 March 2018	2,306,944	9.7041	22,460,308
19 March 2018	201	9.7000	1,967.10
<b>Total</b>	<b>3,987,905</b>	<b>10.1509</b>	<b>40,605,903</b>

<sup>1</sup> Consideration includes transaction costs (0.25% STT charge, 0.0002% IPL Levy and Strate Fees).

<b>Date of disposal</b>	<b>Number of M&amp;R Shares disposed</b>	<b>Average price per M&amp;R Share (ZAR)</b>	<b>Consideration<sup>1</sup> (ZAR)</b>
01 December 2017	(120,000)	13.6633	(1,639,326)
04 December 2017	(5,426)	12.8612	(69,746)
05 December 2017	(200,000)	12.8151	(2,562,642)
07 December 2017	(16,000)	12.2928	(196,649)
12 December 2017	(33,000)	11.5568	(381,299)
26 January 2018	(14,430)	12.1892	(175,798)
29 January 2018	(51,150)	12.4382	(635,590)
30 January 2018	(74,400)	12.4959	(928,148)
31 January 2018	(100)	12.2500	(1,211)
02 February 2018	(69,874)	12.1367	(846,628)
05 February 2018	(41,286)	11.4586	(472,616)
21 February 2018	(15,000)	11.6273	(174,119)
11 April 2018	(29,005,926)	15.0000	(434,586,387)
<b>Total</b>	<b>(29,646,592)</b>	<b>14.9487</b>	<b>(442,670,159)</b>

<sup>1</sup> Consideration includes transaction costs (0.25% STT charge, 0.0002% IPL Levy and Strate Fees).

## 19. ARRANGEMENTS, UNDERTAKINGS OR AGREEMENTS IN RELATION TO OFFER SHARES

There are no arrangements, undertakings or agreements between ATON and M&R or any person acting in concert with them in relation to the Offer Shares.

## 20. DIRECTORS' RESPONSIBILITY STATEMENT

Subject to the important information at page 7, the ATON board, having considered all information contained in this Document, accepts full responsibility for the accuracy of such information and certifies that, to the best of its knowledge and belief (having taken all reasonable care to ensure that this is the case), the information contained in this Document is in accordance with the facts and that nothing that is likely to affect the import of this information has been omitted.

## 21. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, or copies thereof, will be available for inspection at the offices of Bowmans in Johannesburg during normal business hours from the date of posting hereof until the Closing Date (both days inclusive):

21.1 the Forward Sale Agreement between ATON and Allan Gray;

21.2 TRP letter of approval;

21.3 ATON's audited financial statements for the years ended 31 December 2017, 31 December 2016 and 31 December 2015;

21.4 M&R's audited annual financial statements for the years ended 30 June 2017, 30 June 2016 and 30 June 2015; and

21.5 a signed copy of this Document.

On behalf of ATON

**Thomas Eichelmann**  
*Managing Director of ATON GmbH*

**Adalbert Orth**  
*Managing Director of ATON Austria Holding GmbH*

Munich, Germany, Monday, 4 June 2018

---

**SECTION 124 OF THE COMPANIES ACT**

---

**“124. Compulsory acquisitions and squeeze out**

- (1) If, within four months after the date of an offer for the acquisition of any class of securities of a regulated company, that offer has been accepted by the holders of at least 90 percent of that class of securities, other than any such securities held before the offer by the offeror, a related or inter-related person, or persons acting in concert, or a nominee or subsidiary of any such person or persons-
  - (a) within two further months, the offeror may notify the holders of the remaining securities of the class, in the prescribed manner and form-
    - (i) that the offer has been accepted to that extent; and
    - (ii) that the offeror desires to acquire all remaining securities of that class; and
  - (b) subject to subsection (2), after giving notice in terms of paragraph (a), the offeror is entitled, and bound, to acquire the securities concerned on the same terms that applied to securities whose holders accepted the original offer.
- (2) Within 30 Business Days after receiving a notice in terms of subsection (1)(a), a person may apply to a court for an order-
  - (a) that the offeror is not entitled to acquire the applicant's securities of that class; or
  - (b) imposing conditions of acquisition different from those of the original offer.
- (3) If an offer to acquire the securities of a particular class has not been accepted to the extent contemplated in subsection (1)-
  - (a) the offeror may apply to a court for an order authorising the offeror to give a notice contemplated in subsection (1)(a); and
  - (b) the court may make the order applied for, if-
    - (i) after making reasonable enquiries, the offeror has been unable to trace one or more of the persons holding securities to which the offer relates;
    - (ii) by virtue of acceptances of the original offer, the securities that are the subject of the application, together with the securities held by the person or persons referred to in subparagraph (i), amount to not less than the minimum specified in subsection (1);
    - (iii) the consideration offered is fair and reasonable; and
    - (iv) the court is satisfied that it is just and equitable to make the order, having regard, in particular, to the number of holders of securities who have been traced but who have not accepted the offer.
- (4) If an offer for the acquisition of any class of securities of a regulated company has resulted in the acquisition by the offeror or a nominee or subsidiary of the offeror, or a related or inter-related person of any of them, individually or in aggregate, of sufficient securities of that class such that, together with any other securities of that class already held by that person, or those persons in aggregate, they then hold at least 90 percent of the securities of that class-
  - (a) the offeror must notify the holders of the remaining securities of the class that the offer has been accepted to that extent;
  - (b) within three months after receiving a notice in terms of paragraph (a), a person may demand that the offeror acquire all of the person's securities of the class concerned; and
  - (c) after receiving a demand in terms of paragraph (b), the offeror is entitled, and bound, to acquire the securities concerned on the same terms that applied to securities whose holders accepted the original offer.

- (5) If an offeror has given notice in terms of subsection (1), and no order has been made in terms of subsection (3), or if the offeror has received a demand in terms of subsection (4)(b)-
  - (a) six weeks after the date on which the notice was given or, if an application to a court is then pending, after the application has been disposed of, or after the date on which the demand was received, as the case may be, the offeror must-
    - (i) transmit a copy of the notice to the regulated company whose securities are the subject of the offer, together with an instrument of transfer, executed on behalf of the holder of the those securities by any person appointed by the offeror; and
    - (ii) pay or transfer to that company the consideration representing the price payable by the offeror for the securities concerned,
  - (b) subject to the payment of prescribed fees or duties, the company must thereupon register the offeror as the holder of those securities.
- (6) An instrument of transfer contemplated in subsection (5) is not required for any securities for which a share warrant is for the time being outstanding.
- (7) A regulated company must deposit any consideration received under this section into a separate interest bearing bank account with a banking institution registered under the Banks Act and, subject to subsection (8), those deposits must be-
  - (a) held in trust by the company for the person entitled to the securities in respect of which the consideration was received; and
  - (b) paid on demand to the person contemplated in paragraph (a), with interest to the date of payment.
- (8) If a person contemplated in subsection (7)(a) fails for more than three years to demand payment of an amount held in terms of that paragraph, the amount, together with any accumulated interest, must be paid to the benefit of the Guardian's Fund of the Master of the High Court, to be held and dealt with in accordance with the rules of that Fund.
- (9) In this section any reference to a 'holder of securities who has not accepted the offer' includes any holder who has failed or refused to transfer their securities to the offeror in accordance with the offer."



## FINANCIAL INFORMATION RELATING TO ATON HISTORICAL AUDITED SUMMARISED FINANCIAL STATEMENTS OF ATON FOR THE YEARS ENDED 31 DECEMBER 2017, 2016 AND 2015

### ATON SUMMARISED FINANCIAL STATEMENTS

The historical financial information set out below is extracted from ATON's consolidated annual financial statements for the three financial years described above. The full versions of the audited financial statements can be obtained from <http://www.aton.de/en/kennzahlen>.

The historical audited financial statements, from which the summaries below have been extracted, have been prepared in accordance with section 315a of the German Commercial Code (Handelsgesetzbuch) and the provisions of the International Financial Reporting Standards issued by the International Accounting Standards Board, London, applicable on the reporting date and as adopted by the European Union, and with the interpretations of the International Financial Reporting Interpretations Committee. The historical financial information incorporates accounting policies that are consistent with those of the previous financial accounting periods, except as disclosed in the full versions of the audited financial statements.

### CONSOLIDATED INCOME STATEMENT 2017, 2016, 2015

in EUR'000	2017	2016	2015
Revenue	2,150,386	1,634,601	2,122,690
Changes in inventories and own work capitalised	(1,770)	(3,953)	8,093
Other operating income	123,933	43,152	382,254
Cost of materials	(917,534)	(781,657)	(760,521)
Personnel expenses	(826,088)	(520,533)	(937,862)
Depreciation and amortisation	(79,903)	(55,062)	(76,983)
Other operating expenses	(305,371)	(221,477)	(324,760)
<b>Earnings before interest and taxes (EBIT)</b>	<b>143,653</b>	<b>95,071</b>	<b>412,911</b>
Result from investments accounted for using the equity method	2,020	3,446	2,691
Other investment result	(98)	(111)	(428)
Interest income	4,670	8,444	5,482
Interest expense	(20,041)	(15,509)	(16,787)
Other financial result	13,511	10,217	8,049
<b>Financial result</b>	<b>62</b>	<b>6,487</b>	<b>(993)</b>
<b>Earnings before income taxes (EBT)</b>	<b>143,715</b>	<b>101,558</b>	<b>411,918</b>
Income taxes	(36,113)	(35,354)	(52,869)
<b>Profit or loss for the period from continuing operations</b>	<b>107,602</b>	<b>66,204</b>	<b>359,049</b>
<b>Profit or loss for the period (EAT)</b>	<b>107,602</b>	<b>66,204</b>	<b>359,049</b>
attributable to non-controlling interest	(141)	(935)	1,426
<b>attributable to owners of the parent</b>	<b>107,743</b>	<b>67,139</b>	<b>357,623</b>

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 2017, 2016, 2015**

in EUR'000	2017	2016	2015
<b>Profit of loss for the period</b>	<b>107,602</b>	<b>66,204</b>	<b>359,049</b>
attributable to non-controlling interest	(141)	(935)	1,426
attributable to owners of the parent	107,743	67,139	357,623
<b>Items that may be subsequently reclassified to profit or loss</b>			
Available-for-sale financial assets			
Gains (+)/losses (-) from fair value valuation recognised in other comprehensive income	(474)	327	70
Amount reclassified to profit or loss	–	–	–
Deferred taxes on available-for-sale financial assets	3	(75)	(20)
Currency translation differences			
Gains (+)/losses (-) from currency translation differences recognised in other comprehensive income	(19,376)	12,008	(22,731)
Amount reclassified to profit or loss	–	–	–
Cash flow hedges			
Gains (+)/losses (-) from cash flow hedges recognised in other comprehensive income	–	2,048	(2,266)
Amount reclassified to profit or loss	–	–	–
Deferred taxes on gains/losses from cash flow hedges	–	(699)	917
	<b>(19,847)</b>	<b>13,609</b>	<b>(24,030)</b>
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of defined benefit plans			
Remeasurements of defined benefit plans recognised in other comprehensive income	(525)	(1,187)	2,518
Deferred taxes on remeasurements of defined benefit plans	156	483	(564)
	<b>(369)</b>	<b>(704)</b>	<b>1,954</b>
Other comprehensive income before income taxes	(20,375)	13,196	(22,409)
Income taxes on other comprehensive income	159	(291)	333
<b>Other comprehensive income, net of income taxes</b>	<b>(20,216)</b>	<b>12,905</b>	<b>(22,076)</b>
attributable to non-controlling interest	(539)	(173)	156
attributable to owners of the parent	(19,677)	13,078	(22,232)
<b>Total comprehensive income for the period</b>	<b>87,386</b>	<b>79,109</b>	<b>336,973</b>
attributable to non-controlling interest	(680)	(1,108)	1,582
attributable to owners of the parent	88,066	80,217	335,391

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF 31 DECEMBER 2017, 2016 AND 2015**

<b>Assets in EUR'000</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Goodwill	285,903	138,348	127,517
Other intangible assets	197,116	20,441	19,736
Property, plant and equipment	324,703	253,592	238,027
Reparable aircraft spare parts	800	767	806
Other financial assets	69,089	124,230	163,029
Investment accounted for using the equity method	155,622	293,257	299,032
Trade and other receivables	4,364	3,986	603
Deferred tax assets	15,314	20,636	19,553
<b>Non-current assets</b>	<b>1,052,911</b>	<b>855,257</b>	<b>868,303</b>
Inventories	139,465	153,620	165,140
Trade and other receivables	805,758	521,795	436,234
Other financial assets	83,488	210,111	190,349
Income tax receivables	18,803	11,111	6,383
Cash and cash equivalents	187,371	210,454	187,050
	1,234,885	1,107,091	985,156
Assets held for sale and discontinued operations	9,388	2,408	2,436
<b>Current assets</b>	<b>1,244,273</b>	<b>1,109,499</b>	<b>987,592</b>
<b>Total assets</b>	<b>2,297,184</b>	<b>1,964,756</b>	<b>1,855,895</b>
<b>Equity and liabilities in EUR'000</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
Equity attributable to owners of the parent	1,136,719	1,154,817	1,069,512
Non-controlling interest	55,980	5,467	11,724
<b>Equity</b>	<b>1,192,699</b>	<b>1,160,284</b>	<b>1,081,236</b>
Provisions for pensions	42,826	15,025	10,151
Provisions for income taxes	375	–	–
Other provisions	7,091	3,836	3,504
Financial liabilities	88,161	280,876	225,020
Trade and other payables	9,499	4,664	4,486
Deferred tax liabilities	81,797	29,120	21,382
<b>Non-current liabilities</b>	<b>229,749</b>	<b>333,521</b>	<b>264,543</b>
Provisions for income taxes	7,447	14,781	12,212
Other provisions	22,336	19,181	33,986
Financial liabilities	300,861	30,152	69,761
Trade and other payables	527,180	403,706	391,247
Income tax liabilities	14,293	3,131	2,910
Liabilities associated with assets held for sale	2,619	–	–
<b>Current liabilities</b>	<b>874,736</b>	<b>470,951</b>	<b>510,116</b>
<b>Total equity and liabilities</b>	<b>2,297,184</b>	<b>1,964,756</b>	<b>1,855,895</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS 2017, 2016, 2015

in EUR'000	2017	2016	2015
Income before interest, dividends and income taxes	156,777	98,799	418,745
Income taxes paid	(41,934)	(31,007)	(60,584)
Interest paid	(19,196)	(14,730)	(14,210)
Interest received	4,372	8,166	5,230
Dividends received	19,996	24,944	4,478
Depreciation and amortisation/write-ups of assets	79,558	55,228	75,557
Change in provisions	(2,855)	(10,970)	(262)
Other non-cash transactions	1,841	(2,937)	(5,080)
Result from the disposal of property, plant and equipment	(1,660)	(1,245)	(1,616)
Result from the disposal of securities	(1,240)	1,370	720
Result from the disposal/deconsolidation of consolidated subsidiaries	(71,961)	–	(318,060)
Change in other assets	(63,622)	(75,160)	(165,391)
Change in other liabilities	29,480	8,045	17,428
<b>Cash flow from operating activities</b>	<b>89,556</b>	<b>60,503</b>	<b>(43,045)</b>
Investments in intangible assets	(12,124)	(7,828)	(9,913)
Proceeds from the disposal of intangible assets	1,631	2	428
Investments in property, plant and equipment	(66,598)	(56,200)	(81,824)
Proceeds from the disposal of property, plant and equipment	8,815	4,797	7,204
Investments in financial assets/associates	(179,258)	(45,123)	(6,421)
Proceeds from the disposal of financial assets	122,521	52,605	3,928
Payments for the acquisition of consolidated subsidiaries	14,648	(4,563)	(1,161)
Proceeds from the disposal of consolidated subsidiaries	116,492	–	190,301
<b>Cash flow from investing activities</b>	<b>6,127</b>	<b>(56,310)</b>	<b>(102,542)</b>
Payments to shareholders	(93,633)	(362)	(110,014)
Payments for the acquisition of a non-controlling interest	(4,284)	–	–
Repayments of finance lease liabilities	(12,883)	(9,924)	(4,192)
Proceeds from finance leases	–	12,610	7,612
Proceeds from bank loans	106,598	118,350	30,397
Repayments of bank loans	(104,163)	(103,966)	(18,878)
<b>Cash flow from financing activities</b>	<b>(108,365)</b>	<b>16,708</b>	<b>(95,075)</b>
Change in cash and cash equivalents	(12,682)	20,901	(35,578)
Effect of changes in exchange rates	(10,401)	2,503	(9,022)
Cash and cash equivalents at the beginning of the period	210,454	187,050	231,650
<b>Cash and cash equivalents at the end of the period</b>	<b>187,371</b>	<b>210,454</b>	<b>187,050</b>

## FINANCIAL INFORMATION RELATING TO M&R HISTORICAL AUDITED SUMMARISED CONSOLIDATED FINANCIAL STATEMENTS OF M&R FOR THE YEARS ENDED 30 JUNE 2017, 2016 AND 2015

### M&R SUMMARISED FINANCIAL STATEMENTS

The historical information set out below is extracted from M&R's audited annual financial statements (for the financial years years ended 30 June 2017, 2016 and 2015), in each case obtained from M&R's website. The full versions of the audited financial statements can be obtained from <http://www.murrob.com/inv-annual-reports.asp>.

The historical audited financial statements, from which the summaries below have been extracted, have been prepared in accordance with International Financial Reporting Standards and the requirements of the Companies Act, No 71 of 2008 (as amended). The historical financial information incorporates accounting policies that are consistent with those of the previous financial accounting periods, except as disclosed in the full versions of the audited financial statements and the provisional reports.

### CONSOLIDATED STATEMENT OF FINANCIAL PERFORMANCE

#### ALL MONETARY AMOUNTS ARE EXPRESSED IN MILLIONS OF RANDS

	2017	2016 <sup>1</sup>	2015 <sup>2</sup>
Continuing operations			
<b>Revenue</b>	<b>21,397.3</b>	<b>26,148.0</b>	<b>24,013.3</b>
<b>Profit before interest, depreciation and amortisation</b>	<b>962.4</b>	<b>1,773.9</b>	<b>1,539.8</b>
Depreciation	(430.9)	(447.8)	(435.9)
Amortisation of intangible assets	(44.7)	(50.7)	(40.0)
<b>Profit before interest and taxation</b>	<b>486.8</b>	<b>1,275.4</b>	<b>1,063.9</b>
Interest expense	(109.8)	(124.8)	(130.2)
Interest income	68.1	53.6	62.7
<b>Profit before taxation</b>	<b>445.1</b>	<b>1,204.2</b>	<b>996.4</b>
Taxation expense	(161.2)	(295.8)	(186.5)
<b>Profit after taxation</b>	<b>283.9</b>	<b>908.4</b>	<b>809.9</b>
Income from equity accounted investments	7.2	17.6	3.1
<b>Profit for the year from continuing operations</b>	<b>291.1</b>	<b>926.0</b>	<b>813.0</b>
(Loss)/Profit from discontinued operations	(252.9)	(136.1)	81.1
<b>Profit for the year</b>	<b>38.2</b>	<b>789.9</b>	<b>894.1</b>
Attributable to:			
Owners of Murray & Roberts Holdings Limited	48.0	752.8	881.0
Non-controlling interests	(9.8)	37.1	13.1
	<b>38.2</b>	<b>789.9</b>	<b>894.1</b>

<sup>1</sup> Based on prior-year figures taken from the audited annual financial statements for the year ended 30 June 2017, restated for discontinued operations.

<sup>2</sup> Based on prior-year figures taken from the audited annual financial statements for the year ended 30 June 2016, restated for discontinued operations.

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

ALL MONETARY AMOUNTS ARE EXPRESSED IN MILLIONS OF RANDS			
	2017	2016	2015
<b>Profit for the year</b>	<b>38.2</b>	<b>789.9</b>	<b>894.1</b>
<i>Items that will not be reclassified subsequently to profit or loss:</i>			
Effects of remeasurements on retirement benefit obligations	(5.0)	(2.9)	(10.3)
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translating foreign operations	(488.6)	226.4	3.6
Effects of cash flow hedges	–	(0.1)	(1.2)
Taxation related to effects of cash flow hedges	–	–	1.3
Reclassification adjustment relating to cash flow hedges transferred to profit or loss	–	–	3.1
Reclassification adjustment relating to available-for-sale financial assets disposed of during the year	–	–	1.6
<b>Total comprehensive (loss)/income for the year</b>	<b>(455.4)</b>	<b>1,013.3</b>	<b>892.2</b>
Attributable to:			
Owners of Murray & Roberts Holdings Limited	(421.0)	975.6	879.1
Non-controlling interests	(34.4)	37.7	13.1
	<b>(455.4)</b>	<b>1,013.3</b>	<b>892.2</b>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 30 JUNE 2017, 30 JUNE 2016, 30 JUNE 2015

ALL MONETARY AMOUNTS ARE EXPRESSED IN MILLIONS OF RANDS			
	2017	2016	2015
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	2,057.7	2,188.8	3,020.8
Investment property	18.9	–	17.5
Goodwill	606.9	642.4	635.8
Other intangible assets	194.2	238.3	208.1
Investment in joint venture	73.2	–	46.0
Investments in associate companies	7.6	17.5	27.7
Other investments	895.4	812.8	710.4
Deferred taxation assets	585.2	603.9	596.3
Amounts due from contract customers	542.0	1,513.5	2,259.5
Non-current receivables	68.3	77.3	121.4
<b>Total non-current assets</b>	<b>5,049.4</b>	<b>6,094.5</b>	<b>7,643.5</b>
<b>Current assets</b>			
Inventories	280.1	241.3	261.2
Amounts due from contract customers	4,913.5	4,964.9	6,204.1
Trade and other receivables	1,167.0	1,490.8	1,656.6
Current taxation assets	23.4	25.5	63.2
Derivative financial instruments	2.2	–	0.1
Cash and cash equivalents	2,370.6	2,812.8	2,890.6
<b>Total current assets</b>	<b>8,756.8</b>	<b>9,535.3</b>	<b>11,075.8</b>
<b>Assets classified as held-for-sale</b>	<b>396.8</b>	<b>2,335.1</b>	<b>83.6</b>
<b>Total assets</b>	<b>14,203.0</b>	<b>17,964.9</b>	<b>18,802.9</b>



<b>ALL MONETARY AMOUNTS ARE EXPRESSED IN MILLIONS OF RANDS</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Stated capital	2,566.1	2,552.1	2,585.9
Reserves	996.4	1,537.8	1,343.7
Retained earnings	2,978.2	3,111.0	2,568.5
<b>Equity attributable to owners of Murray &amp; Roberts Holdings Limited</b>	<b>6,540.7</b>	<b>7,200.9</b>	<b>6,498.1</b>
Non-controlling interests	64.5	62.6	24.9
<b>Total equity</b>	<b>6,605.2</b>	<b>7,263.5</b>	<b>6,523.0</b>
<b>Non-current liabilities</b>			
Long term loans	219.7	650.4	1,140.6
Retirement benefit obligations	17.3	16.8	16.2
Long term provisions	144.7	186.6	264.3
Deferred taxation liabilities	121.2	178.9	133.1
Subcontractor liabilities	–	–	871.8
Non-current payables	162.0	84.7	99.8
<b>Total non-current liabilities</b>	<b>664.9</b>	<b>1,117.4</b>	<b>2,525.8</b>
<b>Current liabilities</b>			
Amounts due to contract customers	1,571.2	1,522.0	2,121.2
Trade and other payables	3,523.0	4,191.1	4,355.4
Short term loans	289.2	342.9	356.9
Current taxation liabilities	39.2	59.7	103.0
Provisions and obligations	279.7	312.4	293.3
Subcontractor liabilities	971.5	1,189.9	2,473.3
Derivative financial instruments	–	–	2.7
Bank overdrafts	117.5	76.0	43.9
<b>Total current liabilities</b>	<b>6,791.3</b>	<b>7,694.0</b>	<b>9,749.7</b>
<b>Liabilities classified as held-for-sale</b>	<b>141.6</b>	<b>1,890.0</b>	<b>4.4</b>
<b>Total liabilities</b>	<b>7,597.8</b>	<b>10,701.4</b>	<b>12,279.9</b>
<b>Total equity and liabilities</b>	<b>14,203.0</b>	<b>17,964.9</b>	<b>18,802.9</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS

### ALL MONETARY AMOUNTS ARE EXPRESSED IN MILLIONS OF RANDS

	2017	2016 <sup>1</sup>	2015
<b>Cash flows from operating activities</b>			
Receipts from customers	25,103.5	30,705.9	30,668.4
Payments to suppliers and employees	(24,048.3)	(29,616.9)	(29,602.2)
Cash generated from operations	1,055.2	1,089.0	1,066.2
Interest received	87.1	76.9	85.0
Interest paid	(137.5)	(147.8)	(157.5)
Taxation paid	(209.6)	(256.2)	(408.0)
<b>Operating cash flow</b>	<b>795.2</b>	<b>761.9</b>	<b>585.7</b>
Dividends paid to owners of Murray & Roberts Holdings Limited	(194.2)	(210.9)	(225.4)
Dividends paid to non-controlling interests	–	–	(15.5)
<b>Net cash inflow from operating activities</b>	<b>601.0</b>	<b>551.0</b>	<b>344.8</b>
<b>Cash flows from investing activities</b>			
Acquisition of businesses	–	(21.6)	(162.2)
Dividends received from associate companies	19.1	17.8	–
Dividends received from joint ventures classified as held-for-sale	–	2.0	35.0
Purchase of intangible assets other than goodwill	(23.6)	(61.7)	(124.5)
Purchase of property, plant and equipment	(264.1)	(338.3)	(424.7)
– Replacements	(115.7)	(98.7)	(134.8)
– Additions	(395.0)	(332.2)	(289.9)
– Capitalised finance leases raised (non-cash)	246.6	92.6	–
Purchase of property, plant and equipment by discontinued operations	(53.0)	–	–
Investment in joint venture	–	(23.5)	(46.0)
Investment in joint venture held-for-sale	(2.0)	–	–
Proceeds on disposal of property, plant and equipment	45.0	159.6	76.0
Proceeds on disposal of intangible assets other than goodwill	7.0	–	–
Net (outflow)/inflow on disposal of business	(322.8)	15.1	121.7
Proceeds on disposal of assets held-for-sale	37.0	–	64.2
Cash related to acquisition/(disposal) of businesses	–	–	17.6
Cash related to assets held-for-sale	259.0	(257.1)	(3.0)
Proceeds from realisation of investment	170.0	53.8	132.0
Other	1.3	(3.1)	(2.1)
<b>Net cash outflow from investing activities</b>	<b>(127.1)</b>	<b>(457.0)</b>	<b>(316.0)</b>
<b>Cash flows from financing activities</b>			
Proceeds on share issue to non-controlling interests	–	–	–
Net acquisition of treasury shares	(41.0)	(78.0)	(107.4)
Net movement in borrowings	(660.6)	(466.9)	(1,196.8)
<b>Net cash outflow from financing activities</b>	<b>(701.6)</b>	<b>(544.9)</b>	<b>(1,304.2)</b>
<b>Total decrease in net cash and cash equivalents</b>	<b>(227.7)</b>	<b>(450.9)</b>	<b>(1,275.4)</b>
Net cash and cash equivalents at the beginning of the year	2,736.8	2,846.7	4,276.6
Effect of exchange rates	(256.0)	341.0	(154.5)
<b>Net cash and cash equivalents at the end of the year</b>	<b>2,253.1</b>	<b>2,736.8</b>	<b>2,846.7</b>

<sup>1</sup> According to M&R's audited annual financial statements for the year ended 30 June 2017, in the 2016 financial year, M&R included the non-cash element of capitalised finance leases in error under investing cash flows as purchase of property, plant and equipment (ZAR92.6 million). Therefore, M&R restated the 2016 cash flow with the resulting impact being that the cash outflow from financing activities increased by ZAR92.6 million and the cash outflow from investing activities decreased by ZAR92.6 million.



**ATON, ACTING THROUGH ITS WHOLLY-OWNED SUBSIDIARY, ATON AT**

(ATON is incorporated in Munich, Germany and ATON AT is incorporated in Going am Wilden Kaiser, Austria)  
(Registration number of ATON with the commercial register at the local court of Munich: HRB 193331;  
Registration number of ATON AT with the commercial register at the regional court of Innsbruck: FN 444911 g)

---

**FORM OF ACCEPTANCE, TRANSFER AND SURRENDER**

(FOR USE BY CERTIFICATED SHAREHOLDERS ONLY)

---

The definitions and interpretations on pages 12 to 15 of the Document to which this Form of Acceptance, Transfer and Surrender is attached, apply, unless the context clearly indicates otherwise, to this Form of Acceptance, Transfer and Surrender.

To: The Receiving Agents

**Hand deliveries to:**

**Computershare Investor Services Proprietary  
Limited**

Rosebank Towers  
15 Biermann Avenue  
Rosebank, Johannesburg, 2196

**Postal Deliveries to:**

**Computershare Investor Services Proprietary  
Limited**

PO Box 61763  
Marshalltown, Johannesburg  
2107

**This form should be read in conjunction with the document to which it is attached.**

Instructions:

1. A separate Form of Acceptance, Transfer and Surrender is required for each M&R Shareholder. M&R Shareholders must complete this Form of Acceptance, Transfer and Surrender in BLOCK CAPITALS.
2. **Part A** must be completed by all Certificated Shareholders who wish to accept the Offer.
3. **Part B** must be completed by Certificated Shareholders who wish to receive the Offer Consideration by EFT.
4. **Part C** must be completed by all Certificated Shareholders who wish to accept the Offer and who are emigrants from the Common Monetary Area (see note 2).
5. **Part D** must be completed by all Certificated Shareholders who wish to accept the Offer and who are non-residents of the Common Monetary Area or who are emigrants from the Common Monetary Area whose M&R Shares have been released and wish for the Offer Consideration to be paid to an Authorised Dealer.
6. No receipts will be issued for Documents of Title lodged unless specifically requested. Lodging agents are requested to prepare special transaction receipts, if required.
7. Please also read the notes contained in this form.

**Dear Sirs**

I/We hereby accept the Offer and surrender and enclose the share certificates and Documents of Title in respect of my/our holdings of M&R Shares, as per my/our instructions contained herein:

**PART A – TO BE COMPLETED BY ALL CERTIFICATED SHAREHOLDERS WHO RETURN THIS FORM.**

I/We hereby accept the Offer in respect of  **Certificated Shares**

Surname or name of corporate body \_\_\_\_\_

First names (in full) \_\_\_\_\_

Title (Mr, Mrs, Miss, Ms, etc.) \_\_\_\_\_

Address to which the Offer Consideration, which a Certificated Shareholder is entitled to in terms of the Offer, should be sent (if different from registered address)

Postal code \_\_\_\_\_

Country \_\_\_\_\_

Telephone ( ) \_\_\_\_\_

Cellular telephone number \_\_\_\_\_

Email address \_\_\_\_\_

Fax number ( ) \_\_\_\_\_

Please note: In order to comply with the requirements of the Financial Intelligence Centre Act, No. 38 of 2001, the Transfer Secretaries will not be able to record any change of address mandated unless the following documentation is received from the relevant M&R Shareholder:

- an original certified copy of your identity document;
- an original certified copy of a document issued by the South African Revenue Services to verify your tax number (if you do not have a tax number, please confirm this in writing and have the letter signed by a Commissioner of Oaths); and
- an original or an original certified copy of a service bill to verify your physical address.

**I/WE HEREBY SURRENDER THE ENCLOSED SHARE CERTIFICATE/S, CERTIFIED TRANSFER DEED/S AND/OR OTHER DOCUMENTS OF TITLE, DETAILS OF WHICH HAVE BEEN COMPLETED BELOW.**

**Share certificate/s and/or other document(s) of title to be surrendered (as enclosed)**

Name of registered holder (separate form for each holder)	Certificate number(s) (in numerical order)	Number of M&R Shares covered by each certificate
Total		

Signature of M&R Shareholder	Stamp and address of agent lodging this form
Assisted by me (if applicable)	
State full name and capacity	
Date	
Telephone number (Home) ( )	
Cellular telephone number ( )	

Signatories may be called upon for evidence of their authority or capacity to sign this form.

I/We hereby certify that:

- I/We own the shares issued by M&R as detailed in the table set out above at the end of Part A (defined for purposes of this Part B as the "Shares");
- the Shares are fully paid-up;
- the Shares are in registered form;
- I/We am/are the legal owner solely entitled to the Shares and have the power to dispose of the Shares;
- there are no pre-emption rights nor any other rights by virtue of which any person or entity may be entitled to demand that one or more of the Shares be transferred to him;
- none of the Shares are encumbered with any pledge or usufruct, there are no right to acquire any pledge or usufruct of the Shares and none of the Shares are subject of any attachment; and
- the Shares are freely transferable.

**PART B – TO BE COMPLETED IN BLOCK CAPITALS BY M&R SHAREHOLDERS WISHING TO RECEIVE PAYMENT OF THE OFFER CONSIDERATION BY MEANS OF EFT**

In order to comply with the requirements of the Financial Intelligence Centre Act, No. 38 of 2001, the Transfer Secretaries will not be able to record any change of address mandated unless the following documentation is received from the relevant M&R Shareholder:

- a certified true copy of I.D document; and
- a certified true copy of bank statement.

I/We, being a holder/s of M&R Shares hereby request that the Offer Consideration be electronically deposited into my/our bank account, the details of which are as follows:

Name of account holder (no third-party accounts): \_\_\_\_\_

Bank name: \_\_\_\_\_

Branch name: \_\_\_\_\_

Branch code: \_\_\_\_\_

Account number: \_\_\_\_\_

Swift number: \_\_\_\_\_

IBAN number: \_\_\_\_\_

Signature of M&R Shareholder: \_\_\_\_\_

Assisted by me (if applicable): \_\_\_\_\_

(State full name and capacity): \_\_\_\_\_

Date: \_\_\_\_\_

Telephone number ( ) \_\_\_\_\_

Telephone number ( ) \_\_\_\_\_

(Home) ( ) \_\_\_\_\_

(Work) ( ) \_\_\_\_\_

Cellular telephone number ( ) \_\_\_\_\_

**PART C – TO BE COMPLETED IN BLOCK CAPITALS BY ALL CERTIFICATED SHAREHOLDERS WHO ARE EMIGRANTS FROM THE COMMON MONETARY AREA AND WHOSE M&R SHARES HAVE NOT BEEN RELEASED**

The Offer Consideration due to Certificated Shareholders who are emigrants from the Common Monetary Area and whose M&R Shares have not been released will be forwarded to the Authorised Dealer controlling his blocked assets and credited to the emigrant's blocked account. Accordingly, a non-resident who is an emigrant from the Common Monetary Area must provide the following information:

Name of Authorised Dealer in South Africa: \_\_\_\_\_

Address: \_\_\_\_\_

Account number: \_\_\_\_\_

If no nomination is made above, the Offer Consideration will be held in trust by M&R until a written instruction is received as to the disposal of such amount.

**PART D – TO BE COMPLETED IN BLOCK CAPITALS BY CERTIFICATED SHAREHOLDERS WHO ARE NON-RESIDENTS OF THE COMMON MONETARY AREA OR EMIGRANTS FROM THE COMMON MONETARY AREA WHOSE M&R SHARES HAVE BEEN RELEASED AND WHO WISH TO HAVE THE OFFER CONSIDERATION PAID TO AN AUTHORISED DEALER**

The Offer Consideration due to Certificated Shareholders who have registered addresses outside South Africa (other than Certificated Shareholders who are emigrants from the Common Monetary Area and whose M&R Shares have not been released) and whose share certificates are endorsed "non-resident" will be posted to the relevant Certificated Shareholder, unless that Certificated Shareholder nominates an Authorised Dealer to which such Offer Consideration should be paid.

Name of Authorised Dealer in South Africa or alternative instructions: \_\_\_\_\_

Address: \_\_\_\_\_

Account number: \_\_\_\_\_

**Notes:**

1. Emigrants of the Common Monetary Area must, in addition to Part A, also complete Part C. If Part C is not properly completed, the Offer Consideration will be held in trust by M&R or the Transfer Secretaries until claimed for a maximum period of five years, after which period such funds shall be made over to the Guardians Fund of the High Court. No interest will accrue or be paid on any Offer Consideration so held in trust.
2. All other non-residents of the Common Monetary Area must complete Part D if they wish the Offer Consideration to be paid to an Authorised Dealer in South Africa.
3. The Offer Consideration will not be sent to M&R Shareholders unless and until Documents of Title in respect of the relevant M&R Shares have been surrendered to the Receiving Agents.
4. If a Certificated Shareholder produces evidence to the satisfaction of ATON that Documents of Title in respect of M&R Shares have been lost or destroyed, ATON may waive the surrender of such Documents of Title against delivery of a duly executed indemnity (including against any damage, expense, loss or payment that ATON, or any of its duly authorised representatives, may incur or suffer by reason of, or arising from, the payment of the Offer Consideration to such person) in a form and on terms and conditions approved by ATON, or may in its discretion waive such indemnity.
5. If this Form of Acceptance, Transfer and Surrender is not signed by the Certificated Shareholder, the M&R Shareholder will be deemed to have irrevocably appointed the Receiving Agents to implement that M&R Shareholder's obligations under the Offer, as the case may be, on his/her behalf.
6. Persons who have acquired M&R Shares after the date of posting of the circular to which this Form of Surrender, Transfer and Acceptance is attached, can obtain copies of the Form of Surrender, Transfer and Acceptance and the circular from the Receiving Agents.
7. No receipts will be issued for documents lodged, unless specifically requested. In compliance with the requirements of the JSE, lodging agents are requested to prepare special transaction receipts. Signatories may be called upon for evidence of their authority or capacity to sign this Form of Acceptance, Transfer and Surrender.
8. Any alteration to this Form of Acceptance, Transfer and Surrender must be signed in full and should not be merely initialled.
9. If this Form of Acceptance, Transfer and Surrender is signed under a power of attorney, then such power of attorney, or a notarially certified copy hereof, must be sent with this Form of Acceptance, Transfer and Surrender for noting (unless it has already been noted by the Receiving Agents).
10. Where the Certificated Shareholder is a company or a close corporation, unless it has already been registered with the Receiving Agents, a certified copy of the directors' or members' resolution authorising the signing of this Form of Acceptance, Transfer and Surrender must be submitted if so requested by the Receiving Agents.
11. Note 10 does not apply in the case of a form bearing a JSE broker's stamp.
12. A minor must be assisted by his parent or guardian, unless the relevant documents establishing his legal capacity are produced or have been registered by M&R or the Transfer Secretaries.
13. Where M&R Shares are held jointly, all joint holders are required to sign this Form of Acceptance, Transfer and Surrender.





