INTERIM RESULTS

FOR THE SIX MONTHS ENDED 31 DECEMBER 2014

SALIENT FEATURES

- Lost time injury frequency rate ("LTIFR") improved to 0.77 (December 2013: 0.82). Regrettably two fatal incidents (December 2013: 2) were reported.
- Diluted continuing HEPS increased by 39% to 79 cents (December 2013: 57 cents).
- Revenue from continuing operations of R15,9 billion (December 2013: R18,8 billion), reflecting a reduction in revenue from the Oil & Gas platform.
- NAV of R14 per share (December 2013: R12 per share).
- Order book of R37,8 billion (December 2013: 44,9 billion). The Oil & Gas platform order book is transitioning to smaller and shorter term contracts and fewer new projects have been secured in the Infrastructure & Building and Energy & Industrial platforms.
- Strong growth in the Underground Mining platform order book.
- Substantial near orders and order book pipeline.
- A gross annual dividend, relating to the 30 June 2014 financial year, of 50 cents per share was declared on 27 August 2014 and paid during the period. A gross annual dividend for the 2015 financial year will be considered in August 2015.

FINANCIAL HIGHLIGHTS

REVENUE[1]
R15,9 BILLION
R18,8 BILLION (FY14 H1)

HEPS
(DILUTED CONTINUING)
79 CENTS
57 CENTS (FY14 H1)

ATTRIBUTABLE EARNINGS[2]
R359 MILLION
R724 MILLION (FY14 H1)

EPS[2]
(DILUTED)
87 CENTS
175 CENTS (FY14 H1)

NAV
R14 PER SHARE
R12 PER SHARE (FY14 H1)

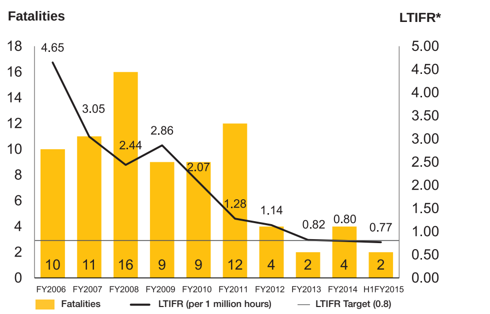
ORDER BOOK[3]
R37,8 BILLION
R44,9 BILLION (FY14 H1)

NEAR ORDERS
R15,0 BILLION

PIPELINE
R102,9 BILLION

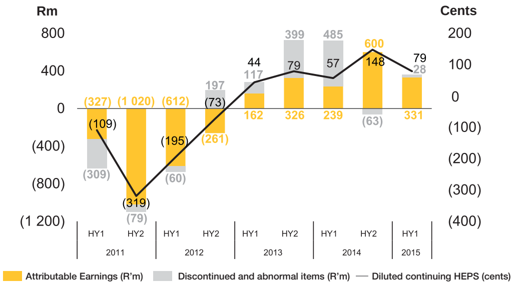
[1] *Mainly due to reduction in Oil & Gas platform revenue.*
[2] *The prior year profit includes a profit on sale of discontinued operations of R388 million and R98 million trading profit from discontinued operations.*
[3] *Mainly due to the Oil & Gas order book transitioning to smaller, shorter term contracts and fewer new projects secured in Infrastructure & Building and Energy & Industrial platforms. R2 billion of near orders was awarded in the Infrastructure & Building platform subsequent to the period under review.*

SAFETY PERFORMANCE – TOGETHER TO ZERO HARM



** Lost Time Injury Frequency Rate*

ATTRIBUTABLE EARNINGS AND DILUTED CONTINUING HEPS



Amounts have been restated for discontinued operations.

ENGINEERED EXCELLENCE – STRATEGY IMPLEMENTATION

Murray & Roberts is an international engineering-led contractor. By 2020 the Group aims to be a leading diversified project engineering, procurement and construction group in selected natural resources sectors and supporting infrastructure.

The Group restored financial stability, returned to profitability and resumed the payment of dividends, during the last three years of its Recovery & Growth Strategy.

The board of directors of Murray & Roberts ("Board") and executives have defined the growth market sectors, project value chain segments and geographies that in the long-term will present the greatest opportunity for the Group to unlock value by applying its core competencies of engineering and construction. These growth markets are specifically in the oil and gas, mining, energy and industrial sectors, where the Group aims to increase its engineering, commissioning, operations and asset support activities. Africa, South-east Asia and North America offer opportunities for growth.

FINANCIAL REPORT FOR THE SIX MONTHS ENDED 31 DECEMBER 2014

The Group recorded revenue of R15,9 billion (December 2013: R18,8 billion) and attributable profit of R359 million (December 2013: R724 million). The prior period profit includes a profit on sale of discontinued operations of R388 million and R98 million trading profit from discontinued operations. Diluted continuing HEPS increased to 79 cents (December 2013: 57 cents).

The net cash position was R0,9 billion (December 2013: R2 billion). The decrease is due to the funding of acquisitions (R162 million) and utilisation of advances from customers of approximately R1,3 billion.

The Group's order book reduced to R37,8 billion (December 2013: R44,9 billion) mainly due to the Oil & Gas platform order book transitioning to smaller and shorter term contracts and fewer new projects secured in the Infrastructure & Building and Energy & Industrial platforms.

Operational excellence, to optimise project profitability is a Group-wide focus. An update per operating platform is presented in this announcement.

GROUP OPERATING PERFORMANCE*

OIL & GAS[4,5]

R millions	Engineering		Construction & Fabrication		Global Marine[4]		Commissioning & Brownfields		Corporate overheads and Other		Total	
December	**2014**	2013	**2014**	2013	**2014**	2013	**2014**	2013	**2014**	2013	**2014**	2013
Revenue	**2 595**	2 524	**642**	3 937	**1 556**	1 085	**1 410**	898	**630**	1 122	**6 833**	9 566
Operating profit/(loss)	**314**	384	**28**	187	**80**	14	**174**	99	**(150)**	(216)	**446**	468
Margin (%)	**12%**	15%	**4%**	5%	**5%**	1%	**12%**	11%	**(24%)**	(19%)	**7%**	5%
Segment assets											**3 932**	3 339
Segment Liabilities											**3 105**	4 009
LTIFR (Fatalities)											**0,41(0)**	0.24(1)
Order Book	4 876	8 264	39	4 163	1 483	3 028	5 844	4 970	**–**	–	**12 242**	20 425

[4] *With effect 1 July 2014, Marine is reported under the Oil & Gas platform under Global Marine. In prior periods Marine's revenue, EBIT, segmental assets and liabilities were included in the Infrastructure & Building platform.*
[5] *The segmental classification was changed compared to the prior year, and as a result the prior year comparatives have been restated.*

Financial Performance: The global oil and gas sector has entered a period of uncertainty, following a declining oil price at the end of the reporting period. However, the completion of the greenfield capital projects is creating opportunities for Clough to secure new contracts for commissioning, brownfields and maintenance services on the projects it contributed to constructing. Consequently, the order book reflects this transition and comprises smaller volume and shorter term contracts.

Clough has adapted well to the changing business environment and has recorded an acceptable FY15H1 financial result. Revenue and operating profit reduced to R6,8 billion (December 2013: R9,6 billion) and R446 million (December 2013: R468 million) respectively. The order book decreased to R12,2 billion (December 2013: R20,4 billion). However, the operating margin increased to 7% (December 2013: 5%). This margin improvement reflects a shift towards higher margin engineering and commissioning projects, a focus on operational excellence and the benefit from on-going cost efficiency programmes. The platform has near orders of R1,6 billion and a pipeline (top 10 target projects) of R33,6 billion.

Operational Performance: e2o, a specialist commissioning company acquired by Clough during 2013, is currently the largest commissioning company in Australia. Revenue and profit from this business continued to grow strongly during the period under review. e2o is executing work across four commissioning projects.

The Ichthys material offloading facility project was completed in July and work continued on several other marine projects. Clough continued its work on every LNG project currently underway in Australia. Both CH-IV (United States of America) and Booth Welsh (Scotland), which were acquired during the period under review, performed in line with expectations and began to pursue joint project opportunities with Clough and other Murray & Roberts entities.

Prospects: Market conditions are challenging as the oil price decline is forcing oil and gas companies to cut capital expenditure programmes. This has resulted in delayed investment decisions, implementation of project cost reduction measures and increased competition between service providers in what is currently a soft market.

Gas will continue to be a growth sector globally and the market is expected to improve in the medium term. Clough remains well positioned in the LNG and coal seam gas market sectors. In the coming year, Clough will continue to implement its global expansion strategy to diversify earnings regionally and create a global network of specialised engineering and operating centres, underpinned by Murray & Roberts' global presence.

UNDERGROUND MINING

R millions	Africa		Australasia		The Americas		Total	
December	**2014**	2013	**2014**	2013	**2014**	2013	**2014**	2013
Revenue	**1 769**	1 537	**373**	363	**1 359**	1 452	**3 501**	3 352
Operating (loss)/profit	**(2)**	(7)	**10**	33	**76**	67	**84**	93
Margin (%)	**(0%)**	(0%)	**3%**	9%	**6%**	5%	**2%**	3%
Segment assets	**1 102**	959	**637**	648	**1 395**	1 390	**3 134**	2 997
Segment liabilities	**937**	1 123	**133**	165	**464**	531	**1 534**	1 819
LTIFR (Fatalities)	**2.01(1)**	2.73(1)	**0,0(0)**	2.12(0)	**0,87(0)**	0,72(0)	**1,73(1)**	2.40(1)
Order Book	**8 314**	4 372	**1 037**	1 375	**4 496**	3 769	**13 847**	9 516

Financial Performance: Although greenfields capital expenditure in the mining sector remains at low levels, the anticipated growth in the underground mining platform is reflected in a stronger order book.

Revenues remained relatively flat at R3,5 billion (December 2013: R3,4 billion) and operating profit decreased to R84 million (December 2013: R93 million). The order book strengthened to R13,8 billion (December 2013: R9,5 billion). The platform has near orders of R9,4 billion and a pipeline of R30,9 billion.

Operational Performance: The platform is showing strong growth potential and has increased its order book in most main geographic areas off a relatively low base, considering the recent subdued state of the global commodity cycle. In Murray & Roberts Cementation, the Zambian operation continues to perform well. Work has commenced at the multi-billion Rand contract mining project at Northam's Booysendal platinum mine and work at De Beers' Venetia diamond mine is progressing on the two vertical shafts and one decline shaft. Negotiations on the multi-billion Rand Kalagadi Manganese contract are continuing. Cementation USA continues to hold a full order book with work on existing projects progressing well. Cementation Canada is participating in increased tender activity and has signed a contract with Compass Minerals to upgrade the shafts at the Goderich mine at a value in excess of one billion Rand. In Australasia, tender activities have increased and RUC Cementation Mining has secured a number of smaller new mine development projects.

Prospects: In the medium term, an upturn in the global underground mining sector is expected. Most key commodities are represented in the current portfolio of projects, and significant opportunities for organic growth exist when mining activity picks up. Markets in Africa, Australia and the Americas are showing signs of growth. Several substantial prospects are being pursued in Botswana and Ghana.

ENERGY & INDUSTRIAL

R millions	Power Programme[6]		Engineering[7]		Total	
December	**2014**	2013	**2014**	2013	**2014**	2013
Revenue	**1 595**	1 971	**556**	318	**2 151**	2 289
Operating profit/(loss)	**87**	106	**(108)**	(59)	**(21)**	47
Margin (%)	**5%**	5%	**(19%)**	(19%)	**(1%)**	2%
Segment assets	**985**	1 185	**838**	355	**1 823**	1 540
Segment liabilities	**788**	1 078	**370**	283	**1 158**	1 361
LTIFR (Fatalities)	**0.35(0)**	0.83(0)	**0.0(0)**	0.43(0)	**0.24(0)**	0.73(0)
Order Book	**4 486**	5 623	**877**	573	**5 363**	6 196

[6] *Power programme contracts and Genrec power programme contracts.*
[7] *Includes Electrical & Control Systems, Resources & Industrial, Water and Power & Energy non-power programme projects and Genrec non-power programme contracts.*

Financial Performance: Revenues remained stable at R2,2 billion (December 2013: R2,3 billion), whilst an operating loss of R21 million (December 2013: R47 million operating profit) was recorded. The decrease in earnings, outside the power programme, is primarily due to development costs incurred on long-lead contract opportunities, as well as an increase in the cost to complete a project in Namibia. The order book reduced to R5,4 billion (December 2013: R6,2 billion). The platform has near orders of R0,4 billion and a pipeline of R9,3 billion.

Operational Performance: The Medupi and Kusile power station projects remain the largest contributors to revenue and profit, with few new opportunities coming to market in the period under review. The platform is focused on establishing a position in the broader local petrochemical, industrial engineering and renewable energy sectors and is also targeting the industrial water sector. Aquamarine Water Treatment was acquired in the period under review and Murray & Roberts Water is undertaking engineering work on a new water opportunity in Ghana for a blue chip mining company.

Prospects: The power programme continues to offer longer term opportunities for most of the businesses in this platform and accessing these opportunities remains a priority. Operations and maintenance opportunities exist in the petrochemical, minerals handling and processing sectors and maintenance opportunities in the power sector. The platform is also well positioned for opportunities in the renewable power sector. Delays in securing sufficient grid connections has, however, deferred a significant solar opportunity by about nine months.

INFRASTRUCTURE & BUILDING

R millions	Construction Africa		Marine[4]		Middle East		Total	
December	**2014**	2013[8]	**2014**	2013	**2014**	2013	**2014**	2013[8]
Revenue	**3 064**	3 063	**–**	98	**399**	434	**3 463**	3 595
Operating profit/(loss)	**55**	118	**–**	(5)	**11**	(12)	**66**	101
Margin (%)	**2%**	4%	**–**	(5%)	**3%**	(3%)	**2%**	3%
Segment assets	**2 690**	3 282	**–**	611	**2 263**	1 846	**4 953**	5 739
Segment liabilities	**2 215**	2 521	**–**	309	**2 076**	2 186	**4 291**	5 016
LTIFR (Fatalities)	**1.06(1)**	0.49(0)	**0(0)**	0(0)	**0(0)**	0(0)	**0.66(1)**	0.29(0)
Order Book	**4 333**	6 550	**–**	220	**2 069**	1 855	**6 402**	8 625

[4] *With effect 1 July 2014, Marine is reported under the Oil & Gas platform under Global Marine. In prior periods Marine's revenue, EBIT, segmental assets and liabilites were included in the Infrastructure & Building platform.*
[8] *Restated for discontinued operations.*

Financial Performance: The platform remained profitable in a challenging local infrastructure and building market.

Revenues decreased marginally to R3,5 billion (December 2013: R3,6 billion), while operating profit decreased to R66 million (December 2013: R101 million) due to a reduced fair value adjustment on the Bombela Concession. Core construction operations delivered a marginal improvement in profitability. The order book decreased to R6,4 billion (December 2013: R8,6 billion). The platform has near orders of R3,6 billion (of which R2 billion was awarded subsequent to the period under review) and a pipeline of R29,1 billion, including selected opportunities in the Middle East.

Operational Performance: Murray & Roberts Infrastructure has delivered a stable performance and is active in the South African roads and civils market. It has been appointed the civils subcontractor on three wind farms, which have recently achieved financial close.

Concor Opencast Mining has delivered an acceptable operational performance, but is faced with a constrained market environment with a scarcity of new prospects.

The Buildings business operates in a low margin environment. The Matlosana Mall and Dainfern Shopping Centre projects have been successfully completed and work is continuing on a further six shopping centres in South Africa and Namibia.

Prospects: The South African construction market remains depressed and spending on new infrastructure halved in 2014 compared to 2013, largely due to reduced Government spending.

Included in the near orders is a residential development east of Pretoria, with a potential project value in excess of R1 billion. Several building opportunities in Africa are being developed with a South African blue chip financial services firm and renewable energy opportunities are being pursued in Ghana.

DISPOSAL OF NON-CORE ASSETS

R millions	Tolcon[9]		Steel Reinforcing Products		Clough Marine Services & Properties		Properties SA		Construction Products[10]		Total	
December	**2014**	2013	**2014**	2013	**2014**	2013	**2014**	2013	**2014**	2013	**2014**	2013
Revenue	**76**	180	**2**	63	**2**	8	**–**	1	**(6)**	1 365	**74**	1 617
Operating profit/(loss)	**22**	31	**7**	2	**(2)**	(29)	**–**	1	**(6)**	668	**21**	673
Order book	**–**	–	**–**	–	**–**	–	**–**	–	**–**	155	**–**	155

[9] *Tolcon was classified as discontinued in the second half of the 2014 financial year, and as a result the prior year comparatives have been restated.*
[10] *Includes Hall Longmore and UCW.*

HEALTH AND SAFETY

The Board regrets the death of two employees (December 2013: 2) who sustained fatal injuries while on duty.

For the period under review, the lost time injury frequency rate improved to 0.77 (December 2013: 0.82). This demonstrates the Group's commitment to a safe working environment for all its employees.

UPDATE ON THE GROUP'S MAJOR CLAIMS PROCESSES

IN FAVOUR OF THE GROUP:

Gorgon Pioneer Materials Offloading Facility ("GPMOF") – The claim process has been closed out and the final payment was received in October 2014.

Gautrain Sandton Cavern Claim – This arbitration claim, on its merits, was ruled in favour of the Bombela Civil Joint Venture (Murray & Roberts shareholding 45%) in October 2013. The quantum hearing is scheduled for May 2015.

AGAINST THE GROUP:

Gautrain Water Ingress Dispute – In November 2013, in the dispute between Gauteng Province and the Bombela Concession Company, the arbitration panel ruled in favour of Gauteng Province. The Company recorded a R300 million provision in FY14 for its share of potential construction costs to be incurred by the Bombela Civil Joint Venture. The extent of any other potential financial impact, if any, related to the matter is yet to be determined.

IN ARBITRATION:

Gautrain Delay & Disruption Claim – The legal process in this multi-billion rand claim is progressing well and the arbitration will commence in March 2015. The claim is not expected to be settled sooner than the 2016 calendar year. Any award will attract interest dating from 2009 to the date of award.

Dubai International Airport – The arbitration process for the Dubai International Airport claim is ongoing and the claim is expected to be resolved during the 2015 calendar year.

DIVIDEND

A gross annual dividend, relating to the 30 June 2014 financial year, of 50 cents per share was declared on 27 August 2014 and paid during the period. A gross annual dividend for the 2015 financial year will be considered in August 2015.

CHANGES TO THE BOARD

Mr. Ralph Havenstein was appointed as an independent non-executive director and member of the Health, Safety & Environment Committee and Social & Ethics Committee, with effect from 1 August 2014. Mr. Bill Nairn retired from the Board with effect from 1 January 2015. The Board is thankful for Mr. Nairn's contribution to the Company over the last five years and wishes him well in his future endeavours. Further appointments to the Board are planned.

PROSPECTS STATEMENT

Market conditions in the sectors within which Murray & Roberts operates, in the short to medium term, present growth challenges. The recent unexpected and significant drop in the oil price created market uncertainty, which in the short to medium term will impact investment decisions of oil and gas companies and hence business opportunities for the Oil & Gas platform.

Implementation of the Group's strategic plan progresses. It is uncertain if the anticipated short term reduction in the Oil & Gas platform's earnings (resulting from the low oil price) will be offset by earnings growth in other platforms.

Opportunities to increase the Group's exposure to the more sustainable engineering and asset support/maintenance segments of the project value chain will continue to be pursued.

The information on which this prospects statement is based has not been reviewed and reported on by the Group's external auditors.

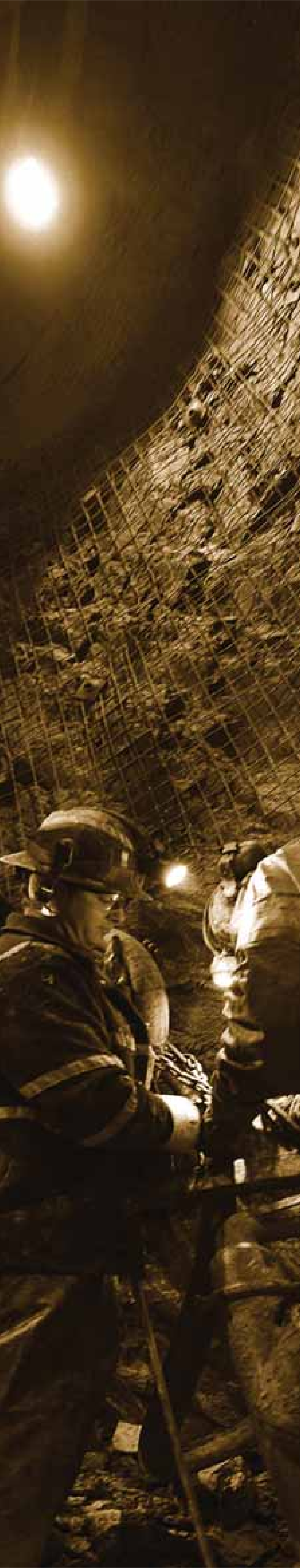
Mahlape Sello
Chairman of the Board

Henry Laas
Group Chief Executive

Cobus Bester
Group Financial Director

Bedfordview
25 February 2015

** The operating performance information disclosed has been extracted from the Group's operational reporting systems. The LTIFR information has not been subject to a review by the Group's auditors. The Corporate & Properties segment is excluded from the operational analysis. Unless otherwise noted, all comparisons are to the Group's performance as at and for the six month period ended 31 December 2014.*



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL PERFORMANCE
for the six months ended 31 December 2014

R millions	Reviewed 6 months to 31 December 2014	Reviewed[8] 6 months to 31 December 2013	Audited Annual 30 June 2014
Continuing operations			
Revenue	**15 948**	18 802	36 039
Profit before interest, depreciation and amortisation	**768**	980	2 241
Depreciation	**(291)**	(330)	(685)
Amortisation of intangible assets	**(20)**	(12)	(23)
Profit before interest and taxation (note 2)	**457**	638	1 533
Net interest expense	**(44)**	–	(58)
Profit before taxation	**413**	638	1 475
Taxation	**(78)**	(261)	(499)
Profit after taxation	**335**	377	976
Income from equity accounted investments	**2**	–	1
Profit from continuing operations	**337**	377	977
Profit from discontinued operations (note 3)	**32**	486	423
Profit for the period	**369**	863	1 400
Attributable to:			
– Owners of Murray & Roberts Holdings Limited	**359**	724	1 261
– Non-controlling interests	**10**	139	139
	369	863	1 400
Profit per share from continuing and discontinued operations (cents)			
– Diluted	**87**	175	305
– Basic	**89**	178	310
Profit per share from continuing operations (cents)			
– Diluted	**80**	58	203
– Basic	**82**	59	206
Net asset value per share (Rands)	**14**	12	13
Dividends per share (cents)	**–**	–	50
Supplementary statement of financial performance information			
Number of ordinary shares in issue ('000)	**444 736**	444 736	444 736
Reconciliation of weighted average number of shares in issue ('000)			
Weighted average number of ordinary shares in issue	**444 736**	444 736	444 736
Less: Weighted average number of shares held by The Murray & Roberts Trust	**(30)**	(1 959)	(331)
Less: Weighted average number of shares held by the Letsema BBBEE trusts	**(31 735)**	(31 817)	(31 770)
Less: Weighted average number of shares held by the subsidiary companies	**(9 449)**	(4 758)	(6 167)
Weighted average number of shares used for basic per share calculation	**403 522**	406 202	406 468
Add: Dilutive adjustment for share options	**10 191**	7 543	7 592
Weighted average number of shares used for diluted per share calculation	**413 713**	413 745	414 060
Headline profit per share from continuing and discontinued operations (cents) (note 4)			
– Diluted	**85**	86	217
– Basic	**88**	88	221
Headline profit per share from continuing operations (cents) (note 4)			
– Diluted	**79**	57	205
– Basic	**81**	58	208

[8] *Restated for discontinued operations.*

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
for the six months ended 31 December 2014

R millions	Reviewed 6 months to 31 December 2014	Reviewed 6 months to 31 December 2013	Audited Annual 30 June 2014
Profit for the period	**369**	863	1 400
Items that may not be reclassified subsequently to profit or loss:			
Effects of remeasurements on retirement benefit obligations	**–**	–	(4)
Other movements	**–**	–	3
Items that may be reclassified subsequently to profit or loss:			
Effects of cash flow hedges	**3**	(3)	(1)
Taxation related to effects of cash flow hedges	**(1)**	1	–
Foreign currency translation movements	**24**	212	165
Total comprehensive income for the period	**395**	1 073	1 563
Attributable to:			
– Owners of Murray & Roberts Holdings Limited	**385**	867	1 357
– Non-controlling interests	**10**	206	206
	395	1 073	1 563

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
at 31 December 2014

R millions	Reviewed 6 months to 31 December 2014	Reviewed[11] 6 months to 31 December 2013	Audited Annual 30 June 2014
ASSETS			
Non-current assets	**7 431**	7 495	7 323
Property, plant and equipment	**3 130**	3 177	3 248
Goodwill (note 9)	**632**	490	486
Deferred taxation assets	**420**	663	427
Investments in associate companies	**26**	25	24
Amounts due from contract customers (note 5)	**2 194**	2 072	2 088
Other non-current assets	**1 029**	1 068	1 050
Current assets	**10 245**	13 683	12 082
Inventories	**274**	218	326
Trade and other receivables	**2 001**	2 216	1 766
Amounts due from contract customers (note 5)	**5 191**	5 362	5 684
Current taxation assets	**–**	–	5
Cash and cash equivalents	**2 779**	5 887	4 301
Assets classified as held-for-sale	**148**	698	406
TOTAL ASSETS	**17 824**	21 876	19 811
EQUITY AND LIABILITIES			
Total equity	**6 036**	5 423	5 932
Attributable to owners of Murray & Roberts Holdings Limited	**6 014**	5 393	5 905
Non-controlling interests	**22**	30	27
Non-current liabilities	**1 645**	1 829	1 908
Long term liabilities[12]	**352**	354	455
Long term provisions	**296**	280	324
Deferred taxation liabilities	**47**	220	142
Other non-current liabilities	**950**	975	987
Current liabilities	**10 134**	14 559	11 872
Amounts due to contract customers (note 5)	**1 929**	3 254	2 326
Accounts and other payables	**6 640**	7 459	7 392
Current taxation liabilities	**22**	282	90
Bank overdrafts[12]	**17**	1 624	24
Short term loans[12]	**1 526**	1 940	2 040
Liabilities directly associated with assets classified as held-for-sale	**9**	65	99
TOTAL EQUITY AND LIABILITIES	**17 824**	21 876	19 811

[11] *Restated due to amended offsetting requirements of IAS 32: Financial Instruments: Presentation. Financial assets and liabilities may only be presented on a net basis when the Group intends to settle on a net basis. In the prior year such intention could not be demonstrated and as a result cash and cash equivalents and bank overdrafts have been restated.*

[12] *Interest bearing borrowings.*

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
for the six months ended 31 December 2014

R millions	Reviewed 6 months to 31 December 2014	Reviewed[11] 6 months to 31 December 2013	Audited Annual 30 June 2014
Cash (utilised)/generated by operations	**(199)**	1 661	1 776
Interest received	**40**	118	169
Interest paid	**(83)**	(102)	(220)
Taxation paid	**(214)**	(593)	(794)
Operating cash flow	**(456)**	1 084	931
Dividends paid to owners of Murray & Roberts Holdings Limited	**(208)**	(3)	(12)
Dividends paid to non-controlling interests	**(15)**	(1)	(3)
Cash flow from operating activities	**(679)**	1 080	916
Acquisition of businesses (note 8)	**(162)**	–	–
Dividends received from associate companies	**–**	–	11
Purchase of intangible assets other than goodwill	**(96)**	(22)	(82)
Purchase of property, plant and equipment by discontinued operations	**–**	(23)	(24)
Purchase of property, plant and equipment	**(209)**	(488)	(961)
– Replacements	**(51)**	(141)	(290)
– Additions	**(158)**	(347)	(671)
Proceeds on disposal of property, plant and equipment	**25**	86	152
Proceeds on disposal of businesses (note 8)	**116**	1 150	1 345
Proceeds on disposal of assets held-for-sale	**46**	17	58
Cash related to disposal of businesses	**(31)**	(30)	(16)
Cash related to acquisition of businesses	**18**	–	–
Cash related to assets held-for-sale	**(1)**	21	28
Proceeds from realisation of investment	**63**	126	146
Other (net)	**–**	2	(3)
Cash flow from investing activities	**(231)**	839	654
Net (decrease)/increase in borrowings	**(631)**	1 138	1 284
Treasury shares purchased (net)	**(89)**	(27)	(21)
Proceeds on share issue to non-controlling interests	**–**	6	6
Acquisition of Clough non-controlling interests	**–**	(4 395)	(4 395)
Cash flow from financing activities	**(720)**	(3 278)	(3 126)
Net decrease in cash and cash equivalents	**(1 630)**	(1 359)	(1 556)
Net cash and cash equivalents at beginning of period	**4 277**	5 386	5 386
Effect of foreign exchange rates	**115**	236	447
Net cash and cash equivalents at end of period	**2 762**	4 263	4 277
Net cash and cash equivalents comprises of:			
Cash and cash equivalents	**2 779**	5 887	4 301
Bank overdrafts	**(17)**	(1 624)	(24)
Net cash and cash equivalents at end of period	**2 762**	4 263	4 277

CONDENSED CONSOLIDATED SEGMENTAL ANALYSIS
for the six months ended 31 December 2014

R millions	Reviewed 6 months to 31 December 2014	Reviewed[8] 6 months to 31 December 2013	Audited Annual 30 June 2014
Revenue[15]			
Infrastructure & Building[4,8]	**3 463**	3 595	7 176
Energy & Industrial	**2 151**	2 289	4 755
Underground Mining	**3 501**	3 352	6 628
Oil & Gas[4]	**6 833**	9 566	17 480
Continuing operations	**15 948**	18 802	36 039
Discontinued operations	**74**	1 617	2 025
Revenue	**16 022**	20 419	38 064
Continuing operations			
Profit before interest and taxation[16]			
Infrastructure & Building[4,8]	**66**	101	196
Energy & Industrial	**(21)**	47	144
Underground Mining	**84**	93	258
Oil & Gas[4]	**446**	468	1 026
Corporate & Properties	**(118)**	(71)	(91)
Profit before interest and taxation	**457**	638	1 533
Net interest expense	**(44)**	–	(58)
Profit before taxation	**413**	638	1 475
Discontinued operations			
Profit before interest and taxation[16]	**21**	673	580
Net interest income	**1**	16	7
Profit before taxation	**22**	689	587

[4] *With effect 1 July 2014, Marine is reported under the Oil & Gas platform under Global Marine. In prior periods Marine's revenue, EBIT, segmental assets and liabilities were included in the Infrastructure & Building platform.*

[15] *Revenue is disclosed net of inter-segmental revenue. Inter-segmental revenue for the Group is R60 million (2013: R33 million and June 2014: R69 million).*

[16] *The chief operating decision maker utilises profit/(loss) before interest and taxation in the assessment of a segment's performance.*

SEGMENTAL ASSETS
at 31 December 2014

R millions	Reviewed 6 months to 31 December 2014	Reviewed[11] 6 months to 31 December 2013	Audited Annual 30 June 2014
Infrastructure & Building[4]	**4 953**	5 739	5 605
Energy & Industrial	**1 823**	1 540	1 701
Construction Products Africa	**48**	869	249
Underground Mining	**3 134**	2 997	3 111
Oil & Gas[4]	**3 932**	3 339	3 710
Corporate & Properties	**735**	842	702
	14 625	15 326	15 078
Reconciliation of segmental assets			
Total assets	**17 824**	21 876	19 811
Deferred taxation assets	**(420)**	(663)	(427)
Current taxation assets	**–**	–	(5)
Cash and cash equivalents	**(2 779)**	(5 887)	(4 301)
	14 625	15 326	15 078

SEGMENTAL LIABILITIES
at 31 December 2014

R millions	Reviewed 6 months to 31 December 2014	Reviewed[11] 6 months to 31 December 2013	Audited Annual 30 June 2014
Infrastructure & Building[4]	**4 291**	5 016	4 728
Energy & Industrial	**1 158**	1 361	1 438
Construction Products Africa	**24**	247	82
Underground Mining	**1 534**	1 819	1 751
Oil & Gas[4]	**3 105**	4 009	3 649
Corporate & Properties	**1 590**	1 875	1 975
	11 702	14 327	13 623
Reconciliation of segmental liabilities			
Total liabilities	**11 788**	16 453	13 879
Deferred taxation liabilities	**(47)**	(220)	(142)
Current taxation liabilities	**(22)**	(282)	(90)
Bank overdrafts	**(17)**	(1 624)	(24)
	11 702	14 327	13 623

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
for the six months ended 31 December 2014

R millions	Stated capital	Other reserves	Retained earnings	Attributable to owners of Murray & Roberts Holdings Limited	Non-controlling interests	Total
Balance at 30 June 2013 (Audited)	2 714	764	3 563	**7 041**	1 657	**8 698**
Total comprehensive income for the period	–	143	724	**867**	206	**1 073**
Treasury shares acquired (net)	(27)	–	–	**(27)**	–	**(27)**
Recognition of share-based payment	–	29	–	**29**	–	**29**
Issue of shares to non-controlling interests	–	–	–	**–**	6	**6**
Disposal of businesses	–	(1)	–	**(1)**	(24)	**(25)**
Transfer to non-controlling interests	–	(3)	–	**(3)**	3	**–**
Acquisition of existing non-controlling interests	–	–	(2 510)	**(2 510)**	(1 424)	**(3 934)**
Dividend paid as part of non-controlling interests acquisition	–	–	–	**–**	(394)	**(394)**
Dividends declared and paid[13]	–	–	(3)	**(3)**	–	**(3)**
Balance at 31 December 2013 (Reviewed)	2 687	932	1 774	**5 393**	30	**5 423**
Total comprehensive income for the period	–	(47)	537	**490**	–	**490**
Treasury shares disposed (net)	6	–	–	**6**	–	**6**
Transfer to retained earnings	–	(56)	56	**–**	–	**–**
Reallocation of reserves and share-based payment[14]	–	508	(555)	**(47)**	–	**(47)**
Recognition of share-based payment	–	72	–	**72**	–	**72**
Dividends declared and paid[13]	–	–	(9)	**(9)**	(3)	**(12)**
Balance at 30 June 2014 (Audited)	2 693	1 409	1 803	**5 905**	27	**5 932**
Total comprehensive income for the period	–	26	359	**385**	10	**395**
Treasury shares acquired (net)	(89)	–	–	**(89)**	–	**(89)**
Recognition of share-based payment	–	21	–	**21**	–	**21**
Dividends declared and paid[13]	–	–	(1)	**(1)**	(15)	**(16)**
Dividends declared to shareholders	–	–	(207)	**(207)**	–	**(207)**
Balance at 31 December 2014 (Reviewed)	2 604	1 456	1 954	**6 014**	22	**6 036**

[13] *Dividends relate to distributions made by entities that hold treasury shares.*

[14] *Relates to the acquisition of the non-controlling interests in Clough, effective on 11 December 2013.*

Murray & Roberts Holdings Limited
(Incorporated in the Republic of South Africa)
Registration number: 1948/029826/06
JSE Share Code: MUR
ADR Code: MURZY
ISIN: ZAE000073441
("Murray & Roberts" or "Group" or "Company")

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2008

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Sponsor:
Deutsche Securities (SA) Proprietary Limited

Directors:
M Sello* (Chairman)
HJ Laas (Managing and Chief Executive)
DD Barber*
AJ Bester
R Havenstein*
NB Langa-Royds*
JM McMahon[1]*
RT Vice*

Secretary: L Kok

[1]British *Independent non-executive

NOTES

1. Basis of preparation

The Group operates in the construction, engineering and mining environment and as a result the revenue is not seasonal in nature but is influenced by the nature of the contracts that are currently in progress. Refer to commentary for a more detailed report on the performance of the different operating platforms within the Group.

The condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standard, (IAS) 34 Interim Financial Reporting, the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by Financial Reporting Standards Council and the requirements of the Companies Act, No. 71 of 2008. The accounting policies applied in the preparation of these interim financial statements are in terms of International Financial Reporting Standards and are consistent, with the exception of the adoption of amendments to IFRS 2: Share-based Payment, IFRS 3: Business Combinations, IFRS 8: Operating Segments, IFRS 13: Fair Value Measurement, IAS 16: Property, Plant and Equipment, IAS 19: Employee Benefits, IAS 24: Related Party Disclosures, IAS 32: Financial Instruments: Presentation, IAS 36: Impairment of Assets, IAS 38: Intangible Assets and IAS 40: Investment Property, with those applied in the previous consolidated annual financial statements. These statements were compiled under the supervision of Mr AJ Bester CA(SA), the Group Financial Director.

The review has been conducted in accordance with International Standards on Review Engagements 2410, Review of Interim Financial Information Performed by the Independent Auditor, Deloitte & Touche and their unmodified review report is available for inspection at the Company's registered office. Any reference to future financial performance included in this announcement has not been reviewed or reported on by the Group's external auditors.

The information presented in the notes below represent audited results for 30 June 2014 and reviewed results for 31 December 2014 and 31 December 2013.

2. Profit before interest and taxation

R millions	31 December 2014	31 December 2013[8]	30 June 2014
Items by nature			
Cost of sales	**(14 430)**	(17 108)	(32 383)
Distribution and marketing expenses	**(2)**	(3)	(16)
Administration expenses	**(1 316)**	(1 350)	(2 678)
Other operating income	**257**	297	571
	(15 491)	(18 164)	(34 506)

[8] *Restated for discontinued operations.*

3. Profit from discontinued operations

The Group disposed of the majority of it's Tolcon business, effective on 1 September 2014, for a gross consideration of R186 million (cash receivable of R136 million net of working capital, other adjustments and transaction costs). Of the total consideration, R116 million was received on the effective date, R5 million was received in November 2014 and the remaining R15 million is receivable 24 months after the closing date. Earlier payment of the deferred consideration is dependant on certain contractual conditions.

The sale excludes the investments in the Bombela Concession and Bombela Operating Companies and also Entilini Concessions and its operating companies – the Group's Concessions businesses are not part of Tolcon.

The Group is close to reaching an agreement for the disposal of the remaining Tolcon businesses (comprising of Cape Point Partnership and Entilini operations).

3.1 Profit from discontinued operations

R millions	31 December 2014	31 December 2013[8]	30 June 2014
Revenue	**74**	1 617	2 025
Profit before interest, depreciation and amortisation	**21**	679	588
Depreciation and amortisation	**–**	(6)	(8)
Profit before interest and taxation (note 3.2)	**21**	673	580
Net interest income	**1**	16	7
Profit before taxation	**22**	689	587
Taxation credit/(expense)	**9**	(203)	(165)
Profit after taxation	**31**	486	422
Income from equity accounted investments	**1**	–	1
Profit from discontinued operations	**32**	486	423
Attributable to:			
– Owners of Murray & Roberts Holdings Limited	**28**	485	422
– Non-controlling interests relating to discontinued operations	**4**	1	1
	32	486	423

3.2 Profit before interest and taxation

R millions	31 December 2014	31 December 2013	30 June 2014
Profit before interest and taxation includes the following significant items:			
Profit on disposal of businesses	**11**	553	539
Other impairments	**–**	(20)	(34)
	11	533	505

3.3 Cash flows from discontinued operations include the following:

R millions	31 December 2014	31 December 2013[8]	30 June 2014
Cash flow from operating activities	**98**	17	(201)
Cash flow from investing activities	**129**	1 130	1 348
Cash flow from financing activities	**30**	–	21
Net increase in cash and cash equivalents	**257**	1 147	1 168

4. Reconciliation of headline earnings

R millions	31 December 2014	31 December 2013[8]	30 June 2014
Profit attributable to owners of Murray & Roberts Holdings Limited	**359**	724	1 261
Profit on disposal of businesses (net)	**(11)**	(553)	(539)
Profit on disposal of property, plant and equipment (net)	**(6)**	(9)	(10)
Loss on sale of intangible assets	**–**	–	3
Impairment of assets (net)	**–**	8	20
Fair value adjustments and (profit)/loss on disposal of assets held-for-sale (net)	**(1)**	34	73
Realisation of foreign currency translation reserve	**–**	–	(41)
Other	**–**	–	1
Non-controlling interests effects on adjustments	**7**	(4)	(3)
Taxation effects on adjustments	**5**	156	135
Headline profit	**353**	356	900
Adjustments for discontinued operations:			
Profit from discontinued operations	**(32)**	(486)	(423)
Non-controlling interests	**4**	–	1
Profit on disposal of businesses (net)	**11**	553	539
Fair value adjustments and profit/(loss) on disposal of assets held-for-sale (net)	**1**	(34)	(73)
Realisation of foreign currency translation reserve	**–**	–	41
Non-controlling interests effects on adjustments	**(7)**	1	1
Taxation effects on adjustments	**(3)**	(156)	(139)
Headline profit from continuing operations	**327**	234	847

5. Contracts-in-progress and contract receivables

R millions	31 December 2014	31 December 2013	30 June 2014
Contracts-in-progress (cost incurred plus recognised profits, less recognised losses)	**2 165**	2 854	2 691
Uncertified claims and variations (recognised in terms of IAS 11: Construction Contracts)	**2 040**	1 782	1 550
Amounts receivable on contracts (net of impairment provisions)	**2 852**	2 482	3 286
Retentions receivable (net of impairment provisions)	**328**	316	245
	7 385	7 434	7 772
Amounts received in excess of work completed	**(1 929)**	(3 254)	(2 326)
	5 456	4 180	5 446
Disclosed as:			
Amounts due from contract customers – non-current[17]	**2 194**	2 072	2 088
Amounts due from contract customers – current	**5 191**	5 362	5 684
Amounts due to contract customers – current	**(1 929)**	(3 254)	(2 326)
	5 456	4 180	5 446

[17] *The non-current amounts are considered by management to be recoverable.*

6. Financial instruments

The Group's financial instruments consist mainly of deposits with banks, local money market instruments, short term investments, derivatives, accounts receivable and payable and interest bearing borrowings.

R millions	31 December 2014	31 December 2013	30 June 2014
Categories of financial instruments			
Financial assets			
Financial assets designated as fair value through profit or loss (level 3)	**696**	616	669
Loans and receivables	**7 752**	10 898	9 607
Available-for-sale financial assets carried at fair value (level 1)	**1**	1	1
Derivative financial instruments (level 2)[18]	**–**	1	–
Financial liabilities			
Loans and payables	**9 204**	12 087	10 413
Derivative financial instruments (level 2)[18]	**–**	3	4

6.1 Financial assets designated as fair value through profit or loss

R millions	31 December 2014	31 December 2013	30 June 2014
Investment in infrastructure service concession (level 3)[19]			
At the beginning of the year	**669**	581	581
Realisation of investment	**(63)**	(115)	(146)
Fair value adjustment recognised in the statement of financial performance	**90**	150	234
	696	616	669

[18] *The derivative financial instruments' value has been determined by using forward looking market rates, obtained from the relevant financial institutions, until the realisation date of the relevant instruments.*

[19] *The fair value of the Bombela Concession Company Proprietary Limited is calculated using discounted cash flow models and a market discount rate of 19,5%. The discount rate remains unchanged from the prior year. The discounted cash flow models are based on forecast patronage, operating costs, inflation and other economical fundamentals, taking into consideration the operating conditions.*

7. Contingent liabilities

Contingent liabilities relate to disputes, claims and legal proceedings in the ordinary course of business. The Group does not account for any potential contingent liabilities where a back-to-back arrangement exists with clients or subcontractors, and there is a legal right to offset.

R millions	31 December 2014	31 December 2013	30 June 2014
Operating lease commitments	**1 571**	1 880	1 799
Contingent liabilities	**1 610**	1 833	1 508
Financial institution guarantees	**8 196**	10 549	9 805

In November 2013 an arbitration award was made in favour of the Gauteng Province, in the water ingress dispute between the Gauteng Province and the Bombela Civil Joint Venture (of which Murray & Roberts has a 45% shareholding).

The Tribunal ruled that in certain parts of the tunnel the non-compliance with specification could be settled through financial compensation and in other parts of the tunnel additional works by the Bombela Civil Joint Venture would be required to meet the specification. A panel of technical experts and design consultants were appointed to perform a technical evaluation of the potential remedial work that may be required. Based on their reports and on an assessment of designs for potential remedial work, the Group recorded a R300 million provision during the second half of the 2014 financial year, for its share of potential costs to be incurred. The amount of any other potential financial compensation, if any, related to the matter cannot be determined.

8. Business disposals/acquisitions

The Group disposed of the majority of it's Tolcon business effective on 1 September 2014 for a gross consideration of R186 million (R136 million net of working capital, other adjustments and transaction costs). Refer to note 3 for additional information.

Murray & Roberts completed the acquisition of 100% of the shares of CH-IV International ("CH-IV") on 6 August 2014, a boutique engineering company based in the United States of America for a consideration of R57 million. The fair value of the net assets acquired at the date of acquisition was R35 million. The goodwill of R22 million is attributable mainly to the expertise of the CH-IV workforce and accessibility to the contracts in the United States of America engineering market. None of the goodwill is expected to be deductible for tax purposes.

Murray & Roberts completed the acquisition of 100% of the shares of Booth Welsh ("Booth Welsh") on 5 September 2014, a privately owned engineering services company based in Ayrshire, Scotland for a consideration of R79 million. The fair value of the net liabilities acquired at the date of acquisition was R17 million. The goodwill of R96 million is attributable mainly to the expertise of the Booth Welsh workforce and accessibility to the contracts in the European engineering market. None of the goodwill is expected to be deductible for tax purposes.

Murray & Roberts completed the acquisition of the assets, liabilities and business of Aquamarine Water Treatment ("Aquamarine") on 1 October 2014, a company that designs, manufactures and installs water treatment solutions, and offers a complete customised solution, including support for and maintenance of its installations for a consideration of R28 million. Of the total consideration, R26 million was paid on the effective date, R1 million is payable during October 2015 and the remaining R1 million is payable during October 2016. The fair value of the net liabilities acquired at the date of acquisition was R1 million. The goodwill of R29 million is attributable mainly to the expertise of Aquamarine's key management personnel and the synergies expected to be achieved from integrating the company into the Group's water business. None of the goodwill is expected to be deductible for tax purposes.

R millions	CH-IV	Booth Welsh	Aquamarine
The carrying value and fair value of net assets acquired at the date of acquisition:			
Property, plant and equipment	–	4	–
Other intangible assets	4	11	–
Amounts due from contract customers	–	8	3
Contract receivables	11	63	–
Trade and other receivables	1	26	1
Cash and cash equivalents	14	4	–
Deferred taxation liabilities	12	2	–
Trade and other payables	(5)	(33)	(5)
Current taxation liability	–	(4)	–
Borrowings	–	(94)	–
Subcontractor liabilities	(2)	(4)	–
Fair value of net assets acquired	**35**	**(17)**	**(1)**
Goodwill	22	96	29
Consideration paid	**57**	**79**	**28**
Consideration paid in cash and cash equivalents	57	79	26
Deferred consideration	–	–	2
Less: Cash and cash equivalent balances acquired	(14)	(4)	–
	43	**75**	**28**

Impact of acquisitions on the results of the Group:

The profit for the period includes an amount of R5 million (CH-IV: R3 million, Booth Welsh: R1 million and Aquamarine: R1 million) that relates to the businesses acquired during the year. The revenue includes R148 million (CH-IV: R38 million, Booth Welsh: R95 million and Aquamarine: R15 million) in respect of the businesses acquired during the year.

The effect on revenue of the Group from continuing operations would have been R230 million (CH-IV: R44 million, Booth Welsh: R166 million and Aquamarine: R20 million) if the businesses had been acquired on 1 July 2014, and the profit for the period from continuing operations would have been R11 million (CH-IV: R4 million, Booth Welsh: R5 million and Aquamarine: R2 million).

9. Goodwill

R millions	31 December 2014	31 December 2013	30 June 2014
At the beginning of the year	**486**	488	488
Additions through business combinations	**147**	–	–
Transfers to assets classified as held-for-sale	**–**	–	(7)
Foreign exchange movements	**(1)**	2	5
	632	490	486

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired. As at 31 December 2014 there were no impairment indicators.

10. Dividend

A gross annual dividend, relating to the 30 June 2014 financial year, of 50 cents per share was declared on 27 August 2014 and paid during the period.

The Board has resolved not to declare an interim dividend.

11. Related party transactions

There have been no significant changes to the nature of related party transactions since 30 June 2014.

12. Events after reporting date

The directors are not aware of any matter or circumstance arising after the period ended 31 December 2014, not otherwise dealt with in the Group's interim results, which significantly affects the financial position at 31 December 2014 or the results of its operations or cash flows for the period then ended.

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