

Monadelphous Group Limited
Notice of Annual General Meeting and
Explanatory Memorandum to Shareholders

Date of Meeting

20 November 2012

Time of Meeting

10.00 am

Place of Meeting

The University Club, The University of Western Australia, Crawley, Perth, Western Australia, in the theatre auditorium.



Monadelphous Group Limited
ACN 008 988 547
("Company")

Notice of Annual General Meeting

The Monadelphous Group Limited 2012 Annual General Meeting (AGM) will be held on Tuesday, 20 November 2012, at The University Club, The University of Western Australia (UWA), Crawley, in the theatre auditorium, commencing at 10 am.

[Please refer to the attached map for directions to the The University Club.]

AGENDA

Ordinary Business

1. Chairman's Address

The Chairman will address the meeting.

2. Managing Director's Address

The Managing Director will address the meeting.

3. Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report for the year ended 30 June 2012, together with the Directors' Report and Auditor's Report for that period.

4. Resolutions

Resolution 1: Election of Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That Mr Peter Dempsey, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director.

Resolution 2: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That the Remuneration Report for the year ended 30 June 2012 be adopted.

Short explanation: The Remuneration Report is contained in the Directors' Report and sets out the policy for the remuneration of the directors and executives of the Company. Pursuant to the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition

To the extent required by section 250R of the Corporations Act, a vote on Resolution 2 must not be cast (in any capacity) by or on behalf of a member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member. However, a person (the "**voter**") may cast a vote as a proxy where the vote is not cast on behalf of such a member or a closely related party of such a member and the voter is either:

- (a) appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 2; or
- (b) the chairman of the meeting and the appointment of the chairman as proxy does not specify how the proxy is to vote on Resolution 2 and expressly authorises the chairman to exercise the proxy even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the key management personnel.

General Business

5. Other Business

Shareholders will be provided the opportunity to transact any other business which may be lawfully brought forward.

A proxy form has been enclosed and forms part of this Notice of Annual General Meeting.

By Order of the Board



Philip Trueman
Company Secretary

16 October 2012

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of Monadelphous Group Limited (ACN 008 988 547) to be held at The University Club, The University of Western Australia, Crawley, Western Australia on Tuesday, 20 November 2012 at 10:00am (AWST).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting.

If you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, **please note that the Chairman of the meeting intends to vote all undirected proxies held by him, and which are able to be voted, in favour of all Resolutions.**

2. Glossary

The following terms and abbreviations used in this Explanatory Memorandum (and the Notice of Annual General Meeting to which it relates), have the following meanings:

"ASX"	ASX Limited trading as Australian Securities Exchange
"ASX Listing Rules"	The Official Listing Rules of the ASX, as amended from time to time
"Company"	Monadelphous Group Limited
"Company's Constitution"	The Constitution of Monadelphous Group Limited approved at the Company's Annual General Meeting held on 22 November 2011
"Corporations Act"	Corporations Act 2001 (Cth) as amended from time to time
"Directors" or "Board"	The directors of the Company in office at the date of the Notice of Annual General Meeting
"Resolution"	A Resolution in the Notice of Annual General Meeting to which this Explanatory Memorandum relates
"Shares"	Fully paid ordinary shares in the Company
"Shareholder"	Person registered as the holder of Shares in the register of members of the Company

3. Financial Reporting

As required by section 317 of the Corporations Act, the Financial Report of the Company (including consolidated financial statements of the Company and its controlled entities), Directors' Report and Auditor's Report for the most recent financial year will be laid before the meeting. Shareholders will be provided with the opportunity to ask questions about the reports or about the Company and the consolidated entity generally but there will be no formal resolution put to the meeting. The Auditor will be available at the meeting to answer any questions in relation to the Auditor's Report or the conduct of the audit. Questions to the Auditor should ideally be submitted 48 hours prior to the Annual General Meeting using the Shareholder Questions form attached.

4. Shareholder Approvals Required

Resolution 1: Election of Director

Mr Peter Dempsey retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Mr Dempsey was appointed as a Non-Executive Director of the Company on 30 May 2003. He is a Civil Engineer and Fellow of the Institution of Engineers Australia. Mr Dempsey has 40 years experience in the construction and engineering services industry. Mr Dempsey was last re-elected as a Director of the Company at the 2009 Annual General Meeting.

The Board (other than Mr Dempsey, who abstained) unanimously recommends that Shareholders vote in favour of Mr Dempsey's re-election.

4. Shareholder Approvals Required (continued)

Resolution 2: Adoption of Remuneration Report

Section 300A of the Corporations Act requires the Directors to include a Remuneration Report in their report for a financial year. Section 250R(2) requires that the Remuneration Report be put to the vote at the Company's Annual General Meeting.

In accordance with the Corporations Act, the vote on the Resolution is advisory only and does not bind the Directors. However, under the "two strikes" rule, the Company will be required to put a resolution to shareholders to hold new elections for Directors if at two consecutive annual general meetings more than 25% of the votes cast on a resolution to adopt the Remuneration Report (such as Resolution 2) are cast against that resolution. Accordingly, if 25% or more of the votes cast at the meeting on Resolution 2 are against that Resolution, and if, at the next annual general meeting in 2013, 25% or more of the votes are again cast against the resolution to adopt the Remuneration Report, then the Company will be required to propose a resolution to hold another general meeting within the following 90 days (a "**Spill Meeting**"). If more than 50% of Shareholders vote in favour of this resolution, then at the Spill Meeting all Directors (other than a Managing Director) will cease to hold office immediately before the end of the Spill Meeting, but may, if eligible, stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved would be the Directors of the Company.

A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of a member of the key management personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member. However, such a person may cast a vote on Resolution 2 as a proxy where the vote is not cast on behalf of such a member or a closely related party of such a member and the person is either:

- (a) appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 2; or
- (b) the chairman of the meeting and the appointment of the chairman as proxy does not specify how the proxy is to vote on Resolution 2 and expressly authorises the chairman to exercise the proxy even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the key management personnel.

The term "key management personnel" has the meaning given in the accounting standards and broadly means those persons with the authority and responsibility for planning, directing and controlling the activities of the Company, and includes any director.

The term "closely related party" is defined in the Corporations Act to include, in respect of a member of key management personnel:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependant of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations that may be made for this purpose.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

5. Questions

Shareholders are invited to put any questions to the Company in writing before the meeting using the attached form at Appendix A. Submitting a question in advance of the meeting does not in any way limit your ability to ask questions in person at the Annual General Meeting.

The Board of Monadelphous Group Limited welcomes your questions in relation to the Company.

The Board will endeavour to address as many of the more frequently asked questions during the course of the Annual General Meeting presentations.

Submitting a question in advance of the meeting does not in any way limit your ability to ask questions at the Annual General Meeting.

YOUR QUESTION(S)
(Please complete all sections)

Shareholder name.....

Address.....

General Shareholder Question(s):

This image shows a full page of white paper with horizontal dotted lines. The lines are evenly spaced and run across the width of the page, providing a guide for handwriting practice. There are no margins, text, or other markings on the page.

Signature _____

Date _____

The University of Western Australia Campus Map

Monadelphous 2012 Annual General Meeting



Queen Elizabeth II Medical Centre

Medical & Dental Library

Child Care

Visitors Centre

For directions and further information about UWA the visitors centre is open from 8.30am to 5pm Monday to Friday.
Phone: 6488 2447/8000

<http://www.development.uwa.edu.au/VisitorCentre.htm>

Parking & Security Information

Unipark: Phone 6488 1229 and 6488 7184

Security: Phone 6488 3020 - all hours
6488 2222 - emergencies only
1800 655 222 - free call
all public phones to
from security

<http://www.ofm.uwa.edu.au/about/parking>

The Monadelphous Group Limited 2012 Annual General Meeting (AGM) will be held on Tuesday, 20 November 2012 at The University Club, The University of Western Australia (UWA), Crawley, WA, in the theatre auditorium, commencing at 10am (AWST).

Direct entry to the theatre auditorium is by the rear (Reid Library end) of The University Club. Wheelchair access is through the main entrance of The University Club (facing Matilda Bay) or the undercroft car park.

Transportation

To get to UWA by public transport, please check with Transperth for current information on telephone 13 62 13 or visit www.transperth.wa.gov.au

Bus routes to UWA: 23, 24, 78, 79, 97, 102, 103 and 107.

There is paid parking adjacent to The University Club at Car Park #3 and limited reserved parking in the undercroft of The University Club.



Crawley Campus

CAR PARKS AND FACILITIES

Please read the signs before you park your vehicle!

Permit Parking

Yellow (student) 1, 4, 8, 9, 12, 14, 21, 31, 35, 37
Red (staff) 1, 2, 3, 4, 6-15, 18-21, 24-27, 29-34, 36, 37, 40
Student Car pool'g 14 (car pooling permit required)
University Club 39 (members permit & Pay & Display ticket required)
Disabled 1, 2, 3, 5, 8, 9, 11, 14-16, 18, 19, 21-23, 30-1, 34, 37, 39, 40 (UWA disabled or ACROD permit required)

Reserved bays

reserved at all times - including car pooling
Service bays 1-3, 5, 6, 8, 9, 11, 12, 15, 16, 18-20, 22, 24, 25, 27, 28, 30, 34, 36, 37 (place business card or Parking Authority Permit on dashboard)

Pay Parking

Short Term: \$1.10 per hour: 1, 3, 4, 11, 16, 20, 37
Long Term: 75 cents per hour: 9, 17, 23, 25, 31, 33, 35

Motorcycle bays 1, 3, 4, 8, 10, 11, 14, 15, 16, 18, 25, 31, 34, 37, 40 (no permit required)

Limited Bus Parking

East of Music building - phone 6488 3020

Bus Routes to Campus

23, 24, 78, 97, 98, 99, 102, 103, 107.

Please check with Transperth for current information - 13 62 13 - <http://www.transperth.wa.gov.au>

Disabled Toilet	♿
Public Toilet	♿
Public Telephone	☎
Bicycle Rack	🚲
Bus Stop	🚌
Shuttle Bus Terminus	🚏

University Club
Hackett Drive
Entrance #1

Undercroft

Direct entry to
AGM venue

Car park #3

Matilda
Bay

PELICAN
POINT

