

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

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at 59 Albany Highway, Victoria Park, Western Australia on Tuesday, 23 November 2010 at 10:00am (AWST)

[Please refer to the attached map for directions to the Monadelphous Office at 59 Albany Highway, Victoria Park]

AGENDA

Ordinary Business

1. Managing Director's Address

The Managing Director will address the meeting.

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

To receive and consider the Financial Report for the year ended 30 June 2010, together with the Directors' Report and Auditor's Report for that period.

3. Resolution 1: Election of Director

To elect one Director: Mr John Rubino retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

4. Resolution 2: Election of Director

To elect one Director: Mr Christopher Percival Michelmore, retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

5. Resolution 3: Adoption of Remuneration Report

To consider and adopt the Remuneration Report for the year ended 30 June 2010. 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, the vote on this resolution is advisory only and does not bind the Directors or the Company.

General Business

6. 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

19 October 2010

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 59 Albany Highway, Victoria Park, Western Australia on Tuesday, 23 November 2010 at 10:00am (AWST).

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

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:

"Company"	Monadelphous Group Limited
"Company's Constitution"	The Constitution of Monadelphous Group Limited approved at the Company's Annual General Meeting held on 20 November 2003
"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 on 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.

4. Shareholder Approvals Required

Resolution 1: Election of Director

Mr Calogero Giovanni Battista Rubino retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Mr Rubino was appointed to the Board on 18 January 1991 as Managing Director. On 30 May 2003, Mr Rubino resigned as Managing Director and continued as Chairman of the Board. He has 44 years experience in the construction and engineering services industry. Mr Rubino was last re-elected as a Director of the Company at the 2007 Annual General Meeting.

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

Resolution 2: Election of Director

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

Mr Michelmores was appointed to the Board on 1 October 2007. He is a Civil Engineer and Fellow of the Institution of Engineers Australia. Mr Michelmores has 38 years experience in the construction industry. Mr Michelmores was last re-elected as a Director of the Company at the 2007 Annual General Meeting.

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

EXPLANATORY MEMORANDUM (continued)

4. Shareholder Approvals Required (continued)

Resolution 3: 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 requires that the 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.

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 reverse side of this page. 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.

Shareholder Questions

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

Registered shareholders will be provided with the opportunity to ask questions at the Annual General Meeting. However, as an alternative, shareholders are invited to submit their questions in advance of the meeting.

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

If you would like to submit a question, please complete this form and forward to: The Company Secretary, Monadelphous Group Limited, PO Box 600, Victoria Park, WA 6979 or email your question(s) to agmquestion@monadel.com.au.

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

All questions should be submitted to the Company by 19 November 2010.

YOUR QUESTION(S)
(Please complete all sections)

Shareholder name.....

Address.....

Question(s):

[illegible]