

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Monadelphous Group Ltd
ACN/ARSN ACN 008 988 547

1. Details of substantial holder (1)

Name Credit Suisse Holdings (Australia) Limited (on behalf of Credit Suisse Group AG and its affiliates)
ACN/ARSN (if applicable) 008 496 713
There was a change in the interests of the substantial holder on 29-Mar-2016
The previous notice was given to the company on 29-Mar-2016
The previous notice was dated 29-Mar-2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous Notice | | Present Notice | |
|-------------------------|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Common Stock | 6,158,077 | 6.59% | 5,135,773 | 5.49% |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|------------------|--|----------------------|---|---|-------------------------|
| See Annexure "A" | | | | | |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| See Annexure "B" | | | | | |

Annexure "A"

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|---------------------------|---|---|-------------------------|
| 24-Mar-2016 | Credit Suisse (Hong Kong) Limited | Disposed on market | 48,318.41 AUD | -6,597 Common Stock | -6,597 |
| 24-Mar-2016 | Credit Suisse (Hong Kong) Limited | Disposed on market | 4,523.40 AUD | -619 Common Stock | -619 |
| 24-Mar-2016 | Credit Suisse (Hong Kong) Limited | Disposed on market | 63,991.74 AUD | -8,754 Common Stock | -8,754 |
| 24-Mar-2016 | Credit Suisse (Hong Kong) Limited | Disposed on market | 40,015.04 AUD | -5,487 Common Stock | -5,487 |
| 24-Mar-2016 | Credit Suisse (Hong Kong) Limited | Disposed on market | 424,578.00 AUD | -58,346 Common Stock | -58,346 |
| 24-Mar-2016 | Credit Suisse (Hong Kong) Limited | Acquired on market | 29,416.43 AUD | 4,021 Common Stock | 4,021 |
| 24-Mar-2016 | Credit Suisse (Hong Kong) Limited | Acquired on market | 6,248.30 AUD | 868 Common Stock | 868 |
| 29-Mar-2016 | Credit Suisse (Hong Kong) Limited | Disposed on market | 32,743.88 AUD | -4,491 Common Stock | -4,491 |
| 29-Mar-2016 | Credit Suisse (Hong Kong) Limited | Acquired on market | 26,809.08 AUD | 3,735 Common Stock | 3,735 |
| 29-Mar-2016 | Credit Suisse (Hong Kong) Limited | Acquired on market | 39,578.23 AUD | 5,494 Common Stock | 5,494 |
| 29-Mar-2016 | Credit Suisse (Hong Kong) Limited | Acquired on market | 13,746.84 AUD | 1,910 Common Stock | 1,910 |
| 24-Mar-2016 | Credit Suisse Equities (Australia) Limited | Stock returned under ASLA | Refer to Annexure "D" of Notice | -250,000 Common Stock | -250,000 |
| 24-Mar-2016 | Credit Suisse Equities (Australia) Limited | Stock returned under ASLA | Refer to Annexure "D" of Notice | -50,000 Common Stock | -50,000 |
| 24-Mar-2016 | Credit Suisse Equities (Australia) Limited | Stock returned under ASLA | Refer to Annexure "D" of Notice | -75,000 Common Stock | -75,000 |
| 29-Mar-2016 | Credit Suisse Securities (Europe) Limited | Stock returned under OSLA | Refer to Annexure "D" of Notice | -434,538 Common Stock | -434,538 |
| 29-Mar-2016 | Credit Suisse Securities (Europe) Limited | Stock returned under OSLA | Refer to Annexure "D" of Notice | -50,000 Common Stock | -50,000 |
| 29-Mar-2016 | Credit Suisse Securities (Europe) Limited | Stock returned under OSLA | Refer to Annexure "D" of Notice | -40,000 Common Stock | -40,000 |
| 29-Mar-2016 | Credit Suisse Securities (Europe) Limited | Stock returned under OSLA | Refer to Annexure "D" of Notice | -16,500 Common Stock | -16,500 |
| 29-Mar-2016 | Credit Suisse Securities (USA) LLC | Stock returned under OSLA | Refer to Annexure "D" of Notice | -38,000 Common Stock | -38,000 |

This is Annexure "A" referred to in the Form 604 "Notice of change of interests of substantial holder"

Signature

Credit Suisse Holdings (Australia) Limited (ACN 008 496 713)

print name

Sarah Culham

capacity

Company Secretary

sign here



date

01-Apr-2016

Annexure "B"

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|--|---|--|--|--------------------------------|----------------|
| Credit Suisse (Hong Kong) Limited | HSBC Custody Nominees (Australia) Limited (ACN 003 094 568) | Credit Suisse (Hong Kong) Limited | Voting rights and right to dispose | 75,051 Common Stock | 75,051 |
| Credit Suisse Equities (Australia) Limited (ACN 068 232 708) | CS Fourth Nominees Pty Limited (ACN 069 126 432) | Credit Suisse Equities (Australia) Limited | Holder of securities subject to an obligation to return under a securities lending agreement | 2,026,631 Common Stock | 2,026,631 |
| Credit Suisse Securities (Europe) Limited (ARBN 099554131) | HSBC Custody Nominees (Australia) Limited (ACN 003 094 568) | Credit Suisse Securities (Europe) Limited | Holder of securities subject to an obligation to return under a securities lending agreement | 2,586,094 Common Stock | 2,586,094 |
| Credit Suisse Securities (USA) LLC | HSBC Custody Nominees (Australia) Limited (ACN 003 094 568) | Credit Suisse Securities (USA) LLC | Holder of securities subject to an obligation to return under a securities lending agreement | 469,625 Common Stock | 431,625 |
| Credit Suisse Funds AG | HSBC Custody Nominees (Australia) Limited (CAN 003 094 568) | Credit Suisse Funds AG | Voting rights and right to dispose | 16,372 Common Stock | 16,372 |

This is Annexure "B" referred to in the Form 604 "Notice of change of interests of substantial holder"

Signature

Credit Suisse Holdings (Australia) Limited (ACN 008 496 713)

print name

Sarah Culham

capacity

Company Secretary

sign here



date

01-Apr-2016

Annexure "C"

6. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|---|---|
| Credit Suisse Holdings (Australia) Limited (ACN 008 496 713) | Level 31, Gateway, 1 Macquarie Place, Sydney NSW 2000, Australia |
| Credit Suisse Equities (Australia) Limited (ACN 068 232 708) | Level 31, Gateway, 1 Macquarie Place, Sydney NSW 2000, Australia |
| Credit Suisse Fourth Nominees Pty Limited (ACN 069 126 432) | Level 31, Gateway, 1 Macquarie Place, Sydney NSW 2000, Australia |
| Credit Suisse (Hong Kong) Limited | Level 21, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong |
| Credit Suisse Securities (Europe) Limited (ARBN 099554131) | One Cabot Square, London, E14 4QJ |
| Credit Suisse Securities (USA) LLC | 11 Madison Avenue, New York, New York 10010, New York 10010 |
| Credit Suisse Funds AG | Giesshübelstrasse 30, Zurich, 8045 |

This is Annexure "C" referred to in the Form 604 "Notice of change of interests of substantial holder"

Signature

Credit Suisse Holdings (Australia) Limited (ACN 008 496 713)

print name Sarah Culham capacity Company Secretary

sign here



date 01-Apr-2016

Annexure "D"

This is Annexure "D" referred to in the Form 604 "Notice of change of interests of substantial holder"

Signature

Credit Suisse Holdings (Australia) Limited (ACN 008 496 713)

print name

Sarah Culham

capacity

Company Secretary

sign here



date

01-Apr-2016

Prescribed information

Schedule

| | |
|---|--|
| Type of agreement | Australian Securities Lending Agreement |
| Parties to agreement | Credit Suisse Equities (Australia) Limited and JP Morgan Securities Australia Limited |
| Transfer date | 24-Mar-2016 |
| Holder of voting rights | Borrower |
| Are there any restrictions on voting rights? | Yes |
| If yes, detail | Voting rights to be exercised in accordance with lender's instructions provided such instructions are received 7 days prior. |
| Scheduled return date (if any) | N/A |
| Does the borrower have the right to return early? | Yes |
| If yes, detail | With 2 business days prior to a notice by Midday. |
| Does the lender have the right to recall early? | Yes |
| If yes, detail | With 4 business days prior notice. |
| Will the securities be returned on settlement? | Yes |
| If yes, detail any exceptions | If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral. |

Prescribed information**Schedule**

| | |
|---|--|
| Type of agreement | Overseas Securities Lending Agreement |
| Parties to agreement | Credit Suisse Securities (Europe) Limited and BONY Mellon CIBC, New York |
| Transfer date | 29-Mar-2016 |
| Holder of voting rights | Borrower |
| Are there any restrictions on voting rights? | No |
| If yes, detail | N/A |
| Scheduled return date (if any) | N/A |
| Does the borrower have the right to return early? | Yes |
| If yes, detail | With 4 business days prior notice, unless Borrower and Lender agree to the contrary. |
| Does the lender have the right to recall early? | Yes |
| If yes, detail | With 4 business days prior notice. |
| Will the securities be returned on settlement? | Yes |
| If yes, detail any exceptions | If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral. |

Prescribed information

Schedule

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|---|--|
| Type of agreement | Overseas Securities Lending Agreement |
| Parties to agreement | Credit Suisse Securities (Europe) Limited and Ishares Asia Pacific Dividend UCITS ETF |
| Transfer date | 29-Mar-2016 |
| Holder of voting rights | Borrower |
| Are there any restrictions on voting rights? | Yes |
| If yes, detail | Voting rights to be exercised in accordance with lender's instructions provided such instructions are received 7 days prior. |
| Scheduled return date (if any) | N/A |
| Does the borrower have the right to return early? | Yes |
| If yes, detail | At Will |
| Does the lender have the right to recall early? | Yes |
| If yes, detail | With 4 business days prior notice. |
| Will the securities be returned on settlement? | Yes |
| If yes, detail any exceptions | If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral. |

Prescribed information

Schedule

| | |
|---|--|
| Type of agreement | Overseas Securities Lending Agreement |
| Parties to agreement | Credit Suisse Securities (Europe) Limited and Citibank NA – Kuwait Investment Authority |
| Transfer date | 29-Mar-2016 |
| Holder of voting rights | Borrower |
| Are there any restrictions on voting rights? | No |
| If yes, detail | N/A |
| Scheduled return date (if any) | N/A |
| Does the borrower have the right to return early? | Yes |
| If yes, detail | At Will |
| Does the lender have the right to recall early? | Yes |
| If yes, detail | With 4 business days prior notice. |
| Will the securities be returned on settlement? | Yes |
| If yes, detail any exceptions | If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral. |

Prescribed information

Schedule

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| Type of agreement | Overseas Securities Lending Agreement |
| Parties to agreement | Credit Suisse Securities (Europe) and Citigroup Global Markets Limited, UK |
| Transfer date | 29-Mar-2016 |
| Holder of voting rights | Borrower |
| Are there any restrictions on voting rights? | Yes |
| If yes, detail | Voting rights to be exercised in accordance with lender's instructions provided such instructions are received 7 days prior. |
| Scheduled return date (if any) | N/A |
| Does the borrower have the right to return early? | Yes |
| If yes, detail | At Will |
| Does the lender have the right to recall early? | Yes |
| If yes, detail | With 4 business days prior notice. |
| Will the securities be returned on settlement? | Yes |
| If yes, detail any exceptions | If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral. |

Prescribed information**Schedule**

| | |
|---|--|
| Type of agreement | Overseas Securities Loan Agreement |
| Parties to agreement | Credit Suisse Securities (USA) LLC Limited and Goldman Sachs Agency Lending |
| Transfer date | 29-Mar-2016 |
| Holder of voting rights | Borrower |
| Are there any restrictions on voting rights? | No |
| If yes, detail | N/A |
| Scheduled return date (if any) | N/A |
| Does the borrower have the right to return early? | Yes |
| If yes, detail | At Will |
| Does the lender have the right to recall early? | Yes |
| If yes, detail | With 4 business days prior notice. |
| Will the securities be returned on settlement? | Yes |
| If yes, detail any exceptions | If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral. |