

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

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

**1. Details of substantial holder (1)**

Name Vanguard Group (The Vanguard Group, Inc. and its controlled entities including those listed in Annexure A).

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 17 May 2019\*

\* Vanguard recently updated its approach to the calculation of its substantial holding to include the relevant interests of separate Vanguard mutual funds and collective investment schemes that are managed by an external investment advisor. This is the date on which Vanguard updated the calculation.

**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Person's votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------|------------------|
| <b>Ordinary</b>         | <b>4,955,614</b>     | <b>4,955,614</b>   | <b>5.255%</b>    |

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7)  | Class and number of securities |
|-----------------------------|--|--------------------------------|
| <b>Vanguard Group</b>       | Vanguard Group is the manager of various Mutual funds and accounts and in that capacity has the power to dispose of the shares. The other members of Vanguard Group have a relevant interest under section 608(3) of the Corporations Act. | <b>Ordinary – 4,955,614</b>    |

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities            | Person entitled to be registered as holder (8)   | Class and number of securities |
|-----------------------------|--|--|--------------------------------|
| <b>Vanguard Group</b>       | <b>Brown Brothers Harriman</b>             | Various funds and accounts of the Vanguard Group | <b>Ordinary – 30,764</b>       |
| <b>Vanguard Group</b>       | <b>Bank of New York Mellon</b>             | Various funds and accounts of the Vanguard Group | <b>Ordinary – 334,345</b>      |
| <b>Vanguard Group</b>       | <b>JP Morgan Chase Bank, N.A.</b>          | Various funds and accounts of the Vanguard Group | <b>Ordinary – 2,911,003</b>    |
| <b>Vanguard Group</b>       | <b>State Street Bank and Trust Company</b> | Various funds and accounts of the Vanguard Group | <b>Ordinary – 570,951</b>      |
| <b>Vanguard Group</b>       | <b>Various others</b>                      | Various funds and accounts of the Vanguard Group | <b>Ordinary – 1,108,551</b>    |

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) | Class and number of securities |
|-----------------------------|---------------------|-------------------|--------------------------------|
| <b>See Annexure A</b>       |                     |                   |                                |

**6. Associates**

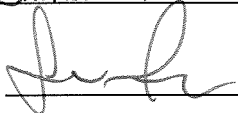
The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A                               | N/A                   |

**7. Addresses**

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

| Name                     | Address                                       |
|--------------------------|---|
| The Vanguard Group, Inc. | P.O. Box 2600, V26 Valley Forge, PA 19482 USA |

print name SHAWN ACKER capacity MANAGER  
sign here  date 24 May 2019

## Annexure A

|                                     |   |
|-------------------------------------|---|
| To Company<br>ACN/ARSN              | Monadelphous Group Limited<br>008 988 547 |
| Substantial Holder Name<br>ACN/ARSN | Vanguard Group<br>N/A                     |

| Date of change | Person whose relevant interest changed | Nature of Change(6) | Consideration given in relation to change(7) | Class    | Number of securities affected | Person's votes affected |
|----------------|--|---------------------|--|----------|-------------------------------|-------------------------|
| 29-Jan-2019    | The Vanguard Group, Inc.               | SELL                | 15.14  | Ordinary | (2,856)                       | (2,856)                 |
| 1-Feb-2019     | The Vanguard Group, Inc.               | SELL                | 15.26  | Ordinary | (3,570)                       | (3,570)                 |
| 1-Feb-2019     | The Vanguard Group, Inc.               | SELL                | 15.26  | Ordinary | (2,856)                       | (2,856)                 |
| 7-Feb-2019     | The Vanguard Group, Inc.               | SELL                | 16.02  | Ordinary | (1,344)                       | (1,344)                 |
| 7-Feb-2019     | The Vanguard Group, Inc.               | SELL                | 16.02  | Ordinary | (2,856)                       | (2,856)                 |
| 8-Feb-2019     | The Vanguard Group, Inc.               | SELL                | 16.13  | Ordinary | (2,142)                       | (2,142)                 |
| 11-Feb-2019    | The Vanguard Group, Inc.               | BUY                 | 16.14  | Ordinary | 4,423                         | 4,423                   |
| 13-Feb-2019    | The Vanguard Group, Inc.               | SELL                | 16.40  | Ordinary | (4,998)                       | (4,998)                 |
| 15-Feb-2019    | The Vanguard Group, Inc.               | SELL                | 16.54  | Ordinary | (2,856)                       | (2,856)                 |
| 22-Feb-2019    | The Vanguard Group, Inc.               | SELL                | 17.40  | Ordinary | (3,570)                       | (3,570)                 |
| 25-Feb-2019    | The Vanguard Group, Inc.               | SELL                | 17.59  | Ordinary | (1,428)                       | (1,428)                 |
| 25-Feb-2019    | The Vanguard Group, Inc.               | SELL                | 17.59  | Ordinary | (1,428)                       | (1,428)                 |
| 25-Feb-2019    | The Vanguard Group, Inc.               | SELL                | 17.59  | Ordinary | (2,142)                       | (2,142)                 |
| 1-Mar-2019     | The Vanguard Group, Inc.               | BUY                 | 17.75  | Ordinary | 3,026                         | 3,026                   |
| 15-Mar-2019    | The Vanguard Group, Inc.               | BUY                 | 17.46  | Ordinary | 928                           | 928                     |
| 15-Mar-2019    | The Vanguard Group, Inc.               | BUY                 | 17.48  | Ordinary | 1,492                         | 1,492                   |
| 15-Mar-2019    | The Vanguard Group, Inc.               | SELL                | 17.48  | Ordinary | (672)                         | (672)                   |
| 15-Mar-2019    | The Vanguard Group, Inc.               | SELL                | 17.48  | Ordinary | (820)                         | (820)                   |
| 26-Mar-2019    | The Vanguard Group, Inc.               | BUY                 | 17.27  | Ordinary | 19,491                        | 19,491                  |
| 27-Mar-2019    | The Vanguard Group, Inc.               | BUY                 | 17.41  | Ordinary | 26,338                        | 26,338                  |
| 27-Mar-2019    | The Vanguard Group, Inc.               | SELL                | 17.40  | Ordinary | (1,428)                       | (1,428)                 |
| 24-Apr-2019    | The Vanguard Group, Inc.               | BUY                 | 19.10  | Ordinary | 561                           | 561                     |
| 24-Apr-2019    | The Vanguard Group, Inc.               | BUY                 | 19.20  | Ordinary | 3,264                         | 3,264                   |
| 6-May-2019     | The Vanguard Group, Inc.               | SELL                | 18.31  | Ordinary | (1,008)                       | (1,008)                 |
| 7-May-2019     | The Vanguard Group, Inc.               | BUY                 | 18.28  | Ordinary | 1,321                         | 1,321                   |
| 8-May-2019     | The Vanguard Group, Inc.               | SELL                | 18.19  | Ordinary | (1,008)                       | (1,008)                 |
| 10-May-2019    | The Vanguard Group, Inc.               | BUY                 | 18.15  | Ordinary | 302                           | 302                     |
| 14-May-2019    | The Vanguard Group, Inc.               | SELL                | 18.00  | Ordinary | (1,008)                       | (1,008)                 |
| 15-May-2019    | The Vanguard Group, Inc.               | BUY                 | 18.45  | Ordinary | 8,089                         | 8,089                   |
| 15-May-2019    | The Vanguard Group, Inc.               | BUY                 | 18.45  | Ordinary | 8,652                         | 8,652                   |
| 16-May-2019    | The Vanguard Group, Inc.               | BUY                 | 18.89  | Ordinary | 10,516                        | 10,516                  |
| 18-Jan-2019    | Vanguard Investments Australia Ltd.    | BUY                 | 14.62  | Ordinary | 9,048                         | 9,048                   |
| 30-Jan-2019    | Vanguard Investments Australia Ltd.    | BUY                 | 15.15  | Ordinary | 436                           | 436                     |
| 30-Jan-2019    | Vanguard Investments Australia Ltd.    | BUY                 | 15.18  | Ordinary | 8,753                         | 8,753                   |
| 1-Feb-2019     | Vanguard Investments Australia Ltd.    | BUY                 | 15.26  | Ordinary | 7,739                         | 7,739                   |
| 4-Feb-2019     | Vanguard Investments Australia Ltd.    | BUY                 | 15.46  | Ordinary | 7,517                         | 7,517                   |
| 5-Feb-2019     | Vanguard Investments Australia Ltd.    | SELL                | 15.41  | Ordinary | (7,630)                       | (7,630)                 |
| 7-Feb-2019     | Vanguard Investments Australia Ltd.    | BUY                 | 16.09  | Ordinary | 1,676                         | 1,676                   |
| 12-Feb-2019    | Vanguard Investments Australia Ltd.    | BUY                 | 16.19  | Ordinary | 840                           | 840                     |
| 19-Feb-2019    | Vanguard Investments Australia Ltd.    | BUY                 | 17.38  | Ordinary | 1,199                         | 1,199                   |
| 25-Feb-2019    | Vanguard Investments Australia Ltd.    | BUY                 | 17.65  | Ordinary | 2,620                         | 2,620                   |
| 26-Feb-2019    | Vanguard Investments Australia Ltd.    | BUY                 | 17.50  | Ordinary | 1,260                         | 1,260                   |
| 26-Feb-2019    | Vanguard Investments Australia Ltd.    | BUY                 | 17.50  | Ordinary | 1,090                         | 1,090                   |
| 28-Feb-2019    | Vanguard Investments Australia Ltd.    | BUY                 | 17.81  | Ordinary | 2,355                         | 2,355                   |
| 5-Mar-2019     | Vanguard Investments Australia Ltd.    | BUY                 | 17.57  | Ordinary | 6,976                         | 6,976                   |
| 1-Apr-2019     | Vanguard Investments Australia Ltd.    | BUY                 | 17.70  | Ordinary | 8,155                         | 8,155                   |
| 2-Apr-2019     | Vanguard Investments Australia Ltd.    | BUY                 | 18.21  | Ordinary | 777                           | 777                     |
| 8-Apr-2019     | Vanguard Investments Australia Ltd.    | BUY                 | 18.81  | Ordinary | 888                           | 888                     |
| 9-Apr-2019     | Vanguard Investments Australia Ltd.    | BUY                 | 18.88  | Ordinary | 27,214                        | 27,214                  |
| 16-Apr-2019    | Vanguard Investments Australia Ltd.    | BUY                 | 19.31  | Ordinary | 6,974                         | 6,974                   |
| 26-Apr-2019    | Vanguard Investments Australia Ltd.    | SELL                | 19.09  | Ordinary | (8,023)                       | (8,023)                 |
| 30-Apr-2019    | Vanguard Investments Australia Ltd.    | BUY                 | 18.95  | Ordinary | 1,320                         | 1,320                   |
| 1-May-2019     | Vanguard Investments Australia Ltd.    | BUY                 | 19.07  | Ordinary | 7,051                         | 7,051                   |
| 1-May-2019     | Vanguard Investments Australia Ltd.    | BUY                 | 19.02  | Ordinary | 142                           | 142                     |
| 10-May-2019    | Vanguard Investments Australia Ltd.    | BUY                 | 18.15  | Ordinary | 990                           | 990                     |

This is Annexure A of 1 page referred to in Form 603, Notice of initial substantial holder.

Signature: 

Name: Shawn Acker

Capacity: Compliance Manager

Date: 24/05/2019