

Pendal Group Limited

Level 14, The Chifley Tower
2 Chifley Square
Sydney NSW 2000
Australia

ABN 28 126 385 822

PENDAL

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

3 June 2021

Dear Sir/Madam

Re: Notice of Change of Interests of Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of Monadelphous Group Limited (**MND**).

Yours faithfully



Joanne Hawkins
Group Company Secretary

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme MONADELPHOUS GROUP LIMITED (MND)

ACN/ARSN ACN 008 988 547

1. Details of substantial holder(1)

Name PENDAL GROUP LIMITED (PDL)

ACN/ARSN (if applicable) ACN 126 385 822

There was a change in the interests of the substantial holder on 01/06/2021

The previous notice was given to the company on 18/02/2021

The previous notice was dated 16/02/2021

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 in 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)
ORDINARY SHARES	7,718,715	8.15%	6,748,209	7.12%

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
01/06/2021	PDL & its Associates, Pental Fund Services Limited, Pental Institutional Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	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
Pendal Fund Services Limited *	HSBC Custody Nominees (Australia) Limited. UBS Nominees Pty Limited	HSBC Custody Nominees (Australia) Limited. UBS Nominees Pty Limited	Pendal Fund Services Limited is the trustee or responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	3,478,080 Ordinary	3,478,080
Pendal Institutional Limited	BNP Paribas Securities Services Citicorp Nominees Pty Limited HSBC Custody Nominees (Australia) Limited. J.P. Morgan Nominees Australia Pty Limited National Nominees Limited Northern Trust Company Limited State Street Australia Limited	BNP Paribas Securities Services Citicorp Nominees Pty Limited HSBC Custody Nominees (Australia) Limited. J.P. Morgan Nominees Australia Pty Limited National Nominees Limited Northern Trust Company Limited State Street Australia Limited	Pendal Institutional Limited is the investment manager appointed by various superannuation funds, institutional investors and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	3,270,129 Ordinary	3,270,129

* Pendal Fund Services Limited has appointed Pendal Institutional Limited to act as the investment manager of the trusts of which it is responsible entity, giving Pendal Institutional Limited the capacity to exercise the power to vote or dispose of the shares. Pendal Institutional Limited therefore also has a relevant interest in shares in which Pendal Fund Services Limited has a relevant interest.

5. Changes in association

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association


6. Addresses

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

Name	Address
Pendal Group Limited (PDL)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Fund Services Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Pendal Institutional Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
MONADELPHOUS GROUP LIMITED (MND)	The Company Secretary, MONADELPHOUS GROUP LIMITED (MND) 59 Albany Highway VICTORIA PARK WA 6100

Signature

Print name Joanne Hawkins Capacity Company Secretary

Sign here  Date 03/06/2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of “associate” in section 9 of the Corporations Act 2001.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Pental Group Limited ACN 126 385 822

Joanne Hawkins – Company Secretary, Pental Group Limited – 03/06/2021

TRANSACTION HISTORY

Sales & Purchases for the period : 17/02/2021 to 01/06/2021

SECURITY: MND

Pental Fund Services Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
18/02/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-18,036	-210,184.33	Ordinary	18,036
23/02/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-23,332	-291,519.34	Ordinary	23,332
24/02/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-16,620	-196,548.12	Ordinary	16,620
16/03/2021	HSBC Custody Nominees (Australia) Limited.	Buy	45,606	513,523.56	Ordinary	45,606
6/04/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-4,796	-51,836.13	Ordinary	4,796
7/04/2021	HSBC Custody Nominees (Australia) Limited.	Buy	16,052	175,769.40	Ordinary	16,052
29/04/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-14,250	-182,144.93	Ordinary	14,250
29/04/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-1,120	-14,425.60	Ordinary	1,120
30/04/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-48,789	-621,069.33	Ordinary	48,789
30/04/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-35,342	-449,882.45	Ordinary	35,342
3/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-10,362	-128,903.28	Ordinary	10,362
6/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-1,575	-19,197.20	Ordinary	1,575
7/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-1,575	-19,573.63	Ordinary	1,575
11/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-12,912	-154,213.18	Ordinary	12,912
11/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-7,940	-94,728.17	Ordinary	7,940
12/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-15,942	-183,881.40	Ordinary	15,942
12/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-82	-961.04	Ordinary	82
27/05/2021	HSBC Custody Nominees (Australia) Limited.	Buy	73,438	746,607.43	Ordinary	73,438
31/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-76,323	-756,131.96	Ordinary	76,323
1/06/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-69,013	-672,876.75	Ordinary	69,013
1/06/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-11,672	-113,705.12	Ordinary	11,672
	Total		-234,585	-2,725,881.57		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/02/2021	UBS Nominees Pty Limited	Sell	-18,206	-218,843.40	Ordinary	18,206
18/02/2021	UBS Nominees Pty Limited	Sell	-715	-8,606.38	Ordinary	715
23/02/2021	UBS Nominees Pty Limited	Sell	-8,545	-105,334.22	Ordinary	8,545
	Total		-27,466	-332,784.00		

Pental Fund Services Limited -262,051 -3,058,665.57

Pendal Institutional Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
26/05/2021	BNP Paribas Securities Services	Sell	-627	-6,295.08	Ordinary	627
	Total		-627	-6,295.08		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/02/2021	Citicorp Nominees Pty Limited	Sell	-46,691	-561,244.50	Ordinary	46,691
18/02/2021	Citicorp Nominees Pty Limited	Sell	-3,374	-39,319.25	Ordinary	3,374
18/02/2021	Citicorp Nominees Pty Limited	Sell	-1,833	-22,063.64	Ordinary	1,833
23/02/2021	Citicorp Nominees Pty Limited	Sell	-21,912	-270,109.22	Ordinary	21,912
24/02/2021	Citicorp Nominees Pty Limited	Sell	-3,110	-36,778.86	Ordinary	3,110
26/05/2021	Citicorp Nominees Pty Limited	Sell	-1,956	-19,638.24	Ordinary	1,956
	Total		-78,876	-949,153.71		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
8/04/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-4,246	-45,598.64	Ordinary	4,246
29/04/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-4,702	-60,101.43	Ordinary	4,702
29/04/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-370	-4,765.60	Ordinary	370
30/04/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-11,615	-147,855.47	Ordinary	11,615
30/04/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-8,414	-107,105.17	Ordinary	8,414
3/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-3,843	-47,806.92	Ordinary	3,843
11/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-2,282	-27,254.84	Ordinary	2,282
11/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-1,404	-16,750.42	Ordinary	1,404
12/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-3,972	-45,814.64	Ordinary	3,972
12/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-21	-246.12	Ordinary	21
26/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-2,005	-20,130.20	Ordinary	2,005
26/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-787	-7,901.48	Ordinary	787
31/05/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-18,383	-182,120.38	Ordinary	18,383
1/06/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-16,326	-159,178.50	Ordinary	16,326
1/06/2021	HSBC Custody Nominees (Australia) Limited.	Sell	-2,761	-26,896.83	Ordinary	2,761
	Total		-81,131	-899,526.64		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
18/02/2021	J.P. Morgan Nominees Australia Pty Limited	Sell	-5,247	-61,146.44	Ordinary	5,247
23/02/2021	J.P. Morgan Nominees Australia Pty Limited	Sell	-15,800	-197,411.52	Ordinary	15,800
23/02/2021	J.P. Morgan Nominees Australia Pty Limited	Sell	-2,481	-30,998.61	Ordinary	2,481
24/02/2021	J.P. Morgan Nominees Australia Pty Limited	Sell	-4,835	-57,178.71	Ordinary	4,835

25/02/2021	J.P. Morgan Nominees Australia Pty Limited	Sell	-49,408	-568,686.08	Ordinary	49,408
16/03/2021	J.P. Morgan Nominees Australia Pty Limited	Sell	-39,415	-443,812.90	Ordinary	39,415
16/03/2021	J.P. Morgan Nominees Australia Pty Limited	Sell	-6,191	-69,710.66	Ordinary	6,191
7/04/2021	J.P. Morgan Nominees Australia Pty Limited	Sell	-13,809	-151,208.55	Ordinary	13,809
7/04/2021	J.P. Morgan Nominees Australia Pty Limited	Sell	-2,243	-24,560.85	Ordinary	2,243
17/05/2021	J.P. Morgan Nominees Australia Pty Limited	Sell	-46,276	-492,839.40	Ordinary	46,276
26/05/2021	J.P. Morgan Nominees Australia Pty Limited	Sell	-1,638	-16,445.52	Ordinary	1,638
	Total		-187,343	-2,113,999.24		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
29/04/2021	National Nominees Limited.	Sell	-268	-3,425.60	Ordinary	268
29/04/2021	National Nominees Limited.	Sell	-21	-270.48	Ordinary	21
30/04/2021	National Nominees Limited.	Sell	-1,307	-16,637.72	Ordinary	1,307
30/04/2021	National Nominees Limited.	Sell	-947	-12,054.74	Ordinary	947
3/05/2021	National Nominees Limited.	Sell	-174	-2,164.56	Ordinary	174
11/05/2021	National Nominees Limited.	Sell	-234	-2,794.76	Ordinary	234
11/05/2021	National Nominees Limited.	Sell	-144	-1,717.99	Ordinary	144
12/05/2021	National Nominees Limited.	Sell	-329	-3,794.82	Ordinary	329
12/05/2021	National Nominees Limited.	Sell	-2	-23.44	Ordinary	2
26/05/2021	National Nominees Limited.	Buy	7,013	70,410.52	Ordinary	7,013
31/05/2021	National Nominees Limited.	Sell	-1,676	-16,604.13	Ordinary	1,676
1/06/2021	National Nominees Limited.	Sell	-1,590	-15,502.50	Ordinary	1,590
1/06/2021	National Nominees Limited.	Sell	-269	-2,620.52	Ordinary	269
	Total		52	-7,200.74		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
17/02/2021	Northern Trust Company Limited	Sell	-67,677	-813,504.61	Ordinary	67,677
18/02/2021	Northern Trust Company Limited	Sell	-5,899	-68,744.59	Ordinary	5,899
18/02/2021	Northern Trust Company Limited	Sell	-2,656	-31,970.01	Ordinary	2,656
23/02/2021	Northern Trust Company Limited	Sell	-31,765	-391,567.16	Ordinary	31,765
24/02/2021	Northern Trust Company Limited	Sell	-5,435	-64,274.31	Ordinary	5,435
	Total		-113,432	-1,370,060.68		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
2/03/2021	State Street Australia Limited	Sell	-31,648	-367,749.76	Ordinary	31,648
29/04/2021	State Street Australia Limited	Sell	-4,791	-61,239.04	Ordinary	4,791
29/04/2021	State Street Australia Limited	Sell	-4,588	-58,644.27	Ordinary	4,588
29/04/2021	State Street Australia Limited	Sell	-377	-4,855.76	Ordinary	377
29/04/2021	State Street Australia Limited	Sell	-361	-4,649.68	Ordinary	361
30/04/2021	State Street Australia Limited	Sell	-20,829	-265,146.92	Ordinary	20,829
30/04/2021	State Street Australia Limited	Sell	-15,459	-196,788.43	Ordinary	15,459
30/04/2021	State Street Australia Limited	Sell	-15,089	-192,073.92	Ordinary	15,089

30/04/2021	State Street Australia Limited	Sell	-11,198	-142,543.82	Ordinary	11,198
3/05/2021	State Street Australia Limited	Sell	-3,573	-44,448.12	Ordinary	3,573
3/05/2021	State Street Australia Limited	Sell	-2,864	-35,628.16	Ordinary	2,864
11/05/2021	State Street Australia Limited	Sell	-5,808	-69,367.27	Ordinary	5,808
11/05/2021	State Street Australia Limited	Sell	-3,586	-42,829.03	Ordinary	3,586
11/05/2021	State Street Australia Limited	Sell	-3,572	-42,615.75	Ordinary	3,572
11/05/2021	State Street Australia Limited	Sell	-2,205	-26,306.75	Ordinary	2,205
12/05/2021	State Street Australia Limited	Sell	-6,676	-77,003.65	Ordinary	6,676
12/05/2021	State Street Australia Limited	Sell	-5,109	-58,929.25	Ordinary	5,109
12/05/2021	State Street Australia Limited	Sell	-35	-410.20	Ordinary	35
12/05/2021	State Street Australia Limited	Sell	-26	-304.72	Ordinary	26
31/05/2021	State Street Australia Limited	Sell	-30,648	-303,629.74	Ordinary	30,648
31/05/2021	State Street Australia Limited	Sell	-23,448	-232,299.34	Ordinary	23,448
1/06/2021	State Street Australia Limited	Sell	-26,754	-260,851.50	Ordinary	26,754
1/06/2021	State Street Australia Limited	Sell	-20,468	-199,563.00	Ordinary	20,468
1/06/2021	State Street Australia Limited	Sell	-4,525	-44,081.19	Ordinary	4,525
1/06/2021	State Street Australia Limited	Sell	-3,461	-33,716.02	Ordinary	3,461
	Total		-247,098	-2,765,675.29		

Pendal Institutional Limited	-708,455	-8,111,911.38
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