



Announcement Summary

Entity name

MONADELPHOUS GROUP LIMITED

Date of this announcement

Monday October 30, 2023

The +securities the subject of this notification are:

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
MNDAE	PERFORMANCE RIGHTS	420,498	30/10/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

MONADELPHOUS GROUP LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ABN

Registration number

28008988547

1.3 ASX issuer code

MND

1.4 The announcement is

New announcement

1.5 Date of this announcement

30/10/2023



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

+Other securities issued under an +employee incentive scheme that are not intended to be quoted on ASX

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

has an existing ASX security code ("existing class")



Part 3B - number and type of +securities the subject of this notification (existing class) where issue has not previously been notified to ASX in an Appendix 3B

ASX +security code and description

MNDAE : PERFORMANCE RIGHTS

Date the +securities the subject of this notification were issued

30/10/2023

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class

Yes

Were any of the +securities issued to +key management personnel (KMP) or an +associate?

Yes

Provide details of the KMP or +associates being issued +securities.

Name of KMP	Name of registered holder	Number of +securities
Philip Trueman	Philip Trueman	10,548
Adam Cook	Adam Cook	9,381
Alastair Reid	Alastair Reid	8,724

Please provide a URL link for a document lodged with ASX detailing the terms of the +employee incentive scheme or a summary of the terms

A summary of the key terms of the Performance Rights is included in the announcement released to the ASX on 30 October 2023 and available at https://www.monadelphous.com.au/media/5853485/231030-asx-announcement_grant-of-performance-rights.pdf

Any other information the entity wishes to provide about the +securities the subject of this notification

Performance Rights are subject to a vesting condition of continued employment from grant date to the relevant vest date. Subject to the satisfaction of the employment vesting condition, Performance Rights will vest:

- One third (140,088) on 1 July 2024;
- One third (140,088) on 1 July 2025; and
- One third (140,322) on 1 July 2026.

If the vesting condition is not satisfied, or otherwise waived by the Board, Performance Rights will lapse.

A further 17,885 Performance Rights have been offered to the Company's Managing Director, Zoran Bebic, with the issue being subject to shareholder approval under listing rule 10.14.

Any shares acquired on exercise of Performance Rights will be restricted from disposal until the earlier of:

- the opening of the share trading window following the release of the 30 June 2026 financial results (in or around August 2026); and
- the date on which the employee ceases to be employed by the Company or its subsidiaries.



Issue details

Number of +securities

420,498

Part 4 - +Securities on issue

**Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)**

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
MND : ORDINARY FULLY PAID	96,913,881

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
MNDAE : PERFORMANCE RIGHTS	744,289
MNDAD : RETENTION RIGHTS	694,062
MNDAC : OPTION EXPIRING 14-SEP-2024 EX \$9.30	1,535,000



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

420,498

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No