

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

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at 1-4 Sleat Road, Applecross, Western Australia
on 22 November 2005, at 10am (WST)

AGENDA

Ordinary Business

1. Managing Director's Address

The Managing Director will address the meeting.

2. Financial Statements, Directors' Report and Auditors' Report

To receive the Directors' Report and Statement of Financial Performance for the year ended 30 June 2005, the Statement of Financial Position at that date and the Audit Report on the accounts and consolidated entity accounts.

3. Resolution 1: Election of Director

To elect one Director: Mr Irwin Tollman retires in accordance with the Constitution and being eligible offers himself for re-election.

Mr Tollman was appointed as Financial Director of Monadelphous on 26 August 1992. He resigned from this position on 25 July 2003 and accepted the position of Non-Executive Director. Mr Tollman has 14 years experience in the construction and engineering services industry.

The Board unanimously recommends that shareholders vote in favour of Mr Tollman's election.

4. Resolution 2: Adoption of Remuneration Report

To consider and adopt the Remuneration Report for the year ended 30 June 2005 as a non-binding resolution. 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. The Corporations Act 2001 expressly provides that the vote of the resolution is advisory only and does not bind the directors or the company.

General Business

5. 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



Giles Everist
Company Secretary

7 October 2005