

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Monadelphous Group Limited will be held at the Group's Registered Office, 1 Sleat Road, Applecross on Tuesday 23rd November at 10.00am.

BUSINESS

1. To receive, consider and adopt the Directors' Report and Statement of Financial Performance for the year ended 30th June 2004, the Statement of Financial Position at that date and the Audit Report on the accounts and consolidated entity accounts.
2. To elect one Director: Mr Calogero Giovanni Battista Rubino retires in accordance with the Constitution and being eligible offers himself for re-election.

Mr Rubino was appointed as Managing Director of Monadelphous on 18 January 1991. He resigned from this position on 30 May 2003 and accepted the position of Chairman of the Board. Mr Rubino has 38 years experience in the construction and engineering services industry.

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

3. To transact other business which may be lawfully brought forward.

PROXIES

A form of proxy is provided with the notice.

By order of the Board



GILES EVERIST
Company Secretary
8th October 2004