

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Monadelphous Group Ltd

ACN/ARSN 008 988 547

1. Details of substantial holder (1)

Name State Street Corporation and subsidiaries named in Annexures to this form

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 26/10/2021

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) |
|-------------------------|----------------------|--------------------|------------------|
| Ordinary | 4,764,829 | 4,764,829 | 5.01% |

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 |
|-----------------------------|---------------------------------|--------------------------------|
| Annexure A | | |
| | | |

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 |
|-----------------------------|---------------------------------|--|--------------------------------|
| Annexure A | | | |
| | | | |

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 |
|-----------------------------|---------------------|-------------------|----------|--------------------------------|
| | | Cash | Non-Cash | |
| Annexure 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 |
|-----------------------------------|-----------------------|
| Annexure A | |

7. Addresses

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

| Name | Address |
|------------|---------|
| Annexure C | |

Signature

print name **Elizabeth Schaefer**

Capacity: **Authorised signatory**

sign here

date 28/10/2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg 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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) 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.

28 October 2021

Elizabeth Schaefer
Authorised Signatory

3. Details of relevant interests
4. Details of present registered holders
6. Associates

| Holder of relevant interest (Section 3, 4 and 6) | Nature of Relevant Interest (Section 3) | Registered Holder of securities (Section 4) | Person Entitled to be registered as holder (Section 4) | Class and number of Securities (Section 3 and 4) | | Nature of Association (Section 6) |
|---|--|--|---|---|-----------|--|
| STATE STREET GLOBAL ADVISORS TRUST COMPANY | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | Bank of New York Mellon | NA | Ordinary | 8,441 | Subsidiary of State Street Corporation |
| STATE STREET GLOBAL ADVISORS TRUST COMPANY | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | Northern Trust Company | NA | Ordinary | 11,779 | Subsidiary of State Street Corporation |
| STATE STREET GLOBAL ADVISORS TRUST COMPANY | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | State Street Bank and Trust Co | NA | Ordinary | 477,947 | Subsidiary of State Street Corporation |
| STATE STREET GLOBAL ADVISORS TRUST COMPANY | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | JPMorgan AG | NA | Ordinary | 14,133 | Subsidiary of State Street Corporation |
| STATE STREET GLOBAL ADVISORS TRUST COMPANY | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | The Bank of New York Mellon | NA | Ordinary | 39,924 | Subsidiary of State Street Corporation |
| SSGA FUNDS MANAGEMENT, INC. | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | State Street Bank and Trust Co | NA | Ordinary | 56,730 | Subsidiary of State Street Corporation |
| STATE STREET GLOBAL ADVISORS EUROPE LIMITED | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | Bank of New York Mellon | NA | Ordinary | 7,578 | Subsidiary of State Street Corporation |
| STATE STREET GLOBAL ADVISORS EUROPE LIMITED | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | State Street Bank and Trust Co | NA | Ordinary | 19,806 | Subsidiary of State Street Corporation |
| STATE STREET GLOBAL ADVISORS LIMITED | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | Northern Trust Company | NA | Ordinary | 1,314 | Subsidiary of State Street Corporation |
| STATE STREET GLOBAL ADVISORS LIMITED | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | JPMorgan AG | NA | Ordinary | 8,189 | Subsidiary of State Street Corporation |
| STATE STREET GLOBAL ADVISORS LIMITED | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | The Bank of New York Mellon | NA | Ordinary | 39,058 | Subsidiary of State Street Corporation |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | Northern Trust Company | NA | Ordinary | 3,244,252 | Subsidiary of State Street Corporation |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | State Street Bank and Trust Co | NA | Ordinary | 564,802 | Subsidiary of State Street Corporation |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | JPMorgan AG | NA | Ordinary | 202,899 | Subsidiary of State Street Corporation |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | BNP Paribas | NA | Ordinary | 4,424 | Subsidiary of State Street Corporation |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee | Citibank NA | NA | Ordinary | 55,353 | Subsidiary of State Street Corporation |
| STATE STREET BANK AND TRUST COMPANY | Relevant interest under section 608(1) being the right, as lender, to recall shares under a securities loan | Unknown | STATE STREET BANK AND TRUST COMPANY | Ordinary | 8,400 | Subsidiary of State Street Corporation |

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Elizabeth Schaefer
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 5. Consideration

| Holder of relevant interest | Date of Acquisition | Nature of transaction | Consideration | Class and number of Securities affected | |
|--|---------------------|------------------------|---------------|---|---------|
| STATE STREET GLOBAL ADVISORS, INC. | 2021/06/30 | In Specie Contribution | n/a | Ordinary | 30,583 |
| STATE STREET GLOBAL ADVISORS, INC. | 2021/08/31 | Purchase | 10.62 | Ordinary | 1,723 |
| STATE STREET GLOBAL ADVISORS, INC. | 2021/09/15 | In Specie Contribution | n/a | Ordinary | 9,620 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/07/08 | In Specie Contribution | n/a | Ordinary | 156 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/07/15 | In Specie Contribution | n/a | Ordinary | 156 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/07/26 | In Specie Contribution | n/a | Ordinary | 83,819 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/07/28 | In Specie Contribution | n/a | Ordinary | 43,915 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/07/30 | In Specie Contribution | n/a | Ordinary | 858 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/08/16 | In Specie Contribution | n/a | Ordinary | 1,264 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/08/18 | In Specie Contribution | n/a | Ordinary | 480 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/08/25 | In Specie Contribution | n/a | Ordinary | 790 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/09/08 | Purchase | 10.39 | Ordinary | 20,093 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/09/10 | Purchase | 10.28 | Ordinary | 14,437 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/09/15 | Purchase | 9.80 | Ordinary | 100,000 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/09/17 | Purchase | 9.68 | Ordinary | 116,136 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/09/17 | In Specie Contribution | n/a | Ordinary | 870 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/09/20 | Purchase | 9.50 | Ordinary | 96,177 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/09/27 | In Specie Contribution | n/a | Ordinary | 80 |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | 2021/10/26 | In Specie Contribution | n/a | Ordinary | 42,432 |

Elizabeth Schaefer
Authorised Signatory
7. Addresses

28 October 2021

| Name | Address |
|--|---|
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | Level 15, 420 George Street, Sydney NSW 2000, Australia |
| STATE STREET GLOBAL ADVISORS, INC. | 1 Iron Street, Boston MA 02210, United States |
| STATE STREET GLOBAL ADVISORS EUROPE LIMITED | 78 Sir John Rogerson's Quay, Dublin 2, Ireland |
| STATE STREET GLOBAL ADVISORS LIMITED | 20 Churchill Place, London, England, E14 5HJ, United Kingdom |
| SSGA FUNDS MANAGEMENT, INC. | Channel Center, 1 Iron Street, Boston MA 02210, United States |
| STATE STREET GLOBAL ADVISORS TRUST COMPANY | 1 Iron Street, Boston MA 02210, United States |
| STATE STREET BANK AND TRUST COMPANY | 1 Lincoln Street, Boston MA 02111-2900, United States |