

PROXY FORM

To: The Company Secretary  
Monadelphous Group Limited  
1 Sleaf Road, Applecross, WA 6153

PO Box 365, Applecross, WA 6953  
Telephone: (08) 9316 1255  
Facsimile: (08) 9316 1950  
Email: [g.everist@monadel.com.au](mailto:g.everist@monadel.com.au)

\_\_\_\_\_  
(please print full name)

of \_\_\_\_\_  
\_\_\_\_\_  
(please print full address)

being a member of Monadelphous Group Limited hereby appoint:

\_\_\_\_\_  
(please print full name)

of \_\_\_\_\_  
\_\_\_\_\_  
(please print full address)

or failing him/her the Chairman of the meeting, as my proxy in respect of \_\_\_\_\_ shares/percent of my shares to vote for me and on my behalf at the Annual General Meeting of the Company to be held on the 23<sup>rd</sup> day of November 2004 and at any adjournment thereof.

If you do not wish to direct your proxy how to vote, please place an "x" in this box.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

Voting instructions – please place an "x" in the appropriate box, failing which your proxy may vote as he thinks fit or abstain. If you do not place an "x" in the appropriate box and you appoint the Chairman of the meeting as your proxy, the Chairman of the meeting will be voting in favour of all of the resolutions.

	FOR	AGAINST	ABSTAIN
1. Adoption of Accounts and Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director: Re-election of Mr C. G. B. Rubino	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2004

Signature of shareholder: \_\_\_\_\_  
(see notes on reverse)

## Notes

1. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies.
2. Where two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.
3. If two proxies are appointed but no percentages are specified, the Corporations Law provides that each proxy may exercise half the member's votes.
4. A proxy need not be a member of the Company.
5. If the shareholder is a corporation, the proxy form must be signed under its common seal or under the hand of a duly authorised attorney or officer. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporation Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.
6. To be effective, the proxy form (duly completed) and the power of attorney (if any) under which it is signed must reach the registered office of the company, 1 Sleat Road, Applecross, Western Australia 6153 not less than 48 hours before the time for holding the meeting or any adjournment thereof.
7. An electronically transmitted facsimile of any instrument appointing a proxy received by the company and apparently signed by the appointer or his/her or its attorney shall be sufficient instrument of proxy.
8. The facsimile number to which a proxy form may be sent is: fax (08) 9316 1950.
9. A proxy received by email will be valid only if the original signed proxy form is presented for verification at the meeting.
10. The email address to which a proxy may be emailed is [g.everist@monadel.com.au](mailto:g.everist@monadel.com.au)