

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

|                       |                            |
|-----------------------|----------------------------|
| <b>Name of entity</b> | Monadelphous Group Limited |
| <b>ABN</b>            | 28 008 988 547             |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

|                            |               |
|----------------------------|---------------|
| <b>Name of Director</b>    | Peter Dempsey |
| <b>Date of last notice</b> | 8 June 2005   |

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

|  |                                  |
|--|----------------------------------|
| <b>Direct or indirect interest</b>   | Indirect                         |
| <b>Nature of indirect interest (including registered holder)</b><br>Note: Provide details of the circumstances giving rise to the relevant interest. | PJD Settlement Account Trust     |
| <b>Date of change</b>  | 23 November 2005                 |
| <b>No. of securities held prior to change</b>  | 48,000                           |
| <b>Class</b>   | Ordinary Shares                  |
| <b>Number acquired</b>   | 10,000                           |
| <b>Number disposed</b>   | Nil                              |
| <b>Value/Consideration</b><br>Note: If consideration is non-cash, provide details and estimated valuation  | \$43,995.00 @ \$4.3995 per share |
| <b>No. of securities held after change</b>   | 58,000 held indirectly           |

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|  |                        |
|--|------------------------|
| <p><b>Nature of change</b><br/>         Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p> | <p>On-market trade</p> |
|--|------------------------|

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

|   |            |
|---|------------|
| <p><b>Detail of contract</b></p>  | <p>Nil</p> |
| <p><b>Nature of interest</b></p>  | <p>Nil</p> |
| <p><b>Name of registered holder (if issued securities)</b></p>  | <p>N/A</p> |
| <p><b>Date of change</b></p>  | <p>N/A</p> |
| <p><b>No. and class of securities to which interest related prior to change</b><br/>         Note: Details are only required for a contract in relation to which the interest has changed</p> | <p>Nil</p> |
| <p><b>Interest acquired</b></p>   | <p>N/A</p> |
| <p><b>Interest disposed</b></p>   | <p>N/A</p> |
| <p><b>Value/Consideration</b><br/>         Note: If consideration is non-cash, provide details and an estimated valuation</p>   | <p>N/A</p> |
| <p><b>Interest after change</b></p>   | <p>Nil</p> |