REMUNERATION COMMITTEE

CHARTER

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1.0 PURPOSE

The Board of Directors of Monadelphous Group Limited ("the Board") has established a Remuneration Committee ("the Committee") within the terms of the "Board Committee Charter" ("Board Charter"). The Committee will assist the Board in the effective discharge of its responsibilities, by advising and recommending to the Board on matters relating to the remuneration of directors, executives and employees of the Company.

2.0 ROLE

The role of the Committee shall include:

2.1 Ensuring the Company has coherent remuneration policies and practices which are observed and which enable it to attract and retain executives and directors of such quality to create value for shareholders.

2.2 Fairly and responsibly rewarding executives having regard to the performance of the Company, the performance of the individual and the market environment.

2.5 Reviewing and approving Company policy and strategy for determining remuneration arrangements for executives and employees.

2.4 Reviewing and making recommendations to the Board on the proposed remuneration strategy and package for directors, both executive and non-executive.

2.5 Reviewing and making recommendations to the Board concerning general remuneration and recruitment principles for the Company (including incentive schemes, bonuses and similar matters).

2.6 Reviewing and approving all equity based plans.

3.0 STRUCTURE

3.1 The Committee shall be structured in accordance with the Board Charter and shall consist of at least three members.

3.2 The Committee shall be chaired by the Chairman of the Board, or a Non-Executive Director if the Chairman is not deemed to be independent.

3.3 The Board may determine the appointment of any member of the Committee at any time.

3.4 The Committee may invite such other parties to attend meetings as deemed appropriate.

3.5 The Company Secretary shall act as secretary for all meetings of the Committee.

4.0 MEETINGS

4.1 The Committee shall meet half yearly, and shall hold such additional meetings as it deems necessary.

4.2 At a meeting of the Committee, the number of directors whose presence is necessary to constitute a quorum shall be three (3).

4.3 Any member of the Committee may request the Chairman to convene a meeting of the Committee at any time. That request shall be in writing and include an outline of the purpose for that meeting.

4.4 The Chairman shall convene a meeting for a date no later than 21 days after receipt of that request.

4.5 The Company Secretary, in conjunction with the Chairman will be responsible for developing and issuing the agenda, supported by explanatory documentation to the Committee members prior to the meeting.

4.6 Decisions will be determined by a majority vote, with the Chairman having the responsibility for reporting dissenting votes when reporting to the Board. The Chairman will have the casting vote in the event that there is not a clear majority.

5.0 ACCESS TO INFORMATION AND INDEPENDENT ADVICE

5.1 The Committee has the authority to seek any information it requires from any employee of the Company and all employees must comply with such requests.

5.2 The Committee may take such independent legal, financial and other advice as it considers necessary.

6.0 REPORTS TO THE BOARD

The Committee shall keep the Board informed of its activities through the minutes of all its meetings and the Chairman of the Committee will formally advise the Board of any matters or recommendations requiring attention by the Board.

7.0 SELF ASSESSMENT

The Committee shall assess its effectiveness periodically, with a view to ensuring that its performance accords with Best Practice. The Committee's Charter shall be reviewed annually and updated as required.

This Charter was approved, by way of a Resolution, in the Meeting of the Board dated 26th June 2008.

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Chairman of the Board