#### Form 605

Corporations Act 2001 Section 671B

## Notice of ceasing to be a substantial holder

| To Company Name/Scheme                          | Monadelphous Group L  | Monadelphous Group Ltd |  |  |
|---|---|------------------------|--|--|
| ACN/ARSN  | ACN 008 988 547   |                        |  |  |
|   |   |                        |  |  |
| 1. Details of substantial holder (              | 1)  |                        |  |  |
| Name  | Credit Suisse Holdings (Australia) Limited (on behalf of Credit Suisse Group AG and its affiliates) |                        |  |  |
| ACN/ARSN (if applicable)                        | 008 496 713   |                        |  |  |
| The holder ceased to be a substar               | itial holder on   | 01-Apr-2016            |  |  |
| The previous notice was given to the company on |   | 01-Apr-2016            |  |  |
| The previous notice was dated                   |   | 01-Apr-2016            |  |  |

#### 2. Changes in relevant interests

Particulars of each change in , or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3)in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change      | Person whose relevant interest changed | the second secon | Class (6) and number of securities affected | Person's votes affected |
|---------------------|--|--|---|-------------------------|
| See Annexure<br>"A" |  |  |   |                         |

#### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A                               |                       |

#### 4. Addresses

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

| Name      | Taran Sana | Address | 12,000 |
|-----------|------------|---------|--------|
| See Annex | ure "B"    |         |        |

### **Signature**

print name

James Wood

capacity

Authorised Signatory

sign here

date

07-Apr-2016

### Annexure "A"

#### 2. Changes in relevant interests

Particulars of each change in , or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3)in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed        | Nature of change (4)            | Consideration given in relation to change (5) | Class (6) and number of securities affected | Person's votes affected |
|----------------|---|---------------------------------|---|---|-------------------------|
| 30-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Disposed on market              | 56,889.35 AUD                                 | -7,638 Common<br>Stock                      |                         |
| 30-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Disposed on market              | 155,420.64 AUD                                | -21,197 Common<br>Stock                     | -21,197                 |
| 30-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Disposed on market              | 130,655.90 AUD                                | -17,418 Common<br>Stock                     | -17,418                 |
| 30-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Disposed on<br>market           | 263,858.00 AUD                                | -35,481 Common<br>Stock                     | -35,481                 |
| 30-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Disposed on market              | 31,038.05 AUD                                 | -4,111 Common<br>Stock                      | -4,111                  |
| 30-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Acquired on market              | 16,860.52 AUD                                 | 2,385 Common Stock                          | 2,385                   |
| 30-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Acquired on market              | 16,872.00 AUD                                 | 2,381 Common Stock                          | 2,381                   |
| 30-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Acquired on market              | 6,945.61 AUD                                  | 979 Common Stock                            | 979                     |
| 30-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Acquired on market              | 6,543.61 AUD                                  | 921 Common Stock                            | 921                     |
| 31-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Disposed on<br>market           | 3,781.57 AUD                                  | -526 Common Stock                           | -526                    |
| 31-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Disposed on market              | 46,228.93 AUD                                 | -6,434 Common<br>Stock                      | -6,434                  |
| 31-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Disposed on market              | 27,224.49 AUD                                 | -3,797 Common<br>Stock                      | -3,797                  |
| 31-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Acquired on market              | 12,959.70 AUD                                 | 1,816 Common Stock                          | 1,816                   |
| 31-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Acquired on market              | 44,869.78 AUD                                 | 6,232 Common Stock                          | 6,232                   |
| 31-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Acquired on market              | 12,871.88 AUD                                 | 1,786 Common Stock                          | 1,786                   |
| 31-Mar-2016    | Credit Suisse (Hong<br>Kong) Limited          | Acquired on market              | 29,785.83 AUD                                 | 4,144 Common Stock                          | 4,144                   |
| 01-Apr-2016    | Credit Suisse (Hong<br>Kong) Limited          | Acquired on market              | 3,798.50 AUD                                  | 535 Common Stock                            | 535                     |
| 01-Apr-2016    | Credit Suisse (Hong<br>Kong) Limited          | Acquired on market              | 11,684.31 AUD                                 | 1,636 Common Stock                          | 1,636                   |
| 01-Apr-2016    | Credit Suisse (Hong<br>Kong) Limited          | Acquired on market              | 35,622.48 AUD                                 | 4,986 Common Stock                          | 4,986                   |
| 30-Mar-2016    | Credit Suisse Equities<br>(Australia) Limited | Stock<br>returned<br>under OSLA | Refer to Annexure C of Notice                 | -40,000 Common<br>Stock                     | -40,000                 |
| 30-Mar-2016    | Credit Suisse Equities<br>(Australia) Limited | Stock<br>returned<br>under OSLA | Refer to Annexure C of Notice                 | -50,000 Common<br>Stock                     | -50,000                 |
| 30-Mar-2016    | Credit Suisse Equities (Australia) Limited    | Stock<br>returned<br>under OSLA | Refer to Annexure C of Notice                 | -20,000 Common<br>Stock                     | -20,000                 |
| 31-Mar-2016    | Credit Suisse Equities<br>(Australia) Limited | Stock<br>returned<br>under OSLA | Refer to Annexure C of Notice                 | -111,000 Common<br>Stock                    | -111,000                |
| 01-Apr-2016    | Credit Suisse Equities<br>(Australia) Limited | Stock<br>returned<br>under OSLA | Refer to Annexure C of Notice                 | -1,000 Common<br>Stock                      | -1,000                  |
| 01-Apr-2016    | Credit Suisse Equities<br>(Australia) Limited | Stock<br>returned<br>under OSLA | Refer to Annexure C of Notice                 | -200,000 Common<br>Stock                    | -200,000                |

|             | (Australia) Limited                             | returned                             | of Notice                     | Stock                    |          |
|-------------|---|--------------------------------------|-------------------------------|--------------------------|----------|
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | under OSLA Stock returned under OSLA | Refer to Annexure C of Notice | -7,000 Common<br>Stock   | -7,000   |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -10,000 Common<br>Stock  | -10,000  |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -1,000 Common<br>Stock   | -1,000   |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -6,000 Common<br>Stock   | -6,000   |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -1,000 Common<br>Stock   | -1,000   |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -2,000 Common<br>Stock   | -2,000   |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -18,000 Common<br>Stock  | -18,000  |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -50,000 Common<br>Stock  | -50,000  |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -3,000 Common<br>Stock   | -3,000   |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -65,000 Common<br>Stock  | -65,000  |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -8,000 Common<br>Stock   | -8,000   |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -20,473 Common<br>Stock  | -20,473  |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -2,000 Common<br>Stock   | -2,000   |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -2,000 Common<br>Stock   | -2,000   |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -1,000 Common<br>Stock   | -1,000   |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -1,000 Common<br>Stock   | -1,000   |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -100,000 Common<br>Stock | -100,000 |
| 01-Apr-2016 | Credit Suisse Equities<br>(Australia) Limited   | Stock<br>returned<br>under OSLA      | Refer to Annexure C of Notice | -14,000 Common<br>Stock  | -14,000  |
| 31-Mar-2016 | Credit Suisse<br>Securities (Europe)<br>Limited | Stock<br>borrowed<br>under ASLA      | Refer to Annexure C of Notice | 2,967 Common Stock       | 2,967    |
| 01-Apr-2016 | Credit Suisse<br>Securities (Europe)<br>Limited | Stock<br>borrowed<br>under ASLA      | Refer to Annexure C of Notice | 13,600 Common<br>Stock   | 13,600   |
| 01-Apr-2016 | Credit Suisse<br>Securities (Europe)<br>Limited | Stock<br>returned<br>under ASLA      | Refer to Annexure C of Notice | -293,747 Common<br>Stock | -293,747 |
| 01-Apr-2016 | Credit Suisse<br>Securities (USA) LLC           | Stock<br>returned<br>under ASLA      | Refer to Annexure C of Notice | -150,000 Common<br>Stock | -150,000 |

This is Annexure "A" referred to in the Form 605 "Notice of ceasing to be a substantial holder"

| S | i | a | n | а | t | u | r | е |
|---|---|---|---|---|---|---|---|---|
| _ | - | - |   | _ | _ | • | • | _ |

Credit Suisse Holdings (Australia) Limited (ACN 008 496 713)

print name

James Wood capacity Authorised Signatory

date

07-Apr-2016

sign here

### Annexure "B"

#### 4. Addresses

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

| Name  | Address  |  |
|---|--|--|
| Credit Suisse Holdings (Australia) Limited (ACN 008 496 713)                                      | Level 31, Gateway, 1 Macquarie Place, Sydney NSW 2000, Australia |  |
| Credit Suisse Equities (Australia) Limited (ACN 068 232 708)                                      | Level 31, Gateway, 1 Macquarie Place, Sydney NSW 2000, Australia |  |
| Credit Suisse Fourth Nominees Pty Limited (ACN 069 126 432)                                       | Level 31, Gateway, 1 Macquarie Place, Sydney NSW 2000, Australia |  |
| Credit Suisse (Hong Kong) Limited  Level 21, International Commerce Centre,1 Austin Road Wes Kong |  |  |
| Credit Suisse Securities (Europe) Limited (ARBN 099554131)  | One Cabot Square,London,E14 4QJ                                  |  |
| Credit Suisse Securities (USA) LLC  | LLC 11 Madison Avenue,, New York, New York 10010, New York 10010 |  |
| Credit Suisse Funds AG  | Giesshübelstrasse 30,Zurich,8045                                 |  |

This is Annexure "B" referred to in the Form 605 "Notice of ceasing to be a substantial holder"

Signature

Credit Suisse Holdings (Australia) Limited (ACN 008 496 713)

print name

James Wood

capacity

Authorised Signatory

sign here

07-Apr-2016 date

# Annexure "C"

This is Annexure "C" referred to in the Form 605 "Notice of ceasing to be a substantial holder"

| Signature  | Credit Suisse Holdings (Australia) Limited (ACN 008 496 713) |                               |  |  |
|------------|--|-------------------------------|--|--|
| print name | James Wood   | capacity Authorised Signatory |  |  |
| sign here  | 1 N  | date 07-Apr-2016              |  |  |

### Prescribed information Schedule Type of agreement Australian Securities Lending Agreement Parties to agreement Credit Suisse Equities (Australia) Limited and JP Morgan Nominees (Australia) Limited Transfer date 1-Apr-2016 Holder of voting rights Borrower Are there any restrictions on voting rights? Yes If yes, detail Voting rights to be exercised in accordance with lender's instructions provided such instructions are received 7 days prior. Scheduled return date (if any) N/A Does the borrower have the right to return early? Yes If yes, detail With 2 business days prior to a notice by Midday. Does the lender have the right to recall early? Yes If yes, detail With 4 business days prior notice. Will the securities be returned on settlement? Yes If yes, detail any exceptions If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the

lender to return securities or cash held by the

lender as collateral.

| Prescribed information                            |  |
|---|--|
| Schedule  |  |
| Type of agreement                                 | Australian Securities Lending Agreement  |
| Parties to agreement                              | Credit Suisse Equities (Australia) Limited and Citibank NA Sydney Branch   |
| Transfer date                                     | 1-Apr-2016   |
| Holder of voting rights                           | Borrower   |
| Are there any restrictions on voting rights?      | Yes  |
| If yes, detail                                    | Voting rights to be exercised in accordance with lender's instructions provided such instructions are received 7 days prior.   |
| Scheduled return date (if any)                    | N/A  |
| Does the borrower have the right to return early? | Yes  |
| If yes, detail                                    | At Will.   |
| Does the lender have the right to recall early?   | Yes  |
| If yes, detail                                    | With 4 business days prior notice.   |
| Will the securities be returned on settlement?    | Yes  |
| If yes, detail any exceptions                     | If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral. |
|   |  |

| Prescribed information                            |  |
|---|--|
| Schedule  |  |
| Type of agreement                                 | Australian Securities Lending Agreement  |
| Parties to agreement                              | Credit Suisse Equities (Australia) Limited and National Australia Bank Limited   |
| Transfer date                                     | 30-Mar-2016  |
| Holder of voting rights                           | Borrower   |
| Are there any restrictions on voting rights?      | No   |
| If yes, detail                                    | N/A  |
| Scheduled return date (if any)                    | N/A  |
| Does the borrower have the right to return early? | Yes  |
| If yes, detail                                    | At will  |
|   |  |
| Does the lender have the right to recall early?   | Yes  |
| If yes, detail                                    | With 4 business days prior notice.   |
| Will the securities be returned on settlement?    | Yes  |
| If yes, detail any exceptions                     | If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral. |
|   |  |

#### Prescribed information

Schedule

Type of agreement Australian Securities Lending Agreement

Parties to agreement Credit Suisse Equities (Australia) Limited and

State Street Bank and Trust Company

Transfer date 1-Apr-2016

Holder of voting rights Borrower

Are there any restrictions on voting rights? No

If yes, detail N/A

Scheduled return date (if any) N/A

Does the borrower have the right to return early? Yes

If yes, detail At Will

Does the lender have the right to recall early? Yes

If yes, detail With 4 business days prior notice.

Will the securities be returned on settlement? Yes

If yes, detail any exceptions If an event of default occurs in respect of either

the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the

lender as collateral.

| Prescribed information                            |  |
|---|--|
| Schedule  |  |
| Type of agreement                                 | Overseas Securities Lending Agreement  |
| Parties to agreement                              | Credit Suisse (Europe) Limited and State<br>Street Bank and Trust Company  |
| Transfer date                                     | 1-Apr-2016   |
| Holder of voting rights                           | Borrower   |
| Are there any restrictions on voting rights?      | No   |
| If yes, detail                                    | N/A  |
|   |  |
| Scheduled return date (if any)                    | N/A  |
| Does the borrower have the right to return early? | Yes  |
| If yes, detail                                    | At Will  |
|   |  |
| Does the lender have the right to recall early?   | Yes  |
| If yes, detail                                    | With 4 business days prior notice.   |
| Will the securities be returned on settlement?    | Yes  |
| If yes, detail any exceptions                     | If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral. |
|   |  |

| Prescribed information                            |  |
|---|--|
| Schedule  |  |
| Type of agreement                                 | Overseas Securities Lending Agreement  |
| Parties to agreement                              | Credit Suisse Securities (Europe) Limited and Citibank NA – Kuwait Investment Authority  |
| Transfer date                                     | 1-Apr-2016   |
| Holder of voting rights                           | Borrower   |
| Are there any restrictions on voting rights?      | No   |
| If yes, detail                                    | N/A  |
|   |  |
| Scheduled return date (if any)                    | N/A  |
| Does the borrower have the right to return early? | Yes  |
| If yes, detail                                    | At Will  |
|   |  |
| Does the lender have the right to recall early?   | Yes  |
| If yes, detail                                    | With 4 business days prior notice.   |
| Will the securities be returned on settlement?    | Yes  |
| If yes, detail any exceptions                     | If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral. |
|   |  |

## Prescribed information Schedule Type of agreement Overseas Securities Lending Agreement Parties to agreement Credit Suisse Securities (Europe) Limited and BNP Paribas Arbitrage SNC, Paris Transfer date 31-Mar-2016 Holder of voting rights Borrower Are there any restrictions on voting rights? No N/A If yes, detail Scheduled return date (if any) N/A Does the borrower have the right to return early? Yes If yes, detail At Will Does the lender have the right to recall early? Yes

Yes

lender as collateral.

With 4 business days prior notice.

If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the

If yes, detail

Will the securities be returned on settlement?

If yes, detail any exceptions

| Prescribed information                            |  |
|---|--|
| Schedule  |  |
| Type of agreement                                 | Overseas Securities Lending Agreement  |
| Parties to agreement                              | Credit Suisse Securities (USA) LLC Limited and Citibank N.A, NY  |
| Transfer date                                     | 1-Apr-2016   |
| Holder of voting rights                           | Borrower   |
| Are there any restrictions on voting rights?      | No   |
| If yes, detail                                    | N/A  |
| Scheduled return date (if any)                    | N/A  |
| Does the borrower have the right to return early? | Yes  |
| If yes, detail                                    | At Will  |
|   |  |
| Does the lender have the right to recall early?   | Yes  |
| If yes, detail                                    | With 4 business days prior notice  |
| Will the securities be returned on settlement?    | Yes  |
| If yes, detail any exceptions                     | If an event of default occurs in respect of either the lender or the borrower, the obligation of the borrower to deliver the securities to the lender will be netted off against the obligation of the lender to return securities or cash held by the lender as collateral. |